APEEJAY SURRENDRA PARK HOTELS LIMITED

Corporate Identity Number: U85110WB1987PLC222139

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
17, Park Street, Kolkata – 700 016, West Bengal, India	The Park Hotels, N-80, Connaught Place, New Delhi – 110 001, India	Shalini Keshan Company Secretary and Compliance Officer	Tel: +91 33 2249 9000 Email: investorrelations @asphl.in	www.theparkhotels.com

PROMOTERS OF OUR COMPANY: KARAN PAUL, PRIYA PAUL, APEEJAY SURRENDRA TRUST AND GREAT EASTERN STORES PRIVATE LIMITED

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE***	OFFER FOR SALE SIZE	TOTAL OFFER SIZE***	ELIGIBILITY AND RESERVATION
Fresh Issue and an Offer for Sale	Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 6,500.00 million	Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 4,000.00 million	[●] Equity Shares aggregating up to ₹ 10,500.00 million	The Offer is being made in terms of Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) as our Company does not fulfill requirements under Regulation 6(1)(b) of the SEBI ICDR Regulations of having operating profit in each of the preceding three years. For further details, see “*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*” on page 398. For details of share reservation among QIBs, NIIs, RIBs and Eligible Employees, see “*Offer Structure*” on page 416.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED (AMOUNT IN ₹ MILLION)	*WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)^*
Apeejay Surrendra Trust	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 800.00 million	0.60
Apeejay Private Limited	Promoter Group Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 2,960.00 million	0.75
RECP IV Park Hotel Investors Ltd	Investor Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 230.00 million	109.81
RECP IV Park Hotel Co-Investors Ltd	Investor Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 10.00 million	77.67

^As certified by Raj Har Gopal & Co., Chartered Accountants, by way of their certificate dated August 19, 2023.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 1 each. The Floor Price, Cap Price and Offer Price (determined by our Company, in consultation with the Selling Shareholders and the BRLMs, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” on page 124, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 28.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly accepts responsibility for and confirms that the statements specifically made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. Each Selling Shareholder assumes no responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company or the other Selling Shareholders in this Draft Red Herring Prospectus

LISTING

The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

Name of Book Running Lead Manager and logo	Contact Person	Telephone and Email
JM FINANCIAL **JM Financial Limited**	Prachee Dhuri	Tel.: +91 22 6630 3030 E-mail: park.ipo@jmfl.com
AXIS CAPITAL **Axis Capital Limited**	Akash Aggarwal / Sagar Jatakiya	Tel: +91 22 4325 2183 E-mail: parkhotels.ipo@axiscap.in
ICICI Securities **ICICI Securities Limited**	Gaurav Mittal/ Ashik Joisar	Tel: +91 22 6807 7100 E-mail: parkhotelsipo@icicisecurities.com

REGISTRAR TO THE OFFER

Name of Registrar	Contact Person	Telephone and Email
Link Intime India Private Limited	Shanti Gopalkrishnan	Tel: +91 810 811 4949 E-mail: parkhotels.ipo@linkintime.co.in

BID/OFFER PERIOD

ANCHOR INVESTOR BID/OFFER PERIOD	[●]*	**BID/OFFER OPENS ON**	[●]	**BID/OFFER CLOSES ON**	[●]**#

** Our Company, in consultation with the Selling Shareholders and the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company, in consultation with the Selling Shareholders and the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

**** Our Company, in consultation with the BRLMs, may consider issue of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended.*

 # The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

APEEJAY SURRENDRA PARK HOTELS LIMITED

Our Company was originally incorporated at Karnataka on November 27, 1987, as Budget Hotels Private Limited, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 27, 1987 issued by the Registrar of Companies, Bangalore at Karnataka. Subsequently, the name of our Company was changed to Budget Hotels Limited pursuant to our Company becoming a public company with effect from October 26, 1990 and noting of such conversion in the certificate of incorporation by Registrar of Companies, Bangalore at Karnataka. Further, pursuant to the Acquisition Agreements, the entire issued and paid up equity share capital of our Company constituting 571,940 equity shares of face value of ₹ 100 each, was acquired by Apeejay Hotels Delhi in two tranches and our Company became the wholly owned subsidiary of Apeejay Hotels Delhi. Subsequently, pursuant to the scheme of amalgamation approved vide orders of the High Court of Madras dated June 13, 2003, High Court of Delhi dated August 6, 2003, and High Court of Karnataka dated September 17, 2003, Apeejay Hotels Delhi, and Gemini Hotels and Holdings Limited (a wholly owned subsidiary of Apeejay Hotels Delhi) were amalgamated with our Company, with the appointed date being April 1, 2001. Thereafter, to closely identify the association of our Company with the Apeejay Surrendra Group, the name of our Company was changed from Budget Hotels Limited to Apeejay Surrendra Park Hotels Limited, pursuant to the resolution passed by our Shareholders at their EGM held on March 8, 2004 and the certificate of incorporation pursuant to change of name was issued by the RoC on March 29, 2004. Further, pursuant to our Shareholders' resolution dated November 30, 2016 and order dated June 22, 2017 passed by the Regional Director, South East Region, Hyderabad, our registered office was shifted from the State of Karnataka to State of West Bengal. For further details relating to changes in the registered office and name of our Company, see "*History and Certain Corporate Matters*" on page 227.

Registered Office: 17, Park Street, Kolkata – 700 016, West Bengal, India;
Corporate Office: The Park Hotels, N-80, Connaught Place, New Delhi – 110 001, India;
Telephone number: +91 33 2249 9000; **Contact person**: Shalini Keshan, Company Secretary and Compliance Officer
E-mail: investorrelations@asphl.in; **Website**: www.theparkhotels.com
Corporate Identity Number: U85110WB1987PLC222139

OUR PROMOTERS: KARAN PAUL, PRIYA PAUL, APEEJAY SURRENDRA TRUST AND GREAT EASTERN STORES PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF APEEJAY SURRENDRA PARK HOTELS LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) AGGREGATING UP TO ₹ 10,500.00 MILLION (THE "OFFER"), COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 6,500.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 4,000.00 MILLION, COMPRISING UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 800.00 MILLION BY APEEJAY SURRENDRA TRUST(THE "PROMOTER SELLING SHAREHOLDER), UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 2,960.00 MILLION BY APEEJAY PRIVATE LIMITED (THE "PROMOTER GROUP SELLING SHAREHOLDER"), UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 230.00 MILLION BY RECP IV PARK HOTEL INVESTORS LTD AND UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 10.00 MILLION BY RECP IV PARK HOTEL CO-INVESTORS LTD (TOGETHER REFERRED TO AS THE "INVESTOR SELLING SHAREHOLDERS" AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS AND PROMOTER GROUP SELLING SHAREHOLDER, REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES") ("OFFER FOR SALE").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY, IN CONSULTATION WITH THE SELLING SHAREHOLDERS AND BOOK RUNNING LEAD MANAGERS ("BRLMS"), OFFER A DISCOUNT OF UP TO [●]%(EQUIVALENT TO ₹[●] PER EQUITY SHARE) OF THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER ISSUE OF SPECIFIED SECURITIES AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AGGREGATING UP TO ₹ 1,300.00 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC (THE "PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DETERMINED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE "SCRR"). THE PRE-IPO PLACEMENT SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 1. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE OFFER PRICE, PRICE BAND, EMPLOYEE DISCOUNT (IF ANY) AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE SELLING SHAREHOLDERS AND THE BOOK RUNNING LEAD MANAGERS (THE "BRLMS") AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED BENGALI NEWSPAPER, BENGALI BEING THE REGIONAL LANGUAGE OF KOLKATA, WEST BENGAL, WHERE OUR REGISTERED OFFICE IS SITUATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Selling Shareholders and the BRLMs may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release, and also by indicating the change on the websites of the BRLMs, and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations and through the Book Building Process wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"). Our Company may, in consultation with the Selling Shareholders and the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which at least one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, up to [●] Equity Shares aggregating to ₹ [●] million will be available for allocation to Eligible Employees, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders such that: (a) one-third of the portion available to Non-Institutional Bidders, shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1 million and (b) two-thirds of the portion available to Non-Institutional Bidders, shall be reserved for applicants with an application size of more than ₹1 million, provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders), pursuant to which their corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Bank(s) as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 420.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 1 each. The Floor Price, Cap Price and Offer Price, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 28.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms that the statements made specifically by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder assumes no responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company or the other Selling Shareholder in this Draft Red Herring Prospectus.

LISTING

The Equity Shares, once offered though the Red Herring Prospectus, are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to the letters dated [●] and [●], respectively. For the purposes of the Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "***Material Contracts and Material Documents for Inspection***" on page 467.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
JM FINANCIAL	AXIS CAPITAL	ICICI Securities	LINKIntime
JM Financial Limited 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai – 400 025 Maharashtra, India **Telephone number**: +91 22 6630 3030 **E-mail**: park.ipo@jmfl.com **Website**: www.jmfl.com **Investor grievance e-mail**: grievance.ibd@jmfl.com **Contact person**: Prachee Dhuri **SEBI registration number**: INM000010361	**Axis Capital Limited** 1st Floor, C-2, Axis House Wadia International Centre Pandurang Budhkar Marg, Worli Mumbai – 400 025 Maharashtra, India **Telephone number:** +91 22 4325 2183 **E-mail:** parkhotels.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor grievance e-mail:** complaints@axiscap.in **Contact person:** Akash Aggarwal / Sagar Jatakiya **SEBI registration number:** INM000012029	**ICICI Securities Limited** ICICI Venture House, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025, Maharashtra, India **Telephone number**: +91 22 6807 7100 **E-mail**: parkhotelsipo@icicisecurities.com **Website**: www.icicisecurities.com **Investor grievance e-mail**: customercare@icicisecurities.com **Contact person**: Gaurav Mittal/ Ashik Joisar **SEBI registration number**: INM000011179	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra , India **Telephone number**: +91 810 811 4949 **E-mail**: parkhotels.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Investor grievance e-mail**: parkhotels.ipo@linkintime.co.in **Contact person**: Shanti Gopalkrishnan **SEBI registration number**: INR000004058

BID/OFFER PERIOD			
BID/OFFER OPENS ON	[●]*	**BID/OFFER CLOSES ON**	[●]**#

** Our Company, in consultation with the Selling Shareholders and the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company, in consultation with the Selling Shareholders and the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

 # The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulation, rule, guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have the same meaning (to the extent applicable) as assigned to such terms under the Companies Act, SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, terms in "Description of Equity Shares and Terms of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Our Business", "Risk Factors", "Key Regulations and Policies", "Summary of Financial Information", "Other Financial Information", "Outstanding Litigation and Material Developments", "Government and Other Approvals" and "Offer Procedure", will have the meaning ascribed to such terms in respective sections.

General Terms

Term	Description
"our Company", "the Company" or "the Issuer"	Apeejay Surrendra Park Hotels Limited (formerly known as Budget Hotels Limited), a company incorporated under the Companies Act, 1956 and having its registered office at 17, Park Street, Kolkata – 700 016, West Bengal, India
"we", "us" or "our"	Unless the context otherwise indicates or implies our Company together with its Subsidiaries, on a consolidated basis. Please note that for any discussion for the periods relating to Fiscals 2023, 2022 and 2021, the terms "we", "us" or "our" would indicate or imply, our Company together with its Subsidiaries
"Group"	Unless the context otherwise indicates or implies our Company together with its Subsidiaries, on a consolidated basis

Company and Selling Shareholders Related Terms

Term	Description
"Acquisition Agreements"	An acquisition agreement entered between Apeejay Hotels Delhi and the then shareholders of our Company read with another agreement entered between Apeejay Hotels Delhi, our Company, the then shareholders and the then directors of our Company, each dated May 5, 1999
"Amendment Agreement"	Amendment agreement dated August 16, 2023 to the Share Transfer Agreement dated February 1, 2021, entered between Karan Paul, Priya Paul, Apeejay Surrendra Trust, Great Eastern Stores Private Limited, RECP IV Park Hotel Investors Ltd and RECP IV Park Hotel Co-Investors Ltd
"Apeejay Hotels Delhi"	Northern Enterprises Limited was incorporated at Delhi on May 17, 1961, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Delhi and Haryana at Delhi and was subsequently converted to public limited company. The name of Northern Enterprises Limited was changed to Apeejay Surrendra Park Hotels Limited, pursuant to fresh certificate of incorporation issued by Registrar of Companies, Delhi and Haryana at Delhi, dated January 31, 1995. Apeejay Surrendra Park Hotels Limited was subsequently, amalgamated with our Company pursuant to the scheme of amalgamation filed by our Company. For details see "*History and Certain Corporate Matters*" on page 227.
"Apeejay Surrendra Trust"	Apeejay Surrendra Trust, as a private trust pursuant to a trust deed dated December 22, 2004, acting through its Trustees
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended, from time to time

Term	Description
"ASMSL"	Apeejay Surrendra Management Services Private Limited
"Audit Committee"	The audit committee of our Board, as described in "*Our Management – Committees of our Board*" on page 242
"Auditor" or "Statutory Auditors"	The statutory auditors of our Company, being S.R. Batliboi & Co. LLP, Chartered Accountants
"Board" or "Board of Directors"	The board of directors of our Company or a duly constituted committee thereof
"Board of Trustees" or "Trustees"	The board of trustees of Apeejay Surrendra Trust, comprising of Karan Paul, Priya Paul and Debangshu Mukherjee
"Brand Usage and Service Agreement"	Brand Usage and Service Agreement dated December 23, 2019, between our Company and ASMSL
"Budget Hotels" or "Budget Hotels Limited"	Our Company which was originally incorporated as Budget Hotels Private Limited on November 27, 1987
"Business Transfer Agreement"	Business transfer agreement dated December 19, 2019, between our Company and Flury's Swiss Confectionery
"Chairperson and Executive Director"	The chairperson and executive director of our Company, being Priya Paul. For details, see "*Our Management*" on page 236
"Chief Financial Officer"	The Chief Financial Officer of our Company, Atul Khosla. For details, see "*Our Management*" on page 250
"Corporate Office"	The corporate office of our Company situated at The Park Hotels, N-80, Connaught Place, New Delhi – 110 001, India
"Company Secretary and Compliance Officer"	Company Secretary and Compliance Officer of our Company, Shalini Keshan. For details, see "*General Information*" on page 84
"CSR Committee" or "Corporate Social Responsibility Committee"	The corporate social responsibility committee of our Board, constituted in accordance with the Companies Act and as described in "*Our Management – Committees of our Board*" on page 242
"Director(s)"	Director(s) on the Board of our Company
"Equity Shares"	Equity shares of our Company of face value of ₹ 1 each
"ESOP Scheme"	Apeejay Surrendra Park Hotels Limited - Employees Stock Option Plan 2023
"Executive Director(s)"	Executive director(s) of our Company
"Flury's Swiss Confectionery"	Flury's Swiss Confectionery Private Limited
"Gemini Hotels"	Gemini Hotels and Holdings Limited, which was a wholly owned subsidiary of Apeejay Hotels Delhi incorporated under Companies Act, 1956. Gemini Hotels was amalgamated with our Company pursuant to a scheme of amalgamation. For details, see "*Capital Structure*" on page 92
"Great Eastern Stores"	Great Eastern Stores Private Limited
"Group Companies"	Group companies identified in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations and the Materiality Policy. For details, see "*Group Companies*" on page 259
"Independent Director"	Independent directors on our Board, and eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management*" on page 237
"Investor Selling Shareholder(s)" or "Investors"	RECP IV Park Hotel Investors Ltd and RECP IV Park Hotel Co-Investors Ltd
"IPO Committee"	The IPO committee of our Board comprising Karan Paul, Priya Paul, and Vijay Dewan to *inter-alia*, approve and decide matters in connection with the Offer
"KMP" or "Key Managerial Personnel"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "*Our Management*" on page 250
"Managing Director"	The managing director of our Company, Vijay Dewan. For details, see "*Our Management*" on page 236
"Materiality Policy"	The policy adopted by our Board on August 18, 2023, for identification of material: (a) outstanding litigation proceedings; (b) Group Companies; and (c) outstanding dues to creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board, as described in "*Our Management – Committees of our Board*" on page 242
"Non-Executive Director(s)"	A Director not being an Executive Director
"Original Share Transfer Agreement"	Original share transfer agreement dated December 26, 2019 entered between the Karan Paul, Priya Paul, Apeejay Surrendra Trust, Flury's Swiss Confectionery Private Limited, RECP IV Park Hotel Investors Ltd and RECP IV Park Hotel Co-

Term	Description
	Investors Ltd, which is superseded by Share Transfer Agreement (as defined hereinafter)
"Owned hotels"	Owned hotels of our Company mean THE PARK Bangalore, THE PARK Kolkata, THE PARK Visakhapatnam, THE PARK New Delhi, THE PARK Chennai, THE PARK Navi Mumbai, THE PARK Hyderabad
"Promoter Group"	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoters and Promoter Group*" on page 256
"Promoter(s)"	The promoters of our Company, as identified in accordance with Regulation 2(1)(oo) of the SEBI ICDR Regulations and Section 2(69) of the Companies Act, namely Karan Paul, Priya Paul, Apeejay Surrendra Trust and Great Eastern Stores Private Limited. For details, see "*Our Promoters and Promoter Group*" on page 253
"Promoter Selling Shareholder"	Apeejay Surrendra Trust
"Promoter Group Selling Shareholder"	Apeejay Private Limited
"Registered Office"	The registered office of our Company, situated at 17, Park Street, Kolkata – 700 016, West Bengal, India
"Registrar of Companies" or "RoC"	Registrar of Companies, West Bengal at Kolkata
"Restated Consolidated Summary Statements"	Our restated consolidated summary statements of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, and restated consolidated summary statements of profit and loss (including other comprehensive income), restated consolidated summary statements of changes in equity and restated consolidated summary statements of cash flows for each of the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the summary statement of significant accounting policies, and other explanatory information, derived from the audited consolidated financial statements for year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI
"Scheme"	The scheme of amalgamation of the Apeejay Hotels Delhi, and Gemini Hotels and Holdings Limited (a wholly owned subsidiary of Apeejay Hotels Delhi) with our Company
"Selling Shareholders"	Collectively, the Promoter Selling Shareholders, Promoter Group Selling Shareholder and the Investor Selling Shareholders
"Senior Management" or "Senior Management Personnel"	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as disclosed in "*Our Management – Key Managerial Personnel and Senior Management*" on page 250.
"Shareholder(s)"	Equity shareholders of our Company, from time to time
"Share Transfer Agreement"	Share transfer agreement dated February 1, 2021 entered into between Karan Paul, Priya Paul, Apeejay Surrendra Trust, Flury's Swiss Confectionery Private Limited, RECP IV Park Hotel Investors Ltd and RECP IV Park Hotel Co-Investors Ltd, read with the extension letter dated February 17, 2021 and the Amendment Agreement
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board as described in "*Our Management – Committees of our Board*" on page 246
"Subsidiary(ies)"	Subsidiaries of our Company, namely Apeejay Charter Private Limited, Apeejay Hotels & Restaurants Private Limited and Apeejay North-West Hotels Private Limited

Offer Related Terms

Term	Description
"Acknowledgement Slip"	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allotment" or "Allot" or "Allotted"	The allotment or transfer, as the case may be, of Equity Shares pursuant to the Offer to the successful Bidders
"Allotment Advice"	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted

Term	Description
"Anchor Investor"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100 million
"Anchor Investor Allocation Price"	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Selling Shareholders and the BRLMs during the Anchor Investor Bidding Date
"Anchor Investor Application Form"	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Anchor Investor Bidding Date"	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
"Anchor Investor Bid / Offer Period"	One Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
"Anchor Investor Offer Price"	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the Selling Shareholders and the BRLMs
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the Selling Shareholders and the BRLMs, to Anchor Investors on a discretionary basis, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
"Application Supported by Blocked Amount" or "ASBA"	An application (whether physical or electronic) by an ASBA Bidder to make a Bid and authorize the relevant SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism, where the Bid Amount will be blocked by the SCSB upon acceptance of UPI Mandate Request by UPI Bidders.
"ASBA Account"	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding
"ASBA Bidders"	All Bidders except Anchor Investors
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Banker(s) to the Offer"	Collectively Escrow Collection Bank(s), Refund Bank(s), Public Offer Bank(s) and Sponsor Bank(s)
"Basis of Allotment"	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer as decided by our Company in consultation with the Selling Shareholders and the BRLMs and the Designated Stock Exchange and as described in "*Offer Procedure*" on page 438
"Bid"	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
"Bid Amount"	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer which was net of the Employee Discount, as applicable. However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut off Price and the Bid amount will be the Cap Price net of Employee Discount, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form
"Bid cum Application Form"	Anchor Investor Application Form or the ASBA Form, as the context requires

Term	Description
"Bid Lot"	[●] Equity Shares
"Bid/Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids being [●], which shall also be published in all editions of [●], all editions of [●] and [●] editions of [●] (which are widely circulated English, Hindi and Bengali newspapers, respectively, Bengali being the regional language of West Bengal, where our Registered Office is located) and in case of any revisions, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating changes on the websites of the BRLMs and at the terminals of the Syndicate members and by intimation to Designated Intermediaries and the Sponsor Bank(s). and shall also be notified in an advertisement in the same newspaper in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations. Our Company in consultation with the Selling Shareholders and the BRLMs, may consider closing the Offer Period for QIBs one Working Day prior to the Offer Closing Date in accordance with the SEBI ICDR Regulations
"Bid/Offer Opening Date"	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer being [●], which shall also be published in all editions of [●], all editions of [●] and [●] editions of [●] (which are widely circulated English, Hindi and Bengali newspapers, respectively, Bengali also being the regional language of Kolkata, West Bengal, where our Registered Office is located)
"Bid/Offer Period"	Except in relation to Bids received from the Anchor Investors, the period between from and including the Bid/Offer Opening Date to and including the Bid/Offer Closing Date, inclusive of both days during which prospective ASBA Bidders (except Anchor Investors) can submit their Bids, including any revisions thereto, in accordance with the SEBI ICDR Regulations. Provided that during such period the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company in consultation with the Selling Shareholders and the BRLMs, may consider closing the Bid/Offer Period for the QIB Category one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and, unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
"Book Building Process"	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"BRLM(s)" or "Book Running Lead Managers"	The book running lead managers to the Offer, being JM Financial Limited, Axis Capital Limited and ICICI Securities Limited
"Broker Centres"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that Retail Individual Investors may only submit ASBA Forms to a Registered Broker, at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
"Cap Price"	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price
"Cash Escrow and Sponsor Bank Agreement"	Agreement to be entered into by and amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), to the Public Offer for, inter-alia Account Bank(s), the Refund Bank(s) and Sponsor Bank(s) in accordance with the UPI Circulars, for, among other

Term	Description
	things, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors on the terms and conditions thereof
"Client ID"	Client identification number maintained with one of the Depositories in relation to the demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 as per the list available on the respective websites of Stock Exchanges, as updated from time to time
"Cut off Price"	The Offer Price, finalised by our Company in consultation with the Selling Shareholders and the BRLMs, which shall be any price within the Price Band Only Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut off Price.
"Demographic Details"	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details, PAN and UPI ID, where applicable
"Designated Branches"	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time
"Designated CDP Locations"	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such locations if they are Bidding using the UPI Mechanism. The list along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
"Designated Date"	The date on which the funds from the Escrow Account(s) are transferred to the Public Offer Account(s) or the Refund Account(s), as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and /or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
"Designated Intermediaries"	In relation to ASBA Forms submitted by RIBs, Non-Institutional Bidders Bidding with an application size of up to ₹ 500,000 (not using the UPI Mechanism) and the Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
"Designated SCSBs"	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
"Designated RTA Locations"	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"Designated Stock Exchange"	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated August 19, 2023, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the

Term	Description
	Offer, including the price at which the Equity Shares will be Allotted and the size of the Offer including any addenda or corrigenda thereto
"Eligible Employees"	A permanent employee of our Company or of any of our Promoters or Subsidiaries, working in India or outside India, and our Directors, whether whole-time or not, as of the date of the filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company, or any of our Promoters or Subsidiaries or be our Director(s), as the case may be until the submission of the Bid cum Application Form but shall not include (i) our Promoters, (ii) a person belonging to our Promoter Group; (iii) Director(s) who either himself/herself or through their relatives or through any body corporate, directly or indirectly, holds more than 10% of the Equity Shares issued by our Company; and (iv) such persons who are not eligible to invest in the Offer under applicable laws. The maximum Bid Amount under the Employees Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of Employee Discount). The initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount).
"Eligible FPIs"	FPIs that are eligible to participate in this Offer in terms of applicable laws and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares.
"Eligible NRIs"	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA form and the Red Herring Prospectus will constitute an invitation to subscribe or purchase the Equity Shares offered thereby
"Employee Discount"	Discount of up to [●]% to the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion, as may be decided by our Company in consultation with the Selling Shareholders and the BRLMs to Eligible Employees and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
"Employee Reservation Portion"	The portion of the Offer, being up to [●] Equity Shares (comprising up to [●]% of our post-Offer paid up Equity Share capital) at the Offer Price aggregating up to ₹ [●], available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital
"Escrow Account(s)"	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
"Escrow Agent" or "Share Escrow Agent"	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
"Escrow Collection Bank(s)"	Bank(s), which are clearing member(s) and are registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
"Floor Price"	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of the Equity Shares, i.e. ₹ [●], at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids, will be accepted
"Fraudulent Borrower"	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"Fresh Issue"	Fresh issue of up to [●] Equity Shares by our Company aggregating up to ₹ 6,500 million to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law,

Term	Description
	aggregating up to ₹ 1,300.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to Offer being in compliance with rule 19(2)(b) of the SCRR, as amended
"General Information Document" or "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars issued by SEBI, suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs.
"Gross Proceeds"	The Offer proceeds from the Fresh Issue
"Monitoring Agency"	[●]
"Monitoring Agency Agreement"	Agreement to be entered into between our Company and the Monitoring Agency in relation to monitoring of the Net Proceeds
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"Mutual Fund Portion"	Up to 5% of the Net QIB Portion or [●] Equity Shares which shall be (other than Anchor Investor Portion) available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
"Net Offer"	The Offer less the Employee Reservation Portion.
"Net QIB Portion"	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Net Proceeds"	The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue
"Non-Institutional Bidder(s)" or "Non-Institutional Investor(s)" or "NIBs" or "NIIs"	All Bidders, that are not QIBs or Eligible Employees Bidding in the Employee Reservation Portion and Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
"Non-Institutional Portion"	The portion of the Offer being not more than 15% of the Net Offer consisting of [•] Equity Shares which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price out of which i) one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of, subject to valid Bids being received at or above the Offer Price
"Non-Resident"	A person resident outside India, as defined under FEMA and includes NRIs, FVCIs and FPIs
"Offer"	The initial public offer of up to [●] Equity Shares of face value of ₹ 1 each for cash at a price of ₹ [●] each, aggregating up to ₹ 10,500.00 million comprising the Fresh Issue, the Offer for Sale, and the Employee Reservation portion. The offer includes a reservation of up to [●] Equity Shares (constituting up to [●]% of the post-offer paid-up Equity Share capital of our Company) aggregating up to ₹ [●]million, for subscription by Eligible Employees at a discount of up to [●]% (equivalent to ₹ [●]) on the Offer Price. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with rule 19(2)(b) of the SCRR, as amended
"Offer Agreement"	The agreement dated August 19, 2023 amongst our Company, the Selling Shareholders and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
"Offer Document(s)"	Collectively, the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus of the Company or any other documents in connection with the Offer, including all supplements, corrections, amendments and corrigenda thereto
"Offer Price"	The final price at which Equity Shares will be Allotted to successful Bidders, in terms of the Red Herring Prospectus and the Prospectus other than Anchor

Term	Description
	Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. Allotment to Eligible Employees Bidding under the Employee Reservation Portion shall be at the Offer Price net of Employee Discount, if any. The Offer Price will be decided by our Company in consultation with the Selling Shareholders and the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus
"Offer Proceeds"	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 108.
"Offered Shares"	Collectively, up to [●] Equity Shares aggregating up to ₹ 4,000.00 million by the Selling Shareholders
"OFS" or "Offer for Sale"	The offer for sale of up to [●] Equity Shares aggregating up to ₹ 800.00 million by Apeejay Surrendra Trust, up to [●] Equity Shares aggregating up to ₹ 2,960.00 million by Apeejay Private Limited, up to [●] Equity Shares aggregating up to ₹ 230.00 million by RECP IV Park Hotel Investors Ltd and up to [●] Equity Shares aggregating up to 10.00 million by RECP IV Park Hotel Co-Investors Ltd
"Pre-IPO Placement"	Our Company, in consultation with the BRLMs, may consider a further issue of specified securities, through a private placement, preferential offer or any other method as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with rule 19(2)(b) of the SCRR, as amended
"Price Band"	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the Selling Shareholders and the BRLMs and will be advertised in all editions of [●], all editions of [●] and [●] editions of [●] (which are widely circulated English, Hindi and Bengali newspapers, respectively, Bengali also being the regional language of Kolkata, West Bengal, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be available with the Stock Exchanges for the purpose of uploading on their respective websites.
"Pricing Date"	The date on which our Company in consultation with the Selling Shareholders and the BRLMs, will finalise the Offer Price
"Prospectus"	The prospectus to be filed with the Registrar of Companies in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, *inter-alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
"Public Offer Account"	The 'no lien' and 'non-interest bearing' bank account to be opened with the Public Offer Account Bank(s), in accordance with Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
"Public Offer Account Bank(s)"	The bank with whom the Public Offer Account(s) will be opened for collection of Bid Amounts from the Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
"QIB Category" or "QIB Portion"	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Net Offer consisting of [●] Equity Shares aggregating to ₹ [●] million which shall be Allotted to QIBs (including Anchor Investors)
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidder"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	Red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three

Term	Description
	Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
"Refund Account(s)"	The 'no lien' and 'non-interest bearing' account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
"Refund Bank(s)"	The bank(s) which are clearing members registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
"Registered Broker"	Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids
"Registrar Agreement"	The agreement dated August 19, 2023, entered into by and among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations, in terms of the SEBI RTA Master Circular, as per the list available on the websites of the Stock Exchanges, and the UPI Circulars
"Registrar" or "Registrar to the Offer"	Link Intime India Private Limited
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" "RIBs" or "RIIs"	Individual Bidders submitting Bids, other than Eligible Employees Bidding in the Employee Reservation Portion, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
"Retail Portion"	The portion of the Offer being not more than 10% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders(s) in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
"SCORES"	Securities and Exchange Board of India Complaints Redress System
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	(i) The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
"Share Escrow Agreement"	Agreement to be entered into by and amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by such Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the basis of Allotment.

Term	Description
"Specified Cities" or "Specified Locations"	The Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form.
"Sponsor Bank(s)"	The Banker to the Offer registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders into the UPI Mechanism, in terms of the UPI Circulars, the Sponsor Bank(s) in this case being [●] and [●]
"Stock Exchange(s)"	Collectively, BSE and NSE
"Sub-Syndicate Members"	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
"Syndicate Agreement"	Agreement to be entered into among our Company, the Registrar to the Offer, the Selling Shareholders, BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate
"Syndicate"	Together, the BRLMs and the Syndicate Members
"Syndicate Members"	Intermediaries (other than BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, [●]
"Systematically Important Non-Banking Financial Company" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
"Underwriters"	[●]
"Underwriting Agreement"	The agreement among the Underwriters, our Company and the Selling Shareholders to be entered into prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of the SEBI ICDR Regulations
"UPI Bidders"	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees, under the Employee Reservation Portion, and (iii) Non-Institutional Bidders with an application size of up to ₹0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
"UPI Circulars"	Collectively, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
"UPI ID"	ID created on the UPI for single-window mobile payment system developed by the NPCI.

Term	Description
"UPI Mandate Request"	A request (intimating the Retail Individual Bidder, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the Retail Individual Bidder to such UPI linked mobile application) to the Retail Individual Bidder using the UPI Mechanism initiated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment.
"UPI Mechanism"	The mechanism that may be used by an UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars
"UPI PIN"	Password to authenticate UPI transaction.
"Wilful Defaulters"	A person or Company who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India
"Working Day"	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

Conventional terms and abbreviations

Term	Description
"A.Y." or "AY"	Assessment year
"A/c"	Account
"AGM"	Annual general meeting
"Air Act"	Air (Prevention and Control of Pollution) Act, 1981
"Arbitration Act"	Arbitration and Conciliation Act, 1996,
"AS"	Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Account) Rules, 2014
"Axis"	Axis Capital Limited
"BSE"	BSE Limited
"CAGR"	Compounded Annual Growth Rate
"Calendar Year" or "CY" or "year"	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
"CARO"	Companies (Auditors' Report) Order
"Category I AIF"	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
"Category II AIF"	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
"Category II Foreign Portfolio Investors"	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
"Category III AIF"	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
"CDSL"	Central Depository Services (India) Limited
"CIN"	Corporate identity number
"Companies Act, 1956"	Companies Act, 1956, and the rules, regulations, modifications and clarifications made thereunder, as the context requires
"Companies Act, 2013" or "Companies Act"	Companies Act, 2013 and the rules, regulations, modifications and clarifications thereunder, to the extent notified
"Consolidated FDI Policy" or "FDI Policy"	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
"Competition Act"	Competition Act, 2002
"Consumer Protection Act"	The Consumer Protection Act, 1986
"CPC"	Code of Civil Procedure, 1908
"CrPC"	Code of Criminal Procedure, 1973
"CSR"	Corporate social responsibility
"Depositories Act"	Depositories Act, 1996
"Depository" or "Depositories"	NSDL and CDSL

Term	Description
"DIN"	Director Identification Number
"DP ID"	Depository Participant's identification number
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
"DPIIT"	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
"EGM"	Extraordinary general meeting
"EPF Act"	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
"EPS"	Earnings per share (as calculated in accordance with AS-20)
"ESI Act"	The Employees' State Insurance Act, 1948
"ESOP"	Employee Stock Option Plan
"FDI"	Foreign direct investment
"FEMA"	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
"FEMA Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Finance Act"	Finance Act, 1994
"Financial Year", "Fiscal", "FY" or "F.Y."	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
"FPI(s)"	Foreign Portfolio Investor, as defined under the SEBI FPI Regulations
"FIR"	First Information Report
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"FVCI"	Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations
"GAAR"	General anti-avoidance rules
"GDP"	Gross domestic product
"GIR Number"	General index registration number
"GoI"	Government of India
"GST"	Goods and services tax
"Hazardous Waste Rules"	Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016
"HUF"	Hindu undivided family
"I.T. Act"	The Income Tax Act, 1961
"IBC"	Insolvency and Bankruptcy Code, 2016, as amended
"ICAI"	The Institute of Chartered Accountants of India
"ICDS"	Income Computation and Disclosure Standards
"IFRS"	International Financial Reporting Standards
"Ind AS"	Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read with Ind AS Rules (as defined below)
"Ind AS Rules"	The Companies (Indian Accounting Standard) Rules, 2015, as amended
"India"	Republic of India
"Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
"IPO"	Initial public offer
"ISEC"	ICICI Securities Limited
"IT"	Information technology
"IT Act"	Information Technology Act, 2000
"JM"	JM Financial Limited
"KPIs"	Key Performance Indicators
"MCLR"	Marginal cost lending rate
"MCA"	Ministry of Corporate Affairs, Government of India
"MICR"	Magnetic ink character recognition
"Mn" or "mn"	Million
"Mutual Fund(s)"	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"N.A." or "NA"	Not applicable
"NACH"	National Automated Clearing House
"NAV"	Net asset value
"NEFT"	National electronic fund transfer
"No."	Number
"NPCI"	National Payments Corporation of India
"NRE Account"	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016

Term	Description
"NRI" or "Non-Resident Indian"	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
"NRO Account"	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
"NSDL"	National Securities Depository Limited
"NSE"	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
"P/E"	Price/ Earnings
"P/E Ratio"	Price/earnings ratio
"PAN"	Permanent account number allotted under the I.T. Act
"PCBs"	Pollution Control Boards
"RBI"	Reserve Bank of India
"Regulation S"	Regulation S under the Securities Act
"RoNW" or "Return on Net worth"	Restated profit /(loss) for the year attributable to equity holders of the parent divided by Net worth at the end of the year
"Rs.", "Rupees", "₹" or "INR"	Indian Rupees
"RTGS"	Real time gross settlement
"SCRA"	Securities Contracts (Regulation) Act, 1956
"SCRR"	Securities Contracts (Regulation) Rules, 1957
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act
"SEBI Act"	Securities and Exchange Board of India Act, 1992
"SEBI AIF Regulations"	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
"SEBI FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
"SEBI FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
"SEBI ICDR Master Circular"	SEBI master circular bearing reference number SEBI/HO/CFD/PoD 2/P/CIR/2023/00094, dated June 21, 2023
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
"SEBI Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
"SEBI RTA Master Circular"	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023
"SEBI SBEB Regulations"	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Shares) Regulations, 2021
"SEBI Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
"State Government"	Government of a State of India
"STT"	Securities Transaction Tax
"TAN"	Tax deduction account number
"Trade Marks Act"	Trade Marks Act, 1999
"UPI"	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account
"U.S."	The United States of America
"US GAAP"	Generally Accepted Accounting Principles in the United States of America
"USD/US$"	United States Dollars
"U.S. Securities Act"	United States Securities Act of 1933, as amended
"VAT"	Value added tax
"VCF Regulations"	The *erstwhile* Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
"VCFs"	Venture capital funds as defined in, and registered with SEBI under, the VCF Regulations
"Water Act"	Water (Prevention and Control of Pollution) Act, 1974

Industry related terms

Term	Description
"ADR"	Average daily rate. ADR represents hotel room revenues divided by the total number of room nights sold in a given period
"ANAROCK"	ANAROCK Property Consultants Private Limited
"ANAROCK Report"	*"Market Assessment Study for the Residential Development on EM Bypass, Kolkata, West Bengal, India"* dated July 17, 2023 prepared by ANAROCK
"Average Occupancy"	Average Occupancy is calculated as the total rooms occupied (less number of rooms for complimentary and in-house usage) in a relevant year divided by the total available rooms (less number of rooms which were out of order) in the same relevant year.
"Average Room Revenue" or "ARR"	Average Room Revenue is calculated as total revenue from sale of rooms received for a relevant period divided by the total room occupied.
"CAGR" or "Compounded Annual Growth Rate"	Compound Annual Growth Rate
"CRISIL" or "CRISIL Research" or "CRISIL MI & A"	CRISIL Market Intelligence & Analytics
"CRISIL Research Report"	"*Assessment of the confectionery and café market in India*" dated August 2023 prepared by CRISIL
Net Debt – Equity Ratio	Net Debt / Total Equity
"Debt Service Coverage Ratio"	Debt Service Coverage Ratio is calculated as EBITDA i.e., restated profit/ (loss) for the year before exceptional items and tax + finance costs + depreciation and amortisation expense divided by addition of finance costs and current maturities of long-term debt.
"EBITDA"	Restated profit/ (loss) for the year + finance costs + depreciation and amortisation expense + exceptional loss + total tax expense/(credit).
"EBITDA Margin"	EBITDA / Total Income
"F&B"	Food & Beverage
"GDP"	Gross Domestic Product
"GST"	Goods and Services Tax
"Horwath HTL"	Crowe Horwath HTL Consultants Private Limited
"Horwath HTL Report"	"*Industry Report – Upper Tier and Upper Midscale Hotels*" dated August 18, 2023 prepared by Horwath HTL
"Interest coverage ratio"	Interest coverage ratio is calculated as addition of restated profit/(loss) before exceptional items and tax and finance cost divided by finance cost.
"Inventory"	Inventory is the total number of operational Keys/ rooms in the company's portfolio of hotels for the relevant period.
"Inventory Growth (%)"	Inventory Growth (%) is calculated as a percentage of Inventory of the relevant year minus inventory of the preceding year, divided by Inventory of the preceding year.
"Keys"	Available rooms at a hotel
"LEED"	Leadership in Energy and Environmental Design
"Luxury and upper upscale division"	Luxury and Upper Upscale segment typically comprise top tier hotels in India, and are generally classified as 5 star, deluxe and luxury hotels.
"MICE"	Meetings, Incentives, Conferences and Events
"Midscale segment"	Midscale segment typically are 3 star hotels with distinctly moderate room sizes, quality and pricing, and a lower standard of services; domestic brand midscale hotels often offer more services than select service international branded midscale hotels.
"No. of Hotels"	No of Hotels are the total number of operational hotels of the relevant year
"Net Asset Value per Equity Share"	Net Asset Value per equity share is calculated as Net worth attributable to the owners of the company divided by number of Equity Shares outstanding at the end of the year
"Net debt"	Non-current liabilities – borrowings (including current maturities of long-term borrowings) + Current liabilities – borrowings (excluding current maturities of long-term borrowings) less Cash and cash equivalents
"Net worth"	Net worth means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses as per the Restated Consolidated Summary Statements as on March 31, 2023; March 31, 2022 and March 31, 2021. Net worth represents equity attributable to equity holders of the Parent and does not include amount attributable to non- controlling interests.
"OTA"	Online Travel Agent

Term	Description
“PAR”	Per Available Room
“Restated profit/(loss) for the year Margin”	Restated profit/(loss) for the year / Total income
“Return on Net worth attributable to the owners of the company (%)”	Return on Net worth is calculated as restated profit/(loss) for the year divided by Net worth attributable to the owners of the company.
“RevPAR”	RevPAR is calculated as Average Room Revenue for a relevant period multiplied by Average Occupancy Rate for that period.
"Total Assets"	Non-current assets + Current assets
"Total Equity"	Equity Share Capital + Other Equity – Non-Controlling Interest
"Total Income"	Total Income means addition of revenue from contracts with customers and other income.
“Total Income Growth”	Percentage of Total Income of the relevant year minus Total Income of the preceding year, divided by Total Income of the preceding year.
“Upper midscale segment”	Upper Midscale segment (Up-Mid) comprises full service or select service hotels, typically with lesser public areas and facilities and smaller room sizes, which are more moderately positioned and priced than upscale hotels. In India, these would generally be classified as 4 star and sometimes 3 star hotels.
“Upscale segment”	Upscale segment comprises hotels which are more moderately positioned and priced, generally with smaller room sizes than the top tier hotels. In India, upscale hotels are generally classified as 4 or 5 star hotels (typically carrying entry level 5 star quality).
“QSR”	Quick Service Restaurants

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India. All references to the "Government", "Indian Government", "GOI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context requires otherwise, the financial data included in this Draft Red Herring Prospectus is derived from our Restated Consolidated Summary Statements.

Our restated consolidated summary statements of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, and restated consolidated summary statements of profit and loss (including other comprehensive income), restated consolidated summary statements of changes in equity and restated consolidated summary statements of cash flows for each of the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the summary statement of significant accounting policies, and other explanatory information, derived from the audited consolidated financial statements for year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded-off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Our Company's financial year commences on April 1 and ends on March 31 of the next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 188 and 343 , respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the amounts derived from our Restated Consolidated Summary Statements.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information, prepared under Ind AS, to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition* on page 70. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Non-GAAP Measures

Certain measures including EBITDA, EBITDA Margin, Net worth, Return on Net worth, Net debt, Net Debt-Equity Ratio, Net debt /EBITDA and Net Asset Value per Equity Share ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not standardised terms and, therefore, a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because these are widely used measures to evaluate a company's operating performance. For further details see, "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Other Financial Information*" on pages 343 and 336, respectively.

Currency and Units of Presentation

All references to:

1. "Rupees" or "Rs." Or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India.
2. "US$" or "USD" or "$" are to United States Dollars, the official currency of the United States of America.

Except otherwise specified, our Company has presented all numerical information in this Draft Red Herring Prospectus, in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be, converted into Indian Rupees, at any particular rate, or at all.

The following table sets forth, for the years indicated, information with respect to the exchange rates between the Indian Rupee and the respective foreign currency:

(Amount in ₹)

Currency	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
1 USD	82.22	75.81	73.50

(Source: www.rbi.org.in and www.fbil.org.in)

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Consolidated Summary Statements may not have been converted using any of the above-mentioned exchange rates.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus have been obtained or derived from the reports titled (i) "*Assessment of the confectionery and café market in India*" dated August 2023 prepared by CRISIL ; (ii) "*Industry Report – Upper Tier and Upper Midscale Hotels*" dated August 18, 2023 prepared by Horwath HTL ; and (iii) *"Market Assessment Study for the Residential Development on EM Bypass, Kolkata, West Bengal, India"* dated July 17, 2023 prepared by ANAROCK, which have been prepared exclusively for the purpose of understanding the industry in connection with the Issue and commissioned and paid for by our Company, pursuant to their respective engagement letters. The CRISIL Report, Horwath HTL Report and ANAROCK Report is available on the website of our Company at the following web-link: https://www.theparkhotels.com/corporate-information.html, until the Bid / Issue Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report, Horwath HTL Report and ANAROCK Report and included in this Draft Red Herring Prospectus with respect to any particular year, refers to such information for the relevant calendar year. CRISIL, Horwath HTL and ANAROCK are independent agencies which has no relationship with our Company, our Promoters, any of our Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Managers.

The CRISIL Report is subject to the following disclaimer:

"CRISIL MI&A, a division of CRISIL Limited ("CRISIL") has taken due care and caution in preparing this report ("Report") based on the Information obtained by CRISIL from sources which it considers reliable ("Data"). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Apeejay Surrendra Park Hotels Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" on page 124, includes information relating to our peer group companies and industry averages. Such industry and third-party related information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends.

FORWARD–LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" "seek to", "shall" or other words or phrases of similar import. Similarly, statements whether made by us or any third parties that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Risks associated with the development of our hotel properties and land banks and delays in the constructions of new hotel buildings or expansion of our existing properties;
2. Risks associated with the construction and development of serviced apartments at EM Bypass, of which our Company has no experience;
3. Dependence on our top five owned hotels for a large portion of our revenue (approximately 75% of the Total Income in Fiscal 2023) wherein THE PARK Kolkata contributes 21.75% to the total income in Fiscal 2023;
4. Deriving a significant portion of our room revenue from corporate accounts and from leisure customers, contributing approximately 40% each of the total room revenue in Fiscal 2023. We remain subject to any changes in travellers' preferences due to cost of travel, spending habits and other factors; and
5. Exposure to a variety of risks associated with safety, security, and crisis management including risks associated with natural or man-made threats and accidents.

For further discussion on factors that could cause our actual results to differ from expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 188 and 343, respectively. By their nature, certain market risk related disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Although we believe that the assumptions on which such statements are based are reasonable, we cannot assure investors that the expectation reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Selling Shareholders, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that the investors in India are informed of material developments pertaining to our Company from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. In accordance with the SEBI ICDR Regulations, each of the Selling Shareholders, severally and not jointly, shall ensure that the investors are kept informed, through the Company, of all material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in relation to itself and its respective portion of the Offered Shares in the Red Herring Prospectus until the date of Allotment. Only statements and undertakings which are specifically confirmed or undertaken by each Selling Shareholder to the extent of information pertaining to it and its respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections "Risk Factors", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Management's Discussions and Analysis of Financial Position and Results of Operations", "Restated Consolidated Summary Statements", "Outstanding Litigation and Material Developments" on pages 28, 92, 108, 140, 188, 343, 262 *and* 382, *respectively.*

Summary of Business

We are the 8th largest hotel Company amongst hotel chains with asset ownership in India (*Source: Horwath HTL Report)*. We operate hospitality assets under our own brands, "THE PARK", "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and "Stop by Zone". We have a long-standing expertise of over five decades in the hospitality business of owning and operating hotels. We operate 27 hotels across luxury boutique upscale brands, and upper midscale category. We have established presence in the retail food and beverage industry through our retail brand *'Flurys'*.

Summary of Industry

IMF's World Economic Outlook Report (April 2023) forecasts India's (a) GDP growth at 5.9% for FY24, 6.3% for FY25 and 6.2%, 6.1% and 6% for the next three years; and (b) per capita GDP to grow at 7.8% CAGR between FY23-FY28. The hotel industry would likely benefit from increased individual incomes, which can reasonably be expected to create additional discretionary spending, particularly as supply growth occurs in tier 2 and tier 3 markets. The rapid growth in India's hospitality industry *is expected* at an overall supply CAGR of 7.8% from FY 23-27, across all segments (*Source: Horwath HTL Report*).

Our Promoters

Our Promoters are Karan Paul, Priya Paul, Apeejay Surrendra Trust and Great Eastern Stores Private Limited. For details, see "*Our Promoters and Promoter Group*" on page 253

Offer Size

The following table summarizes the details of the Offer:

Offer(1)(2)^	Up to [●] Equity Shares aggregating up to ₹ 10,500.00 million
of which	
Fresh Issue(1)^	Up to [●] Equity Shares aggregating up to ₹ 6,500.00 million
Offer for Sale(1)(2)	Up to [●] Equity Shares aggregating up to ₹ 4,000.00 million
of which:	
Employee Reservation Portion(3)	Up to [●] Equity Shares aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million

(1) The Offer has been authorized by a resolution of our Board dated August 16, 2023 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated August 16, 2023. Further, our Board has taken on record approval for the Offer for Sale by each Selling Shareholders pursuant to its resolution dated August 18, 2023.

(2) Each Selling Shareholder, severally and not jointly, confirms that the Equity Shares offered in the Offer for Sale, are eligible for the Offer in terms of the SEBI ICDR Regulations. Each Selling Shareholder confirms that it has authorized the sale of its portion of the Offered Shares in the Offer for Sale. For details on authorisation of the Selling Shareholders in relation to their respective portion of the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer – Approvals from the Selling Shareholders" and "The Offer" on pages 398 and 81, respectively. Further, in accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the number of Equity Shares offered for sale by Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully- diluted basis) and (ii) the number of Equity Shares offered for sale by Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully- diluted basis).

(3) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount). The

unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.50 million), shall be added to the Net Offer. For further details, see "Offer Structure" on page 416.

^ *Our Company in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to Offer being in compliance with rule 19(2)(b) of the SCRR, as amended.*

The Offer and Net Offer shall constitute [●]% and [●]% of the post Offer paid up Equity Share capital of our Company, respectively.

For details, see "*The Offer*" and "*Offer Structure*" on pages 81 and 416.

Objects of the Offer

The proposed utilisation of the Net Proceeds is set forth in the table below:

(In ₹ million)

Particulars	Amount^
Repayment/ prepayment, in full or in part of certain outstanding borrowings availed by our Company	5,500
General corporate purposes*	[●]
Net Proceeds	[●]

^ *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to the filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Pre-Offer Shareholding of our Promoters, Promoter Group and Selling Shareholders

As on the date of this Draft Red Herring Prospectus, the pre-offer shareholding of our Promoters, Promoter Group and Selling Shareholders is as follows:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)
(A) Promoters			
1.	Karan Paul	100	Negligible
2.	Priya Paul	Nil	Nil
3.	Apeejay Surrendra Trust (through its trustees)*^	30,002,400	17.18
4.	Great Eastern Stores Private Limited	52,500,000	30.06
Total (A)		**82,502,500**	**47.24**
(B) Promoter Group			
1.	Apeejay Private Limited^	34,497,500	19.75
2.	Apeejay Engineering Private Limited	14,500,000	8.30
3.	Apeejay Agencies Private Limited	14,500,000	8.30
4.	Apeejay House Private Limited	14,500,000	8.30
5.	Apeejay Surrendra Management Services Private Limited	3,999,760	2.29
Total (B)		**81,997,260**	**46.94**
(C) Selling Shareholders			
1.	RECP IV Park Hotel Investors Ltd	9,666,340	5.53
2.	RECP IV Park Hotel Co-Investors Ltd	495,660	0.29
Total (C)		**10,162,000**	**5.82**
Total (A+B+C)		**174,661,760**	**100.00**

**Apeejay Surrendra Trust, (through its trustees, Karan Paul and Priya Paul), directly holds 17.18 % of the issued, subscribed and paid-up equity share capital of our Company. Karan Paul, Priti Paul and Priya Paul are equal beneficiaries of the Trust. Karan Paul is the managing trustee and managing beneficiary of Apeejay Surrendra Trust.*

^ *Also a Selling Shareholder*

For further details, see "*Capital Structure*" on page 92.

Summary Table of Financial Information

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Equity share capital (in ₹ million)	174.66	174.66	174.66
Net worth at the end year (in ₹ million) (1)	5,556.82	5,085.13	5,362.76

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total Income (in ₹ million)	5,244.30	2,678.30	1,902.90
Restated profit/(loss) for the year (in ₹ million)	480.62	(282.02)	(758.84)
Basic EPS (in ₹)(2)	2.75	(1.61)	(4.34)
Diluted EPS (in ₹)(3)	2.75	(1.61)	(4.34)
Net asset value per Equity Share (in ₹)(4)	31.81	29.11	30.70
Current Liabilities - Borrowings (**A**) (in ₹ million)	658.60	1,446.69	1,238.00
Non-current Liabilities - Borrowings (**B**) (in ₹ million)	5,010.20	4,780.10	4,696.40
Total borrowings (**C = A+B**) (in ₹ million)	5,668.80	6,226.79	5,934.40

Notes:

1. *Net worth means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses as per the Restated Consolidated Summary Statements as on March 31, 2023, March 31, 2022 and March 31, 2021. Net worth represents equity attributable to equity holders of the Parent and does not include amount attributable to non- controlling interests.*
2. *Basic EPS (₹) = Restated net profit / (loss) for the year attributable to equity holders of the parent divided by weighted average number of Equity Shares outstanding during the year.*
3. *Diluted EPS (₹) = Restated net profit/ (loss) for the year attributable to equity holders of the parent divided by weighted average number of dilutive Equity Shares outstanding during the year*
4. *Net asset value per Equity Share is calculated as Net worth attributable to the owners of the company divided by number of Equity Shares outstanding at the end of the year. For details see "Other Financial Information" on page 337.*

For details, please see "*Financial Statements*" and "*Other Financial Information*" on pages 262 and 336.

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Qualifications of the Auditors

There are no auditor qualifications which have not been given effect to in the Restated Consolidated Summary Statements.

Summary table of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Promoters and Directors as on the date of this Draft Red Herring Prospectus as per the Materiality Policy, is set out below:

Name of the entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved (₹ in million) *
Company						
By our Company	4	N.A.	N.A.	N.A.	3	72.78
Against our Company	4	34	6	N.A.	1	1,142.59
Subsidiaries						
By our Subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	Nil
Against our Subsidiaries	N.A.	1	N.A.	N.A.	N.A.	0.30
Directors (other than Promoters)						
By our Directors	N.A.	N.A.	N.A.	N.A.	N.A.	Nil
Against our Directors	1	N.A.	N.A.	N.A.	N.A.	Nil
Promoters						
By our Promoters	N.A.	N.A.	N.A.	N.A.	N.A.	Nil
Against our Promoters	1	N.A.	N.A.	N.A.	N.A.	Nil

**To the extent quantifiable.*

As on the date of this Draft Red Herring Prospectus, there are no Group Companies of our Company in terms of the SEBI ICDR Regulations.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 382.

Risk Factors

Specific attention of the Investors is invited to the section "*Risk Factors*" on page 28. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of Contingent Liabilities (to the extent not provided for)

In accordance with Ind AS 37, we had disclosed following contingent liabilities as of March 31, 2023, March 31, 2022 and March 31, 2021 as set out in the table below:

(*₹ in million*)

Nature of contingent liabilities	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Claims against the group not acknowledged as debt	–	–	0.20
Disputed Tax and Duty for which the Group has preferred appeals before appropriate authorities			
- Demand for land tax	143.80	142.89	141.70
- Demand for entertainment tax	8.10	8.06	8.10
- Demand for service tax	43.90	44.20	43.90
- Demand for property Tax	597.00	1,498.32	1,318.90

For details of such contingent liabilities as per Ind AS 37 as at March 31, 2023, March 31, 2022 and March 31, 2021, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations - Contingent Liabilities (to the extent not provided)"* on page 377

Summary of Related Party Transactions

Summary of the related party transactions as per Ind AS 24-Related Party Disclosures, read with the SEBI ICDR Regulations, derived from Restated Consolidated Summary Statements, are as follows:

(*In ₹ million*)

Name of Related Party	Nature of relationship	Nature of transaction	Fiscal 2023	Fiscal 2022	Fiscal 2021
Apeejay Charter Private Limited#	Subsidiary	Hiring charges	0.69	0.10	0.10
Apeejay Hotels and Restaurants Private Limited#	Subsidiary	Loan given	-	-	3.00
		Loan repaid (net)	0.50	22.50	12.00
		Interest income	0.06	1.60	2.90
		Sale of goods	0.34	0.23	0.10
		Reimbursement of expenses	1.04	-	-
Apeejay North-West Hotels Private Limited#	Subsidiary	Loan given	20.40	6.80	-
		Interest income	1.23	0.30	-
Vijay Dewan^	Key management personnel	Short-term employment benefits	42.00	41.86	24.70
		Post-employment benefits	3.30	3.20	3.40
Priya Paul	Key management personnel	Short-term employment benefits	42.12	31.30	11.80
Karan Paul	Key management personnel	Management consultancy service	16.04	15.00	15.00
Atul Khosla^	Key management personnel	Short-term employment benefits	15.00	20.03	7.80
		Post-employment benefits	0.80	0.70	0.70
Shalini Keshan^	Key management personnel	Short-term employment benefits	1.80	1.72	1.30
		Post-employment benefits	0.10	0.12	0.10
Priya Paul	Key management personnel	Sitting Fees	-	-	-
Karan Paul			0.03	-	0.04

Name of Related Party	Nature of relationship	Nature of transaction	Fiscal 2023	Fiscal 2022	Fiscal 2021
					(*In ₹ million*)
Vijay Dewan			-	0.02	-
Suneeta Reddy			0.02	0.01	0.01
Suresh Kumar			0.05	0.01	-
Debanjan Mandal			0.03	0.01	0.02
Ragini Chopra			0.05	0.01	0.03
MSA	Close members of the family of key management personnel	Management Consultancy Service	6.80	5.60	-

 # Eliminated on consolidation and included as per SEBI ICDR Regulations.
^ The post-employment benefits does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the employees together.

For details of the related party transactions, see "*Related Party Transactions*" on page 260.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, directors of our corporate Promoters, members of our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the financing entity, during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by each of our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

Our Promoters and the Selling Shareholders have not acquired any Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Average Cost of Acquisition of Equity Shares for the Promoters and the Selling Shareholders

The average cost of acquisition per Equity Share to our Promoters and the Selling Shareholders as on date of this Draft Red Herring Prospectus, is as follows:

Name of Promoter/Selling Shareholders	Number of Equity Shares held as on the date of the DRHP	Average cost of acquisition (in ₹)*
Promoters		
Karan Paul	100	0.40
Priya Paul	Nil	-
Apeejay Surrendra Trust (through its trustees)^**	30,002,400	0.60
Great Eastern Stores Private Limited	52,500,000	0.08
Selling Shareholders#		
Apeejay Private Limited	34,497,500	0.75
RECP IV Park Hotel Investors Ltd	9,666,340	109.81
RECP IV Park Hotel Co-Investors Ltd	495,660	77.67

** As certified by Raj Har Gopal & Co., Chartered Accountants by their certificate dated August 19, 2023*
^Also a Selling Shareholder.
 # Other than Promoter Selling Shareholders.
***Apeejay Surrendra Trust, (through its trustees, Karan Paul and Priya Paul), directly holds 17.18 % of the issued, subscribed and paid-up equity share capital of our Company. Karan Paul, Priti Paul and Priya Paul are equal beneficiaries of the Trust. Karan Paul is the managing trustee and managing beneficiary of Apeejay Surrendra Trust.*

Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus:

Period	Weighted average cost of acquisition (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition**	Range of acquisition price: lowest price – highest price (in ₹)
Last one year preceding the date	Nil	NA	Nil

of this Draft Red Herring Prospectus			
Last 18 months preceding the date of this Draft Red Herring Prospectus	Nil	NA	Nil
Last three years preceding the date of this Draft Red Herring Prospectus	0.08	NA	Nil to 0.08

** As certified by Raj Har Gopal & Co., Chartered Accountants by their certificate dated August 19, 2023.*
*** To be updated upon finalization of the Price Band.*

Details of pre-Offer Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to Offer being in compliance with rule 19(2)(b) of the SCRR, as amended.

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Split or Consolidation of Equity Shares in last one year

Our Company has not undertaken split or consolidation of its equity shares in the one year preceding the date of this Draft Red Herring Prospectus.

Details of price at which specified securities were acquired by our Promoter, the members of the Promoter Group, the Selling Shareholders, and Shareholders with rights to nominate directors or other rights, in the last three years preceding the date of this Draft Red Herring Prospectus:

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoter, Promoter Group, Selling Shareholders and the other Shareholders having the right to nominate directors or other rights in our Company. The details of the prices at which these acquisitions were undertaken are stated below:

Sr. No.	Date of acquisition	Name of the acquirer	Acquisition price /transfer price per equity share*	Number of shares acquired /transferred
1	February 24, 2021	Apeejay Surrendra Management Services Private Limited	Nil	3,999,760
3	December 22, 2021	Great Eastern Stores Private Limited	0.08	52,500,000

** As certified by Raj Har Gopal & Co., Chartered Accountants by their certificate dated August 19, 2023.*

There are no Shareholders who are entitled to nominate Directors or have any other special rights.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI.

Our Company has not sought any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are not the only ones relevant to us or our Equity Shares but also includes the industry and sector in which we currently operate or propose to operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition, and cash flows. If any of the following risks, or a combination of risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, financial condition and cash flows could be adversely affected, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with "Our Business", "Industry Overview" and "Management's Discussions and Analysis of Financial Condition and Results of Operations" on pages 188, 140 and 343 respectively of this Draft Red Herring Prospectus, as well as the financial, statistical, and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year or Fiscal are to the 12 months ended March 31 of that year. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 20.

Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Summary Statements" on page 262.

Unless the context requires otherwise, the industry-related information contained in this section is derived from reports titled "Industry Report – Upper Tier and Upper Midscale Hotels" dated August 18, 2023 prepared by Horwath HTL, "Assessment of the confectionery and café market in India" dated August 2023, prepared by CRISIL, and "Market Assessment Study for the Residential Development on E M Bypass, Kolkata, West Bengal, India" dated July 17, 2023 prepared by ANAROCK, which has been exclusively commissioned and paid for by our Company in connection with the Offer (collectively the "Industry Reports"). A copy of the Industry Reports will be made available on the website of our Company at https://www.theparkhotels.com/corporate-information.html from the date of filing of the Draft Red Herring Prospectus until the Bid/Offer Closing Date.

Internal Risk Factors

Risk relating to our business

1 **We are exposed to risks associated with the development of our hotel properties and land banks. Any delay in the construction of new hotel buildings or expansion of our existing properties may have an adverse effect on our business, results of operations, financial condition, and cash flows.**

As on the date of this Draft Red Herring Prospectus our hotel development pipeline consists of the expansion of two of our existing owned hotels in Visakhapatnam and Navi Mumbai, and development of our embedded land bank at Pune, aggregating to 380 rooms. Further, as part of our future development plans, we intend to utilise our land bank for construction of a new hotel at Jaipur and utilise our land bank of 3.36 acres to construct a hotel and serviced apartments at Mouza Boinchtala on Eastern Metropolitan Bypass side, Kolkata ("**EM Bypass**"). For details of risk pertaining to development of hotel and serviced apartment at EM Bypass, see "*Risk Factor – Risk relating to our business - We are exposed to risks associated with the construction and development of residential complex at EM Bypass, of which Company has no experience. Delays in the constructions of residential complex by third party developer or inability of developer to construct the residential project as per required specifications may have an adverse effect on our business, results of operations, financial condition, and cash flows*" on page 28. As part of our expansion strategy, we have grown our business geographically with the opening of 8 hotels in the last 3 Financial Years, with addition of total room inventory of 397 rooms. The following table sets forth certain information on our operational hotels under our brands (i) THE PARK and THE PARK Collection; and (ii) Zone by the Park and Zone Connect by The Park, for the years indicated below:

	THE PARK and THE PARK Collection			**Zone by the Park and Zone Connect by The Park**		
Fiscal	**2023**	**2022**	**2021**	**2023**	**2022**	**2021**
Number of hotels (in no.)	11	11	10	14	10	7
Inventory (in no.)	1,265	1,265	1,165	744	600	447

Our expansion strategy was adversely impacted due to the nation-wide lock down and restrictions imposed by state governments and local administrations owing to COVID-19 pandemic. Further, our Company had insufficient cash from operations in fiscals 2019 and 2020, as a result of the COVID-19 pandemic, which also had a negative impact on the implementation of our expansion strategy during the COVID-19 pandemic. There can be no assurance that we will succeed in implementing our expansion strategy to become more accessible to our targeted customers. If we are not successful in implementing our expansion strategy effectively, we may be unable to expand our operations and increase our revenues and profits, and this may have a material adverse effect on our business, results of operations, reputation, cash flows and financial condition. See "*Our Business — Overview*" and *"Our Business — Strategy"* on pages 188 and 202.

The development and construction of hotel properties, serviced apartments and other real estate projects are subject to inherent development risks, including:

- the identification of, conducting diligence on and ascertaining title rights associated with suitable strategically located properties and the acquisition of such properties on favourable terms, and maintaining good and marketable title in our properties, free and clear of any unauthorised or illegal encumbrance.

- competition from other real estate owner and developers, which may increase the purchase price of a desired property;

- insufficient cash from operations, or an inability to obtain the necessary debt or equity financing on satisfactory terms, to consummate an acquisition or a development project;

- availability, terms and conditions associated with and timely receipt of zoning and other regulatory approvals, denial of which could delay or prevent placing a hotel into operation and if granted, may be subject to onerous conditions requiring us to alter the design or operational parameters of the hotel;

- changes in laws and regulations, or in the interpretation and enforcement of laws and regulations applicable to real estate development or construction projects; the cost and timely completion of construction (including unanticipated risks beyond our control, such as weather conditions or labour suspension, shortages of materials or labour and construction cost overruns);

- our dependency on the third parties such as building contractors, interior contractors, designers and supplier for construction material, whom we contract to construct our hotels or commercial projects, including their ability to meet construction timing, quality, raw material and budget expectations;

- design or construction defects that could result in additional costs associated with repair, delay or the closing of part or all of a property during such repair period;

For example, THE PARK Hyderabad was delayed for approximately one year from the estimated date of completion in the year 2009, due to delay in the import of façade and bridge. Such challenges could prevent completion of development or redevelopment projects once undertaken, resulting in capital expenditure incurred and investments which may make the project less profitable than originally estimated, or not profitable at all, and therefore have an adverse effect on our business, results of operations, financial condition and cash flows.

2 **We are exposed to risks associated with the construction and development of serviced apartments at EM Bypass, of which the Company has no experience. Delays in the constructions of serviced apartments by third party developers or inability of developers to construct the residential project as**

per required specifications may have an adverse effect on our business, results of operations, financial condition, and cash flows.

As part of our future development plans, we intend to utilise our land bank of 3.36 acres to construct a hotel and serviced apartments at EM Bypass. Pursuant to lease deed dated May 6, 2009 entered between our Company and the Kolkata Municipal Corporation, our Company has obtained leasehold rights on EM Bypass land for a period of 99 years. The Company has entered into a binding term sheet with Ambuja Housing and Urban Infrastructure Company Limited ("**Developer**"), setting out broad terms for construction and development of the serviced apartments and hotel at EM Bypass ("**EM Term Sheet**"). Pursuant to the EM Term Sheet, the Developer at its own cost and expense will construct and market the serviced apartments, and revenue received from assignment or sublease of serviced apartments will be distributed amongst Developer and Company at a predetermined ratio. Further, the Company will develop the proposed hotel at EM Bypass on project management consultancy model, entrusting the Developer with responsibility of completing the structure and cladding of the hotel at EM Bypass. The Company and Developer will execute a joint development agreement, power of attorney and a contractual arrangement for development of serviced apartments and hotel at EM Bypass, and has only entered EM Term Sheet as on the date of this Draft Red Herring Prospectus. The Company does not have any experience of construction of serviced apartments or residential complex and is relying on the Developer for construction, development, completion, and monetisation of the serviced apartments. Our Company may not be able to assess and mitigate risks associated with construction, development, and completion of the serviced apartments and any such risk, if formalised, may cause an adverse effect on our business, operations, and financial position. Further, ability of the Company or Developer to dispose of serviced apartment or residential complex on advantageous terms depends on factors beyond our control, including competition from other sellers, demand from potential buyers and the availability of attractive financing for potential buyers. We cannot predict the various market conditions affecting real estate assets that may exist at any particular time in the future. Due to the uncertainty of market conditions that may affect the future disposition of our real estate assets, we cannot assure you that we will be able to sell our real estate assets at a profit in the future, if required.

In terms of the EM Term Sheet, the Developer is responsible for obtaining all necessary permissions and sanctions required for commencement of construction of serviced apartments. The Developer engaged may not be able to obtain necessary approvals and consents, including, without limitation, planning permissions and/ or regulatory permits, required in order to commence or complete construction and development or expansion of the project. Further, the Developer may not be able to develop, construct or complete the project as per the required specifications and standards, or monetize the serviced apartments in a profitable manner, which may have an adverse impact on our business, operations, financial condition, and our expansion plans. Further, the development of hotel is dependent on construction, development and monetisation of serviced apartments, and the construction of hotel will commence upon accumulation of pre-determined amount with the Company on account of revenue share from serviced apartments. Any failure on account of the Developer to develop, construct or market serviced apartments will result in delay in our expansion plans of EM Bypass hotel leading to adverse impact on our business and operations. Additionally, the development and construction of real estate projects including proposed construction of hotel by our Company at EM Bypass are subject to inherent development risks. For details, see "*Risk Factors – Risk relating to our business - We are exposed to risks associated with the development of our hotel properties and land banks. Any delay in the construction of new hotel buildings or expansion of our existing properties may have an adverse effect on our business, results of operations, financial condition, and cash flows.*" on page 28.

3 A large portion of our revenue (approximately 75% of the Total Income in Fiscal 2023) is realised from our top five owned hotels with THE PARK Kolkata contributing 21.75% to the total income in Fiscal 2023. Any adverse development affecting these hotels or the regions in which they operate, may adversely affect our business, results of operations, cash flows and financial condition.

During the years ended March 31, 2023, March 31, 2022, and March 31, 2021, we derived 74.99%, 71.14%, and 72.70% of our consolidated total income from five of our owned hotels. The table below sets forth our hotel-wise revenue contribution for aforementioned five hotels, for the years indicated:

Top five hotels (Owned)	Year ended March 31,					
	2023		2022		2021	
	Total Income (in ₹ million)	As a % of Total Income	Total Income (in ₹ million)	As a % of Total Income	Total Income (in ₹ million)	As a % of Total Income
THE Park Kolkata	1,140.55	21.75%	499.90	18.66%	452.43	23.78%
THE Park New Delhi	889.25	16.96%	436.12	16.28%	293.17	15.41%
THE Park Hyderabad	726.62	13.86%	379.60	14.17%	273.61	14.38%
THE Park Chennai	771.32	14.71%	391.54	14.62%	225.89	11.87%
THE Park Bangalore*	404.54	7.71%	198.35	7.41%	138.24	7.26%
Total contribution from top 5 hotels	**3,932.28**	**74.99%**	**1,905.51**	**71.14%**	**1,383.34**	**72.70%**

** THE PARK Bangalore is located at 14/7, THE PARK, M.G. Road, Bangalore, Karnataka and is operated on leased land, which pursuant to a long-term lease dated August 10, 2023 executed amongst Karan Paul, Priya Paul, Apeejay Surrendra Land Private Limited, Apeejay Holdings Private Limited (collectively, "**Lessors**") and our Company ("**Lessee**"), is renewed for a period of 30 years ("**Lease Deed**"). Term of Lease Deed is subject to further renewal of another 30 years, at the option of Lessee. For our business and operations, THE PARK, Bangalore is considered as the owned hotel.*

For details on operational information on our aforementioned key operational hotels *inter-alia*, occupancy, RevPAR, average room revenue, and no. of operating rooms for last three Fiscals, please see "*Our Business - Owned hotels of THE PARK*" on page 191.

Any decrease in our revenues from these hotels, including due to increased competition and supply or reduction in demand in the regions in which these hotels operate, may have an adverse effect on our business, results of operation, cash flows, and financial condition.

While apart from the adverse impact of COVID -19 pandemic, we have not experienced any significant disruptions, including due to social, political, or economic factors or natural calamities or civil disruptions, in any of these properties in past three Financial Years, however, any such occurrences in the future may adversely affect our business and operations. For details in relation to the impact of COVID-19, see "*Risk Factors - The COVID-19 pandemic or any future pandemic or widespread public health emergency, could affect our business, financial condition, cash flows and results of operations*". We cannot assure you that we will be able to reduce our reliance on these few hotels and hotels located in these regions in the future, and any adverse impact on such hotels will result in an adverse effect on our business, results of operations, cash flows and financial condition.

4 **Our business is subject to seasonal and cyclical variations that could result in fluctuations in our results of operations and cash flows.**

The hotel and hospitality industry in India is subject to seasonal variations. The periods during which our hotel properties experience higher revenues vary from property to property, depending principally upon location and the guests served. Seasonality, particularly in terms of summer and winter variations, can be expected to cause quarterly fluctuations in our revenue, profit margins and net earnings, and such variations are more apparent in the leisure locations *inter-alia*, Goa, Jaipur, Visakhapatnam, Kolkata, Srinagar, Jodhpur etc. . Foreign tourist travels, amongst other factors, also have an impact on demand for hotels, performance of the hotel sector and future development of the industry. The winter months are preferred for travel into India, particularly for discretionary travel (*Source: Horwath HTL Report*). Set out below are operational metrics *i.e.*, Average Occupancy rate, RevPAR, Average Room Rent during Fiscal 2023, indicating impact of seasonality in the hospitality sector. Our revenue is usually higher in second half of financial year as compared to first half of the financial year. Higher rate paying leisure travel predominates in winter (*Source: Horwath HTL Report*). Further, the timing of opening of newly constructed hotels and the timing of any hotel acquisitions or dispositions may also cause a variation of revenue and earnings. Further, the hospitality industry is subject to weekly variations as well. Business travel predominates on weekdays and business hotels are more reliant on leisure and other demand on weekends. . (*Source: Horwath HTL Report*)

Further, the hospitality industry is cyclical, and demand generally follows key macroeconomic indicators. The combination of changes in economic conditions which affects the demand of the hotel rooms in a location and the supply of hotel rooms at any given period of time, including periods of excess supply, can result in significant volatility in our results. The retail food and beverage industry are also subject to seasonal fluctuations as a result of increased demand during weekends and festive seasons. Following table sets out contribution from sale of food, and beverage, together with sale of wine, and liquor for the years ended

March 31, 2023, 2022 and 2021, respectively.

	Year ended March 31,					
	2023		2022		2021	
	Amount (in ₹ million)	As a % of Total Income	Amount (in ₹ million)	As a % of Total Income	Amount (in ₹ million)	As a % of Total Income
Sale of food, and beverage, together with sale of wine, and liquor	₹ 2,280.26	43.48%	₹ 1,126.50	42.06%	₹ 797.90	41.93%

Following table sets out certain operational information depicting the typical seasonal fluctuation in hospitality industry, which for the period indicated below, depicts better performance in second half of financial year as compared to first half:

	Quarter ended*			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
RevPAR (in ₹)	6,769.63	6,132.02	5,346.05	5,142.03
Average Room Rent (in ₹)	7,295.15	6,782.37	5,825.16	5,636.98

**Owing to adverse impact of COVID -19 pandemic, aforesaid operational metrics for Fiscals 2021, and 2022 may not be comparable to depict trend of seasonality and accordingly operational metrics for Fiscal 2023 has been disclosed.*

As a result of such seasonal and cyclical fluctuations, and in the supply of hotel rooms, including periods of excess supply, our room rates, sales and results of operations of a given period of the financial year may not be reliable indicators of the sales or results of operations of the remaining period of the financial year or of our future performance and our past financial results may not be indicators of the sales or results of operations of our future performance.

5 **We derive a significant portion of our room revenue from corporate accounts and from leisure customers, contributing approximately 40% each of the total room revenue in Fiscal 2023. Changes in travellers' preferences due to increased use of telepresence equipment, cost of travel, spending habits, and other factors may adversely affect the demand for hotel rooms leading to adverse effect on our business, results of operations, financial condition, and cash flows.**

We derive a significant portion of our revenue from large corporate key accounts and from leisure customers. The following table sets forth room revenue derived by our owned hotels from the following customers for the years indicated below:

(in ₹ million, except percentages)

	Year ended March 31,					
	2023		2022		2021	
Particulars	Room revenue	As a % of Total Room Revenue (owned hotels)	Room revenue	As a % of Total Room Revenue (owned hotels)	Room revenue	As a % of Total Room Revenue (owned hotels)
Corporate accounts	930.61	40.46%	328.79	26.98%	185.07	22.31%
Leisure customers	923.83	40.17%	597.68	49.05%	306.15	36.92%
Income from FIT (Free Individual Traveller)	279.60	12.16%	155.12	12.73%	145.55	17.55%
Quarantine and medical bookings	Nil	0.00%	72.70	5.97%	139.22	16.78%
Others^	165.94	7.21%	64.28	5.27%	53.44	6.44%
Total	2,299.98	100%	1,218.57	100%	829.54	100%

^ Includes airlines and brand site customer

The increased use of teleconference and video-conference technology by businesses could result in decreased business travel as companies increase the use of technologies that allow multiple parties from different locations to participate at meetings without travelling to a centralized meeting location, such as our hotels. There was a significant increase in use of teleconference and video-conference technology during the COVID-19 pandemic. Increased use of telepresence equipment has induced the culture of work from home leading to reduction in business related travel. To the extent that such technologies play an increased role in day-to-day business and the necessity for business-related travel decreases, demand for our hotel rooms or our conferencing and meeting facilities may decrease from business travellers and corporate customers. Our business was adversely impacted due to onset of COVID-19 pandemic during Fiscal 2021. However, our demand from business travellers and corporate customers increased during Fiscals 2022 and 2023 resulting in increased room revenue from corporate customers. While there has been an increase in contribution to room revenue by business travellers and corporate customers in last three Fiscals, we cannot assure you that this trend will continue. Increased use of telepresence equipment, and change in working culture, *inter-alia* from physical meetings to teleconferences and video conferences may lead to decrease in business travels, further resulting in decrease in contribution to our business from corporate accounts. Similarly, changes in domestic tourism and preferences of our guests due to evolving cost of travel, spending habits and consumption patterns may lead to a change in the perceived attractiveness of our hotels, and services in the locations at which our hotels are situated. Such changes may impact the demand for our hotel rooms from tourists and guests, and our business may be adversely affected.

Consequently, any reduction in growth or a slow-down in the business of large corporate accounts and leisure customers, and increase in the trend of virtual meetings and conferences, could result in a reduction of their requirement for our services. Similarly, changes in business spending and preferences of our business, corporate and leisure customers due to evolving cost of travel, spending habits and budgeting patterns may lead to a change in the perceived attractiveness of our hotels and services. The loss of such customers or a reduction in their demand for our services could adversely affect our business, results of operations, financial condition, and cash flows. Currently, a majority of our hotels are located at important business and financial hubs of India, however in the future such business hubs may shift, within a city or interstate, and as a result our hotel locations may not be as attractive to business travellers and corporate customers, resulting in reduction of demand for our services which may have an adverse effect on our business, results of operations, financial condition, and cash flows.

Risks relating to our operations

6 We are exposed to a variety of risks associated with safety, security, and crisis management including risks associated with natural or man-made threats and accidents, which causes adverse impact on our business and operations.

We are committed to ensuring the safety and security of our guests, employees, and assets against natural and man-made threats. These include, but are not limited to, exceptional events such as extreme weather, civil or political unrest, violence and terrorism, serious and organized crime, fraud, employee dishonesty, cybercrime, pandemics, fire and day-to-day accidents, incidents, health crises of guests and petty crime which impact the guest or employee experience, could cause loss of life, sickness or injury and result in compensation claims, fines from regulatory bodies, litigation and impact our reputation.

For instance, in 2014, Cyclonic Storm Hudhud caused disruption in electricity, water and food supplies in Visakhapatnam, Andhra Pradesh, affecting our hotels which were located near the sea shore. In 2015, heavy rainfall generated by the annual monsoon resulted in widespread flooding in Chennai, which caused extensive damages to our hotel. In 2020, Cyclonic Storm Amphan caused wide spread disruption in West Bengal and also impacted our hotel at Kolkata, and Cyclone Nisarga caused widespread flooding and damage to properties in Maharashtra. Similarly, in the aftermath of the COVID-19 pandemic, all hotels in India, including those owned or operated by us have faced various restrictions, including a complete suspension of their operations. While we obtain insurance policies necessary for our business and operation and have received certain insurance claims in the past. In the event that we face a similar incident in the future, our operations may be disrupted in a similar manner, which may result in a major loss of revenues, and we may be required to incur additional expenditure to reduce or mitigate the impact caused by such incidents. Such incidents, whether natural or man-made, could disrupt business operations and have a material adverse effect on our business, cash flows and financial condition.

Following table sets out details of the insurance claims received in the last three years:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Insurance Claims (in ₹ million)	84.53^	15.80*	NA
% of Total Income	1.61 %	0.59%	NA

^ Insurance amount claimed by THE PARK, Kolkata on account of damage to hotel property due to Cyclone Amphan.
** Insurance amount claimed by (a) THE PARK, Navi Mumbai and THE PARK, Hyderabad on account of damage to hotel property, stock, machinery due to cyclone Nisarga and heavy rainfalls, respectively and (b) by Flurys outlet due to localised storms, and heavy rains.*

Any accidents or any criminal activity at our hotel properties may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Our hotel properties have been subject to certain criminal proceedings in the past. For instance, an FIR was lodged with Panjagutta police station, Hyderabad against The Park Hyderabad, pursuant to a complaint filed under section 370 of Indian Penal Code, 1860. Further, an FIR dated February 15, 2020 was lodged with the Connaught Place police station, New Delhi under sections 285 and 337 of the Indian Penal Code, 1860, in relation to a fire incident that took place on February 15, 2020 at The Park Hotel, Parliament Street, New Delhi. For details, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation against our Company – Criminal Matters*" on page 382. Instances like these in the future could subject us to litigation, and along with ongoing litigation it may increase our expenses in the event we are found liable and could adversely affect our reputation and cause a loss of consumer confidence in our business. Such events occurring at any one of our hotel properties may also have an adverse effect on our reputation and may also adversely affect operations of our other properties.

We cannot assure you that we will be able to effectively implement risk mitigation measures in such incidents whether natural or man-made and any failure to control such risks could have an adverse effect on our hotels' reputation, guest loyalty and consequently, our business, results of operations, financial condition and cash flows.

7 We do not own the trademark and logo associated with the "Apeejay" and "Apeejay Surrendra" brand name and derive right to use from the Brand Usage and Service Agreement. In the event such agreement is terminated or not renewed, we may not be able to use these brand names and associated mark, which may adversely affect our business, financial condition, cash flows, and the results of our operations

We do not own the trademark and logo associated with the "Apeejay" and "Apeejay Surrendra" brand name which we use in the course of our business operations which are registered with Apeejay Surrendra Management Services Private Limited ("**ASMSL**"). We have entered into a Brand Usage and Service Agreement with ASMSL on December 23, 2019, for licensed use of the "Apeejay" and "Apeejay Surrendra" trademarks and the logo " ". See "*History and Certain Corporate Matters – Shareholders' agreements*" on page 230. Accordingly, we enjoy limited legal protection and ability to use the trademark and any claims by third parties relating to such trademark may affect our ability to use such trademark. In the event that the Brand Usage and Service Agreement is terminated or is not renewed or extended in the future, we may not be entitled to use the brand name "Apeejay" and "Apeejay Surrendra" and the associated mark in connection with our business operations. Consequently, we will not be able to derive the goodwill that we have been enjoying under the "Apeejay" and "Apeejay Surrendra" brand, which could materially and adversely affect our business, financial condition and the results of our operations. Further, if the commercial terms and conditions including the consideration payable pursuant to the license agreement are revised unfavourably, we may be required to allocate larger portions of our profits and/or revenues towards such consideration, which would adversely affect our profitability.

8 We are reliant on effective marketing and branding strategies and any negative publicity on our brands could have an adverse effect on our reputation, business, results of operation, cash flows and financial condition.

We rely on our brand recognition as well as our marketing and branding strategies to expand our customer base and increase our market share in the cities in which we operate. However, we cannot assure you that we will be able to successfully formulate and implement strategies to promote our brands. Furthermore, we cannot assure you that any new hotel or food and beverage brands launched by us will be accepted by hotel owners or customers or that we will be able to recover costs incurred in developing such brands. If we fail to successfully promote our brands or implement our marketing and branding strategies or our new brand, products and services are not as successful as we anticipate, it could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Maintaining and enhancing our brand's image may also require us to undertake significant expenditures and make investments in areas such as advertising and marketing through media and other channels of publicity, and towards employee development and training. The table below sets forth the expenditure incurred towards advertisement and sales promotion in the Fiscals stated:

(in ₹ million, except percentages)

	Fiscal ended March 31,		
	2023	**2022**	**2021**
Advertisement and sales promotion	130.50	44.70	34.20
% of Total Expenses	2.84%	1.44%	1.31%

Any degradation or adverse market developments relating to our brand names or any negative publicity affecting one or more of our properties could adversely affect our results of operations.

The success and continued growth of our business is also dependent on our ability to establish effective marketing strategies to maintain and increase our customer base, to capture a bigger market share and increase our turnover. Any misjudgement in assessing our customers' needs and changes in customers' preferences could result in loss of sales. In such event, our profitability will be adversely affected.

9 Our inability to provide required quality of service including service provided by third parties may lead to adverse impact on the reputation of our hotels or a failure of quality control systems at our hotels could result in an adverse legal action against our Company leading to an adverse effect on our business, results of operations, financial condition and cash flows.

The performance and quality of services at our hotels are instrumental to the success of our business and brand name. As we operate, *inter-alia* in the luxury boutique hotel division, we are expected to provide high levels of service quality which our customers tend to associate with our brand name. Any incident where our hotels lack, or are perceived to lack, such standards may adversely affect our reputation. Our quality standards depend significantly on the effectiveness of quality control systems and standard operating procedures. Any decrease in the quality of services rendered at our hotels including due to reasons beyond our control or any third party service provider, including but not limited to non-compliance with the terms and conditions set out in the agreements or arrangements with such third party service providers, or allegations of defects, even when false, at any of our hotel properties could result in an adverse legal action against our Company, could tarnish the image of our hotels, result in negative reviews and feedback from our guests on online travel portals and may cause guests to choose the services of our competitors. We have not had any instances in past three Financial Years wherein any legal action has been initiated against our Company for the reason of any decrease in quality or standard of services rendered at our hotels including services rendered by third party service providers engaged by the Company. However, we cannot assure you that we will always be able to regulate the quality or standard of services rendered by such third-party service providers or we will not receive any negative reviews in relation to the quality of services provided at our hotels.

We are also dependent on third party service providers for providing some of the services to our guests such as contract labour, security, housekeeping and laundry, among others, and any failure or deficiency on the part of such service providers may adversely affect our hotels' reputation and profitability. Any adverse development or decline in quality involving our hotels may impair our reputation, dilute the impact of branding and marketing initiatives, and adversely affect our business, results of operations, financial condition and cash flows.

10 Certain of our hotels are located in buildings and lands which have been leased to us by third parties. If we are unable to comply with the terms of the lease agreements, renew our agreements or enter into new agreements, our business, results of operations, financial condition and cash flows may be adversely affected.

As of date of filing of this Draft Red Herring Prospectus, three of our hotels *i.e.*, Zone by The Park Kolkata, Zone Connect, Saket and The PARK Collection at the Denmark Tavern, Seram pore are located on leased or licensed land, representing 179 rooms in aggregate**.** Further, as on date of filing this Draft Red Herring Prospectus, we have (a) three hotels under development on leased land i.e., THE PARK Collection, Chettinad Palace, THE PARK Collection, Quila Mubarakpur, Patiala, and Zone by The Park, Digha representing 122 rooms, and (b) nine road side motels under our brand "*Stop by Zone*" on leased land in Kolkata. The period of the lease, concession agreement or license for the buildings in which our leased and/or licensed hotels are situated ranges from 5 to 50 years.

Following table sets out our expenses for rent amount in relation to leased hotel properties for the following years:

(in ₹ million, except percentages)

Leased properties	Year ended March 31,					
	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	As a % of Total Income	Amount	As a % of Total Income	Amount	As a % of Total Income
A. Operational						
Zone by The Park, Kolkata	33.22	0.63%	20.47	0.76%	15.91	0.84%
Denmark Tavern	0.43	Negligible	0.40	Negligible	0.36	Negligible
Zone by The Park, Saket	9.90	Negligible	-	NA	-	NA
B. Under Development						
Zone by The Park, Digha	NA	NA	NA	NA	NA	NA
THE PARK Collection, Quila Mubarakpur, Patiala	NA	NA	NA	NA	NA	NA
THE PARK Collection, Chettinad Palace	0.42	Negligible	0.14	Negligible	0.01	Negligible
Total rent paid for leased properties	**43.97**	**0.84%**	**21.01**	**0.78%**	**16.28**	**0.86%**

Note: Total Rent is exclusive of GST

We cannot assure you that we will be able to fully comply with all the terms of the lease deeds or license agreements which we have entered into in relation to such hotels, renew such agreements or enter into new agreements in the future, on terms favorable to us, or at all. Any non-compliance with the terms or conditions of lease deed, concession agreements or license agreements entered into by our Company may result in dispute or legal proceedings against our Company or may even result in termination of lease deed or license agreement by lessor or licensor, which may have an adverse impact on our business, operations, and cash flows. In the past, our Company has been subject to legal proceedings pertaining to lease deed entered by us. For instance, pursuant to a lease deed dated August 8, 2007 ("**JDA Lease**"), executed by and between the Jaipur Development Authority ("**JDA**") and the Company, the JDA granted leasehold rights in favour of the Company. As on the date of this Draft Red Herring Prospectus, a legal proceeding dealing with payment of alleged outstanding dues of annual rent to JDA by our Company pursuant to terms of JDA Lease is outstanding before the High Court of Rajasthan at Jaipur. For details, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation against our Company – Actions by statutory or regulatory authorities*" on page 383.

While there have been no instances in the past wherein our lease deeds, concession agreements or license agreements entered for hotels operated by us, have been terminated due to non-compliance with the terms of the lease deeds, concessions or license agreements or any other reasons thereof, there can be no assurance that in future our lease deeds, concessions or license agreements will not be terminated owing to non-compliance of terms and conditions associated with such documents. In the event that any lease deed, concession agreement, or license agreement for our hotels is terminated due to our non-compliance with its terms *inter-alia* non-payment of lease rental, subcontracting of commercial operations without consent of lessor, appointment of receiver or not renewed, we will be unable to utilise such hotels and we may be unable to benefit from the existing capital expenditure and investments made by us in such hotels. Any delay on our part to perform our obligations under these agreements or letters of intent may jeopardize our ability to acquire leasehold interest in these premises, before such agreements or letters of intent expire. Further, we may be required to expend time and financial resources to locate suitable land or hotels to set up alternate hotels. In the event a lease deed or license agreement is terminated prior to its tenure, or if it is not renewed, or if we are required to cease business operations at a hotel, for any reason whatsoever, or is leased or sold to our competitor, our business, financial condition, cash flows, and results of operations may be adversely affected.

11 **Majority portion of our hotel bookings (approximately 49% of our total room bookings contributing about 49% of our total room revenue for Fiscal 2023) originate from online travel agents and intermediaries. In the event such companies continue to gain market share compared to our direct booking channels, they may be able to negotiate higher commissions for services provided, or demand significant concessions or reduced room rates causing an adverse effect on our margins, business, and results of operations.**

Many of our hotels have contracts with operators of third-party websites and other hotel reservation intermediaries, such as online aggregators, and travel agents to whom we pay commissions for such services, either directly (in the form of a percentage of the sale price of a room) or indirectly (by means of offering them a lower room rate that they can then on-sell at a higher rate to their customers).

Set out below are bifurcation of revenue and number of bookings pertaining to our owned hotels contributed *inter-alia* by online travel agents and intermediaries for the years indicated:

(in ₹ million, except percentages)

Particulars	Year ended March 31,					
	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Room Revenue	As a % of Total Room Revenue	Room Revenue	As a % of Total Room Revenue	Room Revenue	As a % of Total Room Revenue
Online through travel agent	1,137.07	49.44%	660.40	54.20%	330.27	39.81%
Bookings through our own website	96.31	4.19%	39.22	3.22%	11.03	1.33%
Walk-in and direct bookings	996.97	43.35%	421.18	34.56%	306.51	36.95%
Airline crew	69.62	3.03%	25.06	2.06%	42.50	5.12%
Quarantine and medical bookings	0.00	N.A.	72.70	5.97%	139.22	16.78%

(Bookings are in numbers, except percentages)

Particulars	Year ended March 31,					
	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Bookings (no. of rooms)	As a % of Total Bookings	Bookings (no. of rooms)	As a % of Total Bookings	Bookings (no. of rooms)	As a % of Total Bookings
Online through travel agent	177,514	48.67%	165,771	54.63%	101,370	41.31%
Bookings through our own website	13,476	3.70%	8,446	2.78%	2,840	1.16%
Walk-in and direct bookings	157,585	43.21%	95,066	31.33%	78,505	31.99%
Airline crew	16,131	4.42%	7,899	2.60%	12,144	4.95%
Quarantine and medical bookings	Nil	NA	26,251	8.65%	50,521	20.59%

These online travel agents, offer a wide breadth of services, often across multiple brands, have growing booking and review capabilities, and may create the perception that they offer the lowest prices when compared to our direct booking channels. Some of these online travel agents and intermediaries have strong marketing budgets and aim to create brand awareness and brand loyalty among consumers and may seek to commoditize hotel brands through price and attribute comparison. If these intermediaries continue to develop their customer bases and the percentage of bookings at our hotels made through their systems becomes even more significant, they may be able to negotiate higher commissions, reduced room rates, or other significant concessions from us, which could adversely affect our margins and profitability. In addition, due to our reliance on these intermediaries and travel consolidators, any material changes to the terms and conditions of our contractual agreements including the rates of commission or margins charged by such intermediaries could affect our operation and business.

In addition, many online intermediaries allow customers to rate and review our hotels. Any negative reviews and feedback on online travel portals may cause guests to choose the services of our competitors. Further, any incorrect information uploaded about our hotels by such intermediaries, or any failure or delay on our part in scrutinizing and rectifying, the correctness of details of our hotels posted on their platform, may adversely affect the reputation of our hotels and cause negative publicity. Our competitors may also be able to negotiate better or more favourable terms with such online travel agents and intermediaries, impacting our hotel bookings from these channels, which in turn may adversely affect our business, cash flows and results of operations.

12 The success of our business is dependent on our ability to anticipate and respond to customer requirements. Our business may be affected if we are unable to identify and understand contemporary and evolving customer preferences or if we are unable to deliver quality service as compared to our competitors.

We are engaged in the hospitality industry and are driven by the quality of service we provide and the expectations of our customers. The hospitality industry is affected by changes in consumer preferences, national, regional and local economic conditions and demographic trends. We need to evolve our product offerings in order to compete with popular new hospitality services, operation formats, concepts or trends that emerge from time to time. Our inability to identify, anticipate, understand and address contemporary and evolving customer preferences or to deliver quality service as compared to our competitors could materially and adversely affect our business. Market perception of our hotels and services may change and this could impact our continued business success and future profitability.

The quality and delivery of our services at our hotels are critical to the success of our business, which requires enhancement to match the evolving customer preferences. Quality of services depend significantly on the effectiveness of our quality control systems and standard operating procedures, which in turn, depend on the skills and experience of our hospitality personnel, the quality training program, and our ability to ensure that such personnel adhere to our policies and guidelines. For details on training program, see "*Our Business – Employees*" on page 216. We believe that our quality control procedures, training program, and our policies and guidelines must correspond to contemporary and evolving customer preferences. Any failure or deterioration of our quality control systems, or our inability to deliver quality services as compared to our competitors, could materially and adversely affect our business, financial condition, results of operations, cash flows and reputation.

With respect to our retail food and beverage business, our continued growth and success depend, in part, on the popularity of our bakery and restaurant menu items. The emergence of new lifestyle dining trends or any change in existing lifestyle dining trends could result in a change in consumer preferences. Shifts in consumer preferences away from our bakery and restaurant menu items to other kinds of take-out food items offered in other types of eateries could materially affect our business. Any changes in the market and economic conditions of India or outbreak of any epidemic in future may also affect the consumers' disposable income, consumer confidence and hence discretionary consumer spending. If we are unable to keep pace with the changing tastes of consumers in the future, the patronage of our restaurants, retail outlets and cafes may be affected. Adverse changes in these factors would reduce the flow of customers and may adversely affect our business, prospects, profitability, financial condition, cash flows, and results of operations.

13 Our operations and management agreements contain certain restrictive provisions, which may hinder our ability to operate such managed hotels and may cause an adverse effect on our business and operations.

We enter into hotel operation and management agreements with owners of hotels to render operation and marketing services. Termination of operation and management agreement by owners or non- renewal of such agreements by owners of hotels may result in loss of management fees earned from such managed hotels resulting in negative impact on our total income. As on date of this draft red herring prospectus, 17 of our hotels, representing 831 rooms, were operated by us pursuant to hotel operation and management agreements. Further, as on date of this draft red herring prospectus, 16 of our hotels, representing 1,383 rooms, are under development and term sheets for operation and management of such hotels have been entered by the Company with the respective hotels. The following table sets forth certain information of our managed hotels for the years indicated below:

	Financial Year ended March 31,		
	2023	**2022**	**2021**
Income from Management Fees (₹ in millions) (A)	90.40	52.90	27.40
Total Income (₹ in million) (B)	5,244.30	2678.30	1902.90
Income from Management Fees to Total Income (%) (A/B*100)	1.72%	1.98%	1.44%
Managed hotels (in no.)	15	12	8
Rooms (in no.)	729	642	389

The term of such agreements typically ranges from 8 to 25 years, but the parties are entitled to early termination without cause, subject to payment of certain termination fees. While certain operation and management agreements are subject to compulsory lock-in period ranging from 3 years to 10 years from opening or effective dates of such agreements, some of our hotel operation and management agreements grant early termination rights to hotel owners upon the occurrence of certain events, such as our failure to meet specified performance tests based upon the hotel's financial and operational criteria. Our ability to meet such financial and operational criteria is subject to, among other things, risks common to the overall hotel industry, such as an inability to attract customers or face competition effectively, which may be outside our control. In last three Fiscals, the operation and management agreements entered for THE PARK Mumbai, Juhu, Zone by the Park, Raipur, and Zone by the Park, Electronic City, Bangalore were terminated. Set out below is the management fee received from aforesaid hotels in last three Fiscals:

Management Fee (in ₹ million)	Fiscal 2023	Fiscal 2022	Fiscal 2021
THE PARK Mumbai, Juhu^	Nil	1.13	Nil
Zone by the Park, Raipur*	Nil	Nil	0.31
Zone by the Park, Electronic City, Bangalore#	0.09	1.17	0.54

^The Management and Technical Services Agreement for THE PARK Mumbai, Juhu was terminated pursuant to alleged breach of commercial terms and conditions under such agreement, and owing to commercial dispute between the parties.

**The operation and management agreement for Zone by The Park, Raipur was terminated pursuant to dispute between the parties in relation to breach of commercial terms and conditions. As on the date of this Draft Red Herring Prospectus, insolvency proceedings are pending against Gurusukh Vintrade Services Pvt Ltd, owner of the Zone by the Park, Raipur.*

 # The operation and management agreement for Zone by the Park, Electronic City, Bangalore has been terminated pursuant to commercial dispute between the parties. The Company and owner of hotel have entered into settlement agreement for making payment of dues to the Company.

In addition, we may be required to indemnify hotel owners for and against claims, demands, losses and costs including on account of the breach of terms, covenants, misconduct, negligence, or fraud in performance of our obligations, under such operation and management agreements.

Further, we do not own the land and building in relation to our managed hotels. In the event that the hotel owners do not have, or fail to maintain good title to the land on which these hotels are situated, or fail to comply with requirements of applicable law with respect to ownership and use of such land, or if such land is, or becomes subject to, any dispute, we may be required to terminate the hotel operation and management agreement in relation to such hotel.

In addition, necessary permits, approvals, and licenses for our managed hotels are generally obtained in the name of the hotel owner. We rely on the cooperation and assistance of such hotel owners to apply for and renew such permits, approvals and licenses. While there have been no instances of delay in receipt of necessary permits, approvals, and licenses in past three Financial Years, we cannot assure you that the hotel owners will continue to extend cooperation and assistance in a timely manner, or at all and that there will be no delays in obtaining such approvals in future.

Further, hotel owners are responsible to incur the costs of renovating or developing the hotel property to our standards, consequently the quality of our managed hotels may be diminished by factors beyond our control. While we may terminate hotel operation and management agreements with hotel owners who do not comply with the terms of our agreements and fulfil their obligations under such agreements, we cannot assure you that we be able to find suitable alternatives in a timely manner, or at all, which may result in loss of management fee earned from such managed hotels leading to an adverse effect on our business and operations.

Further, under operation and management agreements entered for managed hotels, *inter-alia*, THE PARK Goa, Baga, and Zone by The Park Jammu, we have agreed to non-compete obligations which prevent us from opening or operating a hotel in the same city or a restricted radius ranging between 2.5 to 5 kms from the hotel that we are managing during the term of the agreement, without the prior written consent of the hotel owner. As a result of such restrictions, we may be unable to pursue development or acquisition opportunities that could be beneficial to us, which could, in turn, have an adverse effect on our business, financial condition, cash flows and results of operations.

14 The COVID-19 pandemic or any future pandemic or widespread public health emergency, could affect our business, financial condition, cash flows and results of operations.

The COVID-19 pandemic has had, and may continue to have, repercussions across local, national, and global economies and financial markets. The hospitality industry in India had been severely affected by the global outbreak of the COVID-19 pandemic since early 2020 due to reduced traveller traffic, government-mandated restrictions on movement, and lockdown imposed by central and state governments. While the lockdown measures have been lifted and the hospitality sector has resumed its services in Fiscal 2022 with greater health and safety measures, any resurgence of the COVID-19 pandemic, spread of any new variant of COVID-19, or spread of any other epidemic in future may result in adverse impact on our business, financial condition, cash flows, and results of operations. The extent to which the COVID-19 pandemic, any new strain of COVID-19, any future epidemic, or widespread public health emergency will impact our business and financial position, is significantly dependent on future developments, which are highly uncertain and cannot be predicted.

As the COVID-19 pandemic accelerated, we saw a significant decline in our operational, financial numbers and liquidity. Since the outset of the pandemic, our owned hotels remained open while there was some disruption in the operations of our managed hotels. Drastic measures to contain the spread of the COVID-19 pandemic, including the total lockdown of entire cities, led to a steep drop in demand, resulting in a significant decline in average occupancy rate, RevPAR, average room revenue, and our financial parameters. However, the Company was able to refinance the short-term debt obligations and was able to maintain its liquidity and meet its obligations. Hence, the financials were prepared on going concern basis. Further, the hospitality sector has resumed its services in Fiscal 2022 resulting in improvement in our operational and financial parameters. As of March 31, 2023 and March 31, 2022, the Company based on the Fiscal 2022 and Fiscal 2023 performance and market scenarios, had projected improved cash flows from operations and was able to re-finance existing short-term borrowings obligations with long term funds (for which sanctions were received by the bank). Hence, the financials were prepared on a going concern basis. For details on operating and financial metrics of our operations hotels in last three fiscals, please see "*Our Business – Operational and financial indicators*" on page.

Further, the Statutory Auditors of the Company in its audit reports on the audited consolidated financial statements as at and for the year ended March 31, 2021 included the Emphasis of Matter in relation to impact of COVID-19 on the business and operations of the Company and its subsidiaries. For further details, see "*Risk Factor - Risks related to our financials - Our Statutory Auditors have included an emphasis of matter and other matters in their audit reports and other audit qualifications in the annexure to the auditors' reports issued under the Companies (Auditor's Report) Order, 2016, and the Companies (Auditor's Report) Order, 2020. Any such emphasis of matters or other observations may have an adverse effect on our results of operations, and cash flows*.**"** on page 43.

Any intensification of the COVID-19 pandemic, any future outbreak of another highly infectious or contagious disease, widespread public health emergency or epidemic may adversely affect the business, financial condition, cash flows and results of operations of our Company.

Risks related to our financials

15 We were not in compliance with certain covenants under certain of our financing agreements in the past and had delays in repayment of certain long-term rupee loans and working capital loans. In case of any breach of covenants or delay in repayment of facilities in the future, such non-compliance, if not waived, could adversely affect our business, results of operations, cash flows, and financial condition.

The terms of our outstanding debt require us to comply with various covenants and conditions, such as maintaining certain financial ratios which are tested periodically. We are also subject to various restrictive covenants under our financial arrangements. For details, see "*Financial Indebtedness*" on page 340. Owing to the COVID 19 pandemic the Company had witnessed a fall in revenues and occupancy levels, which impacted profitability and cash flows. As a result, in last three Fiscals, our Company had not met certain of the debt covenants in certain loan agreements however such breach has not lead to any financial impact on our Company. Details of such instances of non-compliances are set forth below:

S. No.	**Lender**	**Facility details**	**Amount Sanctioned (in ₹ million)**	**Details of financial covenants in breach^**
Fiscal 2023				
(1)	HDFC Bank Limited	Term loan	1,000	Total Debt (excluding Current Liabilities) to Total Net Worth <= 1.00x
(2)	HDFC Bank Limited	Term loan	400	Minimum total net worth to be maintained at min ₹ 6000 million
(3)	ICICI Bank Limited	Term loan	750	Total Debt /Average Total Net Worth: Maximum of 1.00 times

S. No.	Lender	Facility details	Amount Sanctioned (in ₹ million)	Details of financial covenants in breach^
(4)	ICICI Bank Limited	Term loan	600	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(5)	ICICI Bank Limited	Term loan	750	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(6)	ICICI Bank Limited	Term loan	1,000	- Total Debt / Total Net Worth: Maximum of 1.00 times. - Total Debt / EBITDA: 5 times
Fiscal 2022				
(7)	HDFC Bank Limited	Term loan	1,000	- Total Debt (excluding Current Liabilities) to TNW<= 1.00x. - Debt Service Coverage Ratio >= 1.20x - Total debt/ EBIDTA<= 5.00x in Fiscal 2019 and Total debt/ EBIDTA <= 4.50x from Fiscal 2020 onwards
(8)	HDFC Bank Limited	Term loan	400	- Minimum Total Net Worth to be maintained at ₹ 6000 million - Debt Service Coverage Ratio to be >= 1.30x
(9)	ICICI Bank Limited	Term loan	750	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(10)	ICICI Bank Limited	Term loan	600	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(11)	ICICI Bank Limited	Term loan	750	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(12)	ICICI Bank Limited	Term loan	1,000	- Total Debt / Total Net Worth: Maximum of 1.00 times. - Total Debt / EBITDA: 5 times
Fiscal 2021				
(13)	HDFC Bank Limited	Term loan	1,000	- Total Debt (excluding Current Liabilities) to TNW<= 1.00x. - Debt Service Coverage Ratio >= 1.20x Total debt/ EBIDTA<= 5.00x in Fiscal 2019 and Total debt/ EBIDTA <= 4.50x from Fiscal 2020 onwards
(14)	HDFC Bank Limited	Term loan	400	- Minimum Total Net Worth to be maintained at ₹ 6000 million - Debt Service Coverage Ratio to be >= 1.30x
(15)	ICICI Bank Limited	Term loan	750	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(16)	ICICI Bank Limited	Term loan	600	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(17)	ICICI Bank Limited	Term loan	750	Total Debt /Average Total Net Worth: Maximum of 1.00 times
(18)	ICICI Bank Limited	Term loan	1,000	- Total Debt / Total Net Worth: Maximum of 1.00 times. Total Debt / EBITDA: 5 times

Note^: As on date of this Draft Red Herring Prospectus, we have obtained consents and waivers from relevant lenders.

Further, during the Fiscal 2021, the Company had delayed in repayment of instalments of long-term rupee loans aggregating to ₹ 118.30 million and working capital loans including interest amount availed from ICICI Bank Limited, HDFC Bank Limited, Federal Bank Limited, Yes Bank Limited, and DBS Bank Limited for a period ranging from 5 to 88 days. While these amounts were repaid and no such dues were in arrears as on March 31, 2021, however we cannot assure you that there will not be any instances of delays in repayment of borrowings or interest thereon in the future.

Such delays in repayment of borrowing or breaches of covenants may constitute events of default under the relevant facility agreements, which permit the lenders under each of the relevant facility agreements to terminate the facility agreement and declare the entire outstanding amounts under these loans due and payable, suspend further access to the debt facility by our Company, and in certain instances, declare the security created to be enforceable. Further, such events of default could also result in cross-defaults under certain other facility agreements, resulting in the outstanding amounts under such other facility agreements becoming capable of being declared due and payable immediately. As of the date of this Draft Red Herring Prospectus, as waivers have been obtained from the relevant lenders, such event of default or cross defaults, as applicable, are no longer continuing.

There is no assurance that we will be in compliance with such financial covenants in the future or there will be no delays in repayment of outstanding facility amounts. Although, in the past, we have been able to cure such breaches or procure a waiver from the lender in relation to the breach, there can be no assurance that if any such breach were to occur in future:

- we will succeed in obtaining consents or waivers from its lenders;
- our lenders will not declare amounts to be immediately due and repayable; or
- our lenders will not impose additional operating and financial restrictions on us, or otherwise seek to modify the terms of the existing financing arrangements in ways that are materially adverse to us.

Any instances of event of defaults or cross-default under facility agreements in the future, may have an adverse impact on cash flows, financial condition, business, and operations of our Company. For more information regarding our indebtedness, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations — Indebtedness*" and "*Financial Indebtedness*" on pages 376 and 340, respectively, of this Draft Red Herring Prospectus.

16 There are certain instances of delays in payment of statutory dues or non-payment of statutory dues on account of certain disputes. Any delay in payment of such statutory dues or non-payment of statutory dues in dispute may attract financial penalties from the respective government authorities and in turn may have an adverse impact on our financial condition and cash flows.

We have had instances of non-payment of statutory dues on account of certain disputes. Set out below are details of the statutory dues that have not been deposited on account of certain disputes as at Fiscal 2023:

Nature of dues	Amount (₹ million)	Demand paid under protest (₹ million)	Period to which the amount relate	Forum where dispute is pending
Service Tax	43.90	6.40	2004-05 to 2008-09 and 2010-11	Customs, Excise and Service tax Appellate Tribunal
Property Tax	597.00	69.60	2017-18 to 2022-23	Honourable High Court of Delhi
Property Tax	1,045.10	-	2015-2022	Kolkata Municipal Corporation ('KMC')#
Value added tax	4.30	-	2012-13 to 2015-2016	The Department of Trade taxes Government of NCT of Delhi
Entertainment Tax	19.30	-	2015-2016 to 2017-18	The Department of Agricultural Income Tax, West Bengal
Property Tax	98.10	-	2007-2022	LDO, Ministry of Housing and Urban Affairs.
Property Tax	5.8	-	2000-2023	Hon'ble High Court of Andhra Pradesh

#This demand was reduced subsequently and settled with KMC. In February 2023, the Company in interest of resolution of dispute had submitted a draft order for settlement with KMC which was signed by both parties subsequent to March 31, 2023. Based on the revised agreement, the Company agreed to pay the outstanding amount of property tax of INR 415.70 million without any interest, penalty or any other charges and has accounted for the same during the year ended March 31, 2023. For details, see "Management's Discussions and Analysis of Financial Condition and Results of Operations - Contingent Liabilities (To the extent not provided for)" on page 377.

Further, there have been certain instances on delay in payment of statutory dues in last three fiscals, in relation to payment of, *inter-alia*, value added tax, luxury tax, goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, and duty of excise, which as on the date of this Draft Red Herring Prospectus has been deposited with relevant authorities. Please see "*Risk Factors - Risks related to our financials - Our Statutory Auditors have included an emphasis of matter and other matters in their audit reports and other audit qualifications in the annexure to the auditors' reports* *issued under the Companies (Auditor's Report) Order, 2016 for Fiscal 2021, and the Companies (Auditor's Report) Order, 2020 for Fiscals 2022, and 2023*" on page 43. There can be no assurance that such defaults/ delays may not arise in the future. This may lead to financial penalties from respective government authorities which may have a material adverse impact on our financial condition and cash flows.

17 We have certain contingent liabilities in our financial statements, which, if they materialize, may adversely affect our financial condition.

In accordance with IND AS 37, we have disclosed following contingent liabilities for Fiscals 2023, 2022 and 2021:

(in ₹ million)

Nature of contingent liabilities	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
i) Claims against the group not acknowledged as debt	-	-	0.20
ii) Disputed Tax and Duty for which the Group has preferred appeals before appropriate authorities			
Demand for Land Tax	143.80	142.89	141.70
Demand for Entertainment Tax	8.10	8.06	8.10
Demand for Service Tax	43.90	44.20	43.90
Demand for Property Tax	597.00	1,498.32	1,318.90

For details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Contingent Liabilities (to the extent not provided for)*" on page 377. We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize or if at any time, we are compelled to pay all or a material proportion of these contingent liabilities, our financial condition, cash flows and results of operation may be adversely affected.

18 We have had restated losses in the past. Any losses in the future could adversely affect our financial condition, results of operations and cash flows.

We have had in the past, and may in the future, experience losses. The following table sets forth restated profit/(loss) for the years indicated:

(in ₹ million, except percentages)

	For the Financial Year		
	2023	2022	2021
Restated Profit/ (Loss) for the year (A)	480.62	(282.02)	(758.84)
Total Income (B)	5,244.30	2678.30	1902.90
Restated Profit/ (Loss) for the year Margin [(1)] (C=A/B*100)	9.16%	(10.53%)	(39.88%)

(1) Restated Profit/ (Loss) for the year as a percentage of total income

We had a restated loss of ₹ 282.02 million and ₹ 758.84 million for the Fiscals 2022, and 2021, respectively primarily arising out of the impact of COVID-19 pandemic. Any losses in the future could adversely affect our financial condition, and cash flows. For further details, see "*Management's Discussion and Analysis of our Financial Condition and Results of Operations* on page 343.

19 Our Statutory Auditors have included an emphasis of matter and other matters in their audit reports and other audit qualifications in the annexure to the auditors' reports issued under the Companies (Auditor's Report) Order, 2016 for Fiscal 2021, and the Companies (Auditor's Report) Order, 2020 for Fiscals 2022, and 2023.

The audit reports on our audited consolidated financial statements as at and for the Fiscal 2021, contain emphasis of matter and paragraph on material uncertainty on going concern, which describes the uncertainties relating to the effects of the COVID-19 pandemic on our Company's operations, as set out below:

S. No.	Financial Statements	Emphasis of Matter / Material Uncertainty on Going Concern
(1)	Consolidated financial statements for the Fiscal 2021	*Material uncertainty on going concern:* The Statutory Auditors have drawn attention in their audit report dated 27 September, 2021 on the audited consolidated financial statements as at and for the year ended March 31, 2021, which indicated the impact of COVID 19 on the business operations of the group and the group's current liabilities exceeds its current assets as at the balance sheet date. These conditions indicated the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern. The audit opinion was not modified in respect of this matter.
(2)	Consolidated financial statements for the Fiscal 2021	*Emphasis of Matter:* The Statutory Auditors have drawn attention in their audit report dated 27 September 2021 on the audited consolidated financial statements as at and for the year ended March 31, 2021 by including an 'Emphasis of Matter' to indicate an impact of COVID 19 pandemic on the company's operations, future cash flows and its consequential impact on the consolidated financial statements as assessed by the management. The audit opinion was not modified in respect of this matter.
(3)	Consolidated financial statements for the Fiscal 2021	The Statutory Auditors have indicated that the going concern matter described in 'material uncertainty related to going concern' paragraph above and the matter described in the 'emphasis of matter' paragraph above, may have an adverse effect on the functioning of the Company.

Further, there are certain modifications included in the annexure to the auditors' reports issued under (a) the Companies (Auditor's Report) Order, 2020 on the standalone financial statements of the Company and its subsidiaries for the year ended March 31, 2023 and March 31, 2022, and (b) the Companies (Auditor's Report) Order, 2016 (as amended) on the standalone financial statements of the Company and its subsidiaries for the year ended March 31, 2021, which however do not require any corrective adjustment in the Restated Consolidated Summary Statements. Summary of such modifications are set out for the years indicated below:

S. No.	Particulars	Modifications
(1)	Statement on certain matters specified in the Companies (Auditor's Report) Order, 2016 (as amended) included in the auditors' report issued by our Company's Statutory Auditors and auditors of our Subsidiaries, for the Financial Year ended March 31, 2021, which was modified to indicate following in respect of our Company and/or in some of our Subsidiaries:	(i) Title deeds not registered in the name of the Company and are mortgaged with lenders. (ii) Slight delays in deposition of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which have generally been regularly deposited with the appropriate authorities. (iii) Dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute. (iv) Delay in repayment of 8 instalments of loans or borrowings to banks during the year.
(2)	Statement on certain matters specified in the Companies (Auditor's Report) Order, 2020 included in the auditors' report issued by our Company's Statutory Auditors and auditors of our Subsidiaries, for the Financial Year ended March 31, 2022, which was modified to indicate the following in respect of our	(i) Title deeds not registered in the name of the Company and are mortgaged with lenders. (ii) Slight delays in deposition of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which have generally been regularly deposited with the appropriate authorities. Further, undisputed dues in respect of

S. No.	Particulars	Modifications
	Company and/or in some of our Subsidiaries:	luxury tax were outstanding, at the year end, for a period of more than six months from the date they became payable. (iii) Dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute. (iv) Incurred cash losses during the current and/or immediately preceding year.
(3)	Statement on certain matters specified in the Companies (Auditor's Report) Order, 2020 included in the auditors' report issued by our Company's Statutory Auditors and auditors of our Subsidiaries, for the Financial Year ended March 31, 2023, which was modified to indicate the following in respect of our Company and/or in some of our Subsidiaries:	(i) Title deeds not registered in the name of the Company and are mortgaged with lenders. (ii) Slight delays in deposition of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which have generally been regularly deposited with the appropriate authorities. Further, undisputed dues in respect of value added tax were outstanding, at the year end, for a period of more than six months from the date they became payable which have been subsequently paid. (iii) Dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute. (iv) Incurred cash losses during the current and/or immediately preceding year.

For further details, see "*Restated Consolidated Summary Statements*" on page 262. We cannot assure you that our audit reports for any future fiscal periods will not contain qualifications, emphasis of matters or other observations which affect our cash flows or results of operations in such future periods.

20 We have incurred indebtedness which requires significant cash flows to service, and this, together with the conditions and restrictions imposed by our financing arrangements, fluctuations in the interest rates may limit our ability to operate freely and grow our business.

We operate in a capital-intensive industry and, as on March 31, 2023, we had total borrowings (including current, non-current and current maturities of long-term borrowings) of ₹ 5,668.80 million. For further details on the nature of our outstanding borrowings, see "*Financial Indebtedness*" on page 340. We may also incur additional indebtedness in the future. The table below sets forth certain information on our net debt, net debt to equity ratio, debt service coverage ratio and interest service coverage ratio as of the dates stated:

(in ₹ millions, except ratio)

	Financial Year ended March 31,		
	2023	**2022**	**2021**
Non-Current Liabilities - Borrowings (including current maturities of long-term borrowings) (A)	5,473.70	5,623.87	5,422.20
Current Liabilities - Borrowings (excluding current maturities of long-term borrowings) (B)	195.10	602.92	512.20
Less: Cash and cash equivalents (C)	(168.70)	(89.20)	(100.40)
Net debt (D = A + B – C)	5,500.10	6,137.59	5 ,834.00
Total equity (E)	5,554.62	5,083.30	5,362.02
Net Debt- Equity Ratio (F = D/E)	0.99	1.21	1.09
Debt Service Coverage ratio (1)	1.63	0.40	0.18
Interest Service Coverage ratio (2)	2.05	0.30	(0.26)

(1) Debt Service Coverage Ratio is calculated as EBITDA i.e., restated profit/ (loss) for the year before exceptional items and tax + finance costs + depreciation and amortisation expense divided by addition of finance costs and current maturities of long-term debt.

(2) Interest coverage ratio is calculated as addition of restated profit/(loss) before exceptional items and tax and finance cost divided by finance cost.

Our current or future level of leverage could have significant consequences for our shareholders and our future financial results and business prospects, including:

- requiring us to dedicate a substantial portion of our cash flow from operations to service debt, thereby reducing the availability of cash-flows to fund capital expenditures and growth initiatives, meet working capital requirements and use for other general corporate purposes or make dividend payouts;

- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

- increasing our interest expenditure;

- requiring us to meet additional financial covenants; and

- limiting our ability to raise additional funds or refinance existing indebtedness.

Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of actions, any of which could adversely affect our business and financial condition. For instance, our Company and/ or our Subsidiaries, as applicable, are required to obtain prior written consent from lenders, for among other things, (a) effecting changes in the capital structure of our Company, (b) carrying out any material change in our business, (c) changing our constitution, (d) undertaking or permitting any merger, reorganization, dissolution, or reconstitution, (e) prepayment of the outstanding principal amounts of the facilities in full or in part before the due dates. Further, we have obtained rupee term loan from Tourism Finance Corporation of India Limited ("**TFCIL**"), where in TFCIL (i) has call option requiring Company to pay entire called amount on the due date; and (ii) can cause accelerated repayment of loan obtained from TFCIL up to 50% of the loan outstanding if the Company has surplus funds available after meeting its debt obligation and other expenditure. For details, see "*Financial Indebtedness*" on page 340.

The interest rate for most of our borrowings availed by our Company is expressed as the base rate or marginal cost of funds-based lending rate of a specified lender and interest spread per annum, which is variable. We are therefore susceptible to fluctuations in interest rates and associated risks. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows and financial condition. Please see "*Financial Indebtedness*" on page 340 for a description of the range of interest typically payable under our financing agreements.

In addition, we may require additional borrowings for our business and operations, and may be required to create encumbrance or mortgage on our properties to secure the facilities proposed to be availed. Lenders may be unwilling to accept security interests in certain properties as collateral for the loan due to the illiquidity of the relevant property. If we are unable to raise such financing on favorable terms, or at all, we may not be able to fund our operations sufficiently or we may be unable to carry out our planned expansion, all of which could have a material adverse effect on our business, financial condition, profitability, results of operations and ability to implement our growth strategy.

The terms of our outstanding debt require us to comply with various covenants and conditions, and are also subject to various restrictive covenants under our financial arrangements. Any failure on our part to comply with these terms in our financing agreements would generally result in events of default under these financing agreements. In such a case, the lenders under each of these respective loan agreements may, at their discretion, terminate the facility agreement and declare the entire outstanding amounts under these loans due and payable, suspend further access to the facility by the Company, and in certain instances, declare the security created to be enforceable, which if resorted to, may have an adverse effect on our business, results of operations, cash flows and financial condition. In the past, we were not in compliance with certain financial covenants under several financing agreements entered into by our Company. For further details, see "– *We were not in compliance with certain covenants under certain of our financing agreements in the* *past, and in case of any breach of covenants in the future, such non-compliance, if not waived, could adversely affect our business, results of operations and financial condition*."

21 We have availed or may avail certain loans that are recallable by lenders, at any time, which may have an adverse impact on our cash flows, business and financial condition.

We have availed or may avail borrowings that are repayable on demand by the relevant lenders. As on March 31, 2023, out of the total outstanding borrowings of ₹ 5,668.80 million, ₹ 195.10 million comprise of loans which can be recalled by the lenders. Set out below are details of borrowings which can be recalled by the lenders, for the years indicated:

(in ₹ million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Borrowings (including current maturities)*	195.10	461.12	462.20

* *Include future interest payments*

Such loans may be recalled by the relevant lenders on occurrence of certain events, *inter-alia*, breach of terms and covenants of respective agreements entered with such lenders. For instance, we have obtained rupee term loan from TFCIL, where in TFCIL (i) has call option requiring Company to pay entire called amount on the due date; and (ii) can cause accelerated repayment of loan obtained from TFCIL up to 50% of the loan outstanding if the Company has surplus funds available after meeting its debt obligation and other expenditure. For details, see "*Financial Indebtedness*" on page 340. In the event such lenders seek repayment of any of these loans, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. While there have been no instances in past three financial years, where such loans have been recalled by the lenders, any such unexpected demand for repayment may have a material adverse effect on our business, cash flows and financial condition. In the past, we were not in compliance with certain covenants under certain of our financing agreements. For details, see "*Risk Factors Risks related to our financials - We were not in compliance with certain covenants under certain of our financing agreements in the past and had delays in repayment of certain long-term rupee loans and working capital loans. In case of any breach of covenants or delay in repayment of facilities in the future, such non-compliance, if not waived, could adversely affect our business, results of operations, cash flows, and financial condition.*" on page 40. However, such non-compliance of covenants under financing arrangements have not resulted in loans been recalled by the lenders. There can be no assurance that if any default or breach of financial or other covenants were to occur in future, our lenders will not declare amounts to be immediately due and repayable or impose additional operating and financial restrictions on our Company, or otherwise seek to modify the terms of the existing financing arrangements in ways that are materially adverse to us. See "*Risk Factors – Risks related to our financials– Certain of our hotels are mortgaged with lenders. Failure to comply with the terms of the mortgage agreements could adversely affect our business, results of operations, financial condition and cash flows.*" on page 56.

Legal and regulatory risks

22 We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise, property tax and labour laws. A non-compliance with, or changes in, regulations applicable to us may adversely affect our business, results of operations, financial condition and cash flows.

We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise, property tax and labour laws at a central and state level. These licenses differ on the basis of the location as well as the nature of operations carried out at such locations. We provide hospitality services, including sale of food and beverage including wine and liquor, cleaning and housekeeping, and security services, at our hotels. In rendering such services, we are subject to a broad range of safety, health, environmental, real estate, taxation, excise, star classifications, property tax and related laws and regulations and internal standard operating procedures under our management contracts which impose controls on our operations. We are also subject to regulations, which are amended periodically, including relating to the sale and service of food, alcoholic and non-alcoholic beverages and hosting of events and weddings at our hotels. We cannot assure you that we will not be involved in litigation or other proceedings or be held liable in any litigation or proceedings in relation to safety, health and environmental matters, the costs of which may be significant.

Local and Municipal approvals

We are also subject to local and municipal laws and approvals granted by local and municipal authorities for conducting the operations of our hotels at different locations. Approvals granted by such local and municipal authorities are significant for operating our business and operations. In the past, there have been instances where such approvals granted by local and municipal authorities were revoked. For instance, on February 15, 2020, there was an event of short circuit in the basement of The Park New Delhi ("**Park Delhi Hotel**") leading to smoke in the basement of the Hotel ("**Short Circuit Incident**"). The Delhi Fire Service department ("**DFS**") conducted an inspection on the Park Delhi Hotel premises and suspended the fire safety certificate ("**FSC**") issued to us on account of certain shortcomings noticed during the inspection. Further, in light of the suspension of the FSC, (i) the lodging license issued to the Park Delhi Hotel for operating a place of public entertainment, and (ii) the health licenses issued in relation to the Hotel, various restaurants and other facilities were suspended. Pursuant to the DFS order, we duly implemented all the fire prevention measures and the DFS restored the FSC and had affirmed that they had no objection with respect to the operation of the Park Delhi Hotel. Further, pursuant to the restoration of the FSC by the DFS, the suspension of the lodging license and health license was also revoked. There was no material or adverse impact on our business operations and financials due to the Short Circuit Incident and we were able to restore such approvals and licenses. Further, a criminal proceeding was initiated against our Company in relation to the aforementioned fire incident**.** For details, see "*Outstanding Litigation and Material Developments*" on page 382. There can be no assurance that approvals and licenses granted to us will not be revoked or suspended in future by authorities and such revocation or suspension of approvals or licenses, if not restored in time or at all, could materially and adversely affect our reputation, business, financial condition, results of operations and cash flows.

Approvals required pursuant to Environmental Laws

In connection with ownership of our hotels and development of properties, we are required to obtain various environment related approvals and consents to operate under the Air Act and Water Act and authorisation for collection, storage and disposal of hazardous waste under the Hazardous Waste Rules with respect to our owned, leased and a select number of managed hotels, as applicable. Our Company has been subject to regulatory actions pertaining to environment laws. THE PARK, Navi Mumbai has received show cause notices from the Maharashtra Pollution Control Board ("**MPCB**") alleging non-compliance with the environmental legislations, and have been directed to pay amount of ₹ 2.5 million in the form of environmental compensation ("**Compensation Notice**"). While the Company has sought a waiver from MPCB from payment pursuant to the Compensation Notice, failure to pay the environmental compensation as mentioned under the Compensation Notice, if not waived off, may result in initiation of legal action against the Company under various environmental protection legislations, which may have an adverse impact on our business and operations. Our properties are also subject to laws governing property tax matters, including the municipal and local laws which vary depending on the State, depending on the State in which the property is situated. Our Company is involved in litigations pertaining to property tax matters. For instance, THE PARK, New Delhi has also been subject to proceedings initiated by the New Delhi Municipal Corporation in relation to payment of property tax. Our Company has challenged the demand notices received from NDMC before the Delhi High Court and the matter is currently outstanding. Any such matter if decided against our Company, may materially and adversely affect our business, financial condition, results of operations and cash flows.

Approvals from Food Safety and Standards Authority of India

Further, Flurys outlets, which are in the nature of cafés, tea rooms and kiosks, are required to obtain registration from the Food Safety and Standards Authority of India for sale, storage or distribution of food products, and require registration and licenses under the Factories Act, 1948, as amended and the West Bengal Factories Rules, 1958, as amended. These registrations are subject to periodical renewals. For further details, see "*Government and Other Approvals*" on page 391.

Some of these licenses may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. For further details, see "*Government and Other Approvals*" on page 395.

We are in the process of applying for the renewal of certain key licenses and approvals. For further details, see "*Government and Other Approvals*" on page 395. While we have made applications for renewal of these licenses and approvals, we cannot assure that the approvals shall be renewed or will be granted in a timely manner. Any inability to renew or failure to obtain any of these approvals in a timely manner or at all may have an adverse effect on the operations of our hotels. We cannot assure you that such approvals will be issued or granted to us, or at all.

Further, regulations and policies in India may also impact the demand for, expenses related to and availability of our hotel services and rooms, and food and beverage operations. We are also subject to regulations, which are periodically amended, including relating to the sale and service of food, alcoholic and non-alcoholic beverages and hosting of events at our hotel properties. As a result of non-compliance with, or changes in, the applicable regulations, such as changes in excise policy, property tax and building regulations, we may incur increased costs, be subject to penalties, have our approvals and permits revoked, enforced shutdowns or suffer a disruption in our operations or other sanctions imposed by the regulatory authorities.

The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. For example, the Supreme Court of India, in December 2016, issued a judgment that prohibits the sale of alcoholic beverages within 500 meters from state and national highways. This judgment affected our operations and the service of wine and liquor at our hotels. Restrictions on sale of alcoholic beverages had an adverse impact on our revenue generated from sale of wine and liquor, and our hotels in Chennai were affected for a period of six months while our hotels in Bangalore were affected for a period of two months. Further, during the COVID-19 pandemic, Ministry of Tourism issued "COVID-19 Safety and Hygiene Guidelines for Tourism Sector" to curb the spread of COVID-19 pandemic, requiring hospitality sector to follow stringent health and safety standards. Monitoring legal developments and maintaining internal standards and controls in order to abide by rules and regulations applicable to us can be costly and may detract management's attention which could adversely affect our operations. Any failure to comply with these rules and regulations could materially and adversely affect our reputation and the imposition of any fines or penalties may materially and adversely affect our business, financial condition, results of operations and cash flows.

23 Some of our corporate records are not traceable. Non availability of such records may result in regulatory actions against our Company by regulatory or statutory authorities, which may an adverse impact on our financial condition and reputation.

Our Company was originally incorporated at Karnataka on November 27, 1987, as Budget Hotels Private Limited, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 27, 1987 issued by the Registrar of Companies, Bangalore at Karnataka. Pursuant to the Acquisition Agreements each dated May 5, 1999, the entire issued and paid-up equity share capital of our Company constituting 571,940 equity shares of face value of ₹ 100 each ("**Pre-Scheme Capital**"), was acquired by Apeejay Hotels Delhi in two tranches and our Company became the wholly owned subsidiary of Apeejay Hotels Delhi.

Subsequently, pursuant to the scheme of amalgamation approved vide orders of the High Court of Madras dated June 13, 2003, High Court of Delhi dated August 6, 2003, and High Court of Karnataka dated September 17, 2003, Apeejay Hotels Delhi, and Gemini Hotels and Holdings Limited (a wholly owned subsidiary of Apeejay Hotels Delhi) were amalgamated with our Company, with the appointed date being April 1, 2001 and effective date being November 28, 2003 ("**Effective Date**"). As on the Effective Date, amongst others, the entire Pre-Scheme Capital of our Company held by Apeejay Hotels Delhi stood cancelled, and in consideration for the aforesaid amalgamation, our Company allotted 16,050,000 equity shares of face value ₹ 10 each to the shareholders of Apeejay Hotels Delhi ("**ASPH Shareholders**"), in the ratio of 5:2 (five equity shares of face value ₹ 10 of our Company for every two equity shares held by such ASPH Shareholder in Apeejay Hotels Delhi). For details, see "*History and Certain Corporate Matters*" on page 227.

Given that the entire share capital of the Company was cancelled pursuant to the scheme of amalgamation among our Company, Gemini Hotels and Apeejay Hotels Delhi, the following information in this Draft Red Herring Prospectus, has been disclosed from the Effective Date:

- build-up of existing share capital of our Company and build-up of promoters' shareholding in our Company;
- Details of shares issued for consideration other than cash, or by way of bonus issue;

- Shares issued by our Company pursuant to utilisation of revaluation reserves or pursuant to any scheme approved under Sections 230 to 234 of the Companies Act or Sections 391 to 394 of the Companies Act, 1956, as applicable.

Basis our review of records available with the Company and further search conducted by practising company secretary, we have been unable to trace certain corporate records and regulatory filings such as (i) all forms filed by our Company with the RoC between the date of incorporation *i.e.,* November 27, 1987 and Effective Date *i.e.,* November 28, 2003 in relation to issuance and allotment of Equity Shares made by our Company; (ii) form filings and resolutions pertaining to conversion of our Company from private limited to a public limited company with effect from October 26, 1990; (iii) copies of the minutes of the Board and Shareholders' meetings from the date of incorporation till the month of April, 1999; (iv) any forms and returns filed by our Company with the RoC for any corporate actions or otherwise between the date of incorporation and the month of April, 1999; (v) annual financial statements from the date of incorporation till Fiscal 1991; (vi) forms for changes in registered office of the Company from the date of incorporation till calendar year 1999; (vii) share transfer forms for the transfer of equity shares made by certain shareholders of the Company to the Apeejay Surrendra Trust and Apeejay Private Limited on February 7, 2005 (collectively, hereinafter referred as "**Corporate Records**").

Further, in relation to the details of the transfers made to the Apeejay Surrendra Trust, and Apeejay Private Limited each on February 7, 2005, we have relied on alternative documents, including minutes of meetings of our board of directors, our statutory registers of members, ledgers, trial balances, and audited financial statements of the Apeejay Surrendra Trust for Fiscal 2005.

While the liability if any is not likely to be material, we cannot assure you that the above-mentioned Corporate Records will be available in the future, and that we will not be subject to any proceedings initiated by any regulatory or statutory authority (including the RoC) in this respect. Any actions including legal proceedings if initiated by regulatory or statutory authorities, may have an adverse effect on our financial condition or reputation.

24 Our Company, our Subsidiaries, our Directors, and our Promoters are involved in certain legal proceedings. An adverse outcome in any of these proceedings may adversely affect our profitability, reputation, business, results of operations, financial condition and cash flows.

In the ordinary course of our business, our Company, our Subsidiaries, our Directors, and our Promoters (the "**Relevant Parties**") are involved in certain legal proceedings, which are pending at varying levels of adjudication before different forums. The summary of the outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving the Relevant Parties, based on Materiality Policy.

Name of the entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved (₹ in million) *
Company						
By our Company	4	N.A.	N.A.	N.A.	3	72.78
Against our Company	4	34	6	N.A.	1	1,142.59
Subsidiaries						
By our Subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	Nil
Against our Subsidiaries	N.A.	1	N.A.	N.A.	N.A.	0.30
Directors (other than Promoters)						
By our Directors	N.A.	N.A.	N.A.	N.A.	N.A.	Nil
Against our Directors	1	N.A.	N.A.	N.A.	N.A.	Nil
Promoters						
By our Promoters	N.A.	N.A.	N.A.	N.A.	N.A.	Nil
Against our Promoters	1	N.A.	N.A.	N.A.	N.A.	Nil

** to the extent quantifiable.*

Involvement in such proceedings could consume financial resources and divert time and attention from the management of our Company and other Relevant Parties. For details, see "*Outstanding Litigation and*

Material Developments" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Contingent Liabilities (to the extent not provided for)*" on pages 382 and 377. Our Company, our Subsidiaries, our Directors and our Promoters are, and may in the future be, party to litigation and legal, tax and regulatory proceedings, the outcome of which may affect our business, results of operations, financial condition and prospects. We cannot assure you that any of the outstanding litigation matters will be settled in favour of our Company, our Subsidiaries, Promoters or Directors, as applicable, or that no additional liability will arise out of these proceedings.

25 Land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to the land which we own or intend to acquire in connection with the development or acquisition of new hotels or properties, which could have an adverse impact on our business and operations.

There is no central title registry for real estate property in India and the documentation of land records in India has not been fully computerized. Property records in India are generally maintained at the state and district level and in local languages and are updated manually through physical records. Therefore, property records may not be available online for inspection or updated in a timely manner, may be illegible, untraceable, incomplete or inaccurate in certain respects, or may have been kept in poor condition, which may impede title investigations or our ability to rely on such property records. In addition, there may be a discrepancy between the duration of the principal lease under different orders issued by state governments in respect of a particular parcel of revenue land. Furthermore, title to land in India is often fragmented, and in many cases, land may have multiple owners.

The difficulty of obtaining title guarantees in India means that title records provide only for presumptive rather than guaranteed title. In addition, title insurance is not commercially available in India to guarantee title or development rights in respect of land. The absence of title insurance, coupled with the difficulties in verifying title to land, may increase our exposure to third party claims to the property. Title may also suffer from irregularities, such as non-execution or non-registration of conveyance deeds and inadequate stamping and may be subjected to encumbrances that we are unaware of. Any defects in, or irregularities of, title that we enjoy may prejudice our ability to continue to operate our hotels and commercial and real estate projects on such land and require us to write off substantial expenditures in respect of establishing such properties.

Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. Consequently, any acquisition of the land made by us is subject to risks and potential liabilities arising from inaccuracy of such information. For instance, the mutation of the records in relation to land situated at Chennai, Visakhapatnam and Hyderabad transferred to our Company from Gemini Hotels, Andhra Hotels Private Limited and Lake Plaza Hotels Private Limited, respectively, pursuant to the schemes of amalgamation in the years 2003 and 2008, is currently pending. Similarly, although the conveyance of Pune land is in favour of the Company, the mutation of the land to our Company is currently pending. Such inaccurate information and any defects or irregularities of title may result in the loss of title or development rights over the land, and the cancellation of our development plan in respect of such land. As a result, potential disputes or claims over title to the land on which our hotels are or will be situated may arise. Additionally, Government of Telangana, Revenue Department, Greater Hyderabad Municipal Corporation, has issued a notice dated October 22, 2020 ("**Notice**"), wherein it has proposed to acquire certain parcel of land, including from The Park Hotel, Hyderabad for construction of a road from Necklace Road Railway Station to Pattigada. We have submitted our objections dated December 5, 2020 to the Greater Hyderabad Municipal Corporation ("**GHMC**"), which was rejected by the GHMC ("**GHMC order**"). The GHMC order was set aside by the High Court of Telangana, pursuant to our appeal dated April 13, 2023 and was remanded back to the GHMC. For details, see "*Outstanding Litigation and Material Developments*" on page 384. Such disputes, whether resolved in our favour or not, may divert management's attention, harm our reputation or otherwise disrupt our business. Further, while we obtain title opinions and titles search reports of owned and leased premises, from local counsel and relevant subject matter experts on the properties over which our hotels are located, we may not be able to assess, identify or address all the risks and liabilities associated with the land, such as faulty or disputed title, unregistered encumbrances or adverse possession right, and any dispute in clear title of our hotel properties could have an adverse impact on our business and operations. See "*Risk Factors – Risk relation to our operations – Certain of our hotels are located in buildings and lands which have been leased to us by third parties. If we are unable to comply with* *the terms of the lease agreements, renew our agreements or enter into new agreements, our business, results of operations, financial condition and cash flows may be adversely affected*” on page 35.

26 We rely heavily on our existing brands and our inability to protect brand recognition or guard the value of our intellectual property rights may adversely affect our business.

We intend to continue to develop and increase the value of our brands including “THE PARK”, “THE PARK Collection”, “Zone by The Park”, “Zone Connect by The Park” and ‘*Flurys*’. We believe that brand awareness, image and loyalty are critical to our ability to achieve and maintain high average occupancy and average room rates, and to support the large number of hotels that we intend to operate and manage. We own the registered name and mark “THE PARK” under various classes under the Trade Marks Act, 1999. We also use various trademarks as part of our food and beverage and product offerings, which include Zen, Someplace Else, Tantra, Roxy, The Leather Bar, Pasha, Aqua, Monsoon, Playa. Kismet, and our spa and wellness offering, “Aura”, among others. As on date of this Draft Red Herring Prospectus, we have 178 registered trademarks and 38 trademarks which are pending registration under the Trade Marks Act, 1999 of which five trademarks have been opposed by third parties. Further, we have applied for registration of our new logo on a “prior use” basis, which as on the date of this Draft Red Herring Prospectus is pending. For details, see “*Government and Other Approvals*” on page 391. There can be no assurance that our applications for registration of these trademarks will be approved by the Trade Marks Registry in a timely manner, or at all.

Our success will also depend on our awareness of and our ability to prevent third parties from using our brands without our consent, which could in turn adversely affect our business and results of operations. We may not be able to prevent infringement of our trademarks. For example, we obtained an injunction from the High Court of Delhi at New Delhi on April 2, 2019 in relation to infringement of our trademarks “THE PARK” (word mark) and (logo) by the Lodha Developers Limited. There have been instances in the past whereby certain entities have applied for the registration of trade marks similar to our existing trademarks. While we have initiated opposition proceedings against such applications, we cannot assure the outcome of these proceedings. If our trademarks or other intellectual property are improperly used, the value and reputation of our brands including our restaurant brands could be harmed, and we could incur substantial costs in pursuing any claims relating to our trademarks, which may not be decided in our favour.

We consider our baking and presentation methods, including its packaging and the design of the interior of its food and beverage retail outlets, to be essential to the appeal of our products and brands. It may be difficult for us to prevent our competitors from successfully imitating the design of our food and beverage retail outlets, methods or recipes. If our competitors successfully imitate our preparation or presentation methods or recipes, the value of *“Flurys”* brand may be diminished and our market share may decrease. Furthermore, our competitors may be able to develop food preparation and presentation methods or recipes that are more appealing to consumers. If any of the above events occur, our business, prospects, profitability, financial condition and results of operations may be adversely affected.

We may be susceptible to claims from third parties asserting infringement and other related claims. In the event that any third party alleges proprietary rights over such brands and trademarks, we may be exposed to legal proceedings brought against us in respect of its use of the brands and trademarks. These legal proceedings may result in monetary losses, prevent us from further using such brands and trademarks and could have an adverse effect on our business, results of operations, cash flows and financial condition.

Risks related to the Objects of the Offer

27 *Our funding requirements and proposed deployment of the Net Proceeds towards repayment and/ or prepayment of all or certain portion of outstanding borrowing are based on management estimates and have not been independently appraised by any bank or financial institution. Variations in the utilization of the Net Proceeds would be subject to certain compliance requirements, and our inability to comply with such requirements may cause an adverse impact on our business and operations.*

We propose to utilise ₹ 5,500 million of our Net Proceeds for the repayment and/ or prepayment of all or certain portion of outstanding borrowing (including accrued interest) availed by our Company and for the general corporate purposes. For further details, see “*Objects of the Offer – Details of the Objects of the Net*

Proceeds - Repayment/ prepayment, in full or in part of certain outstanding borrowings availed by our Company" on page 110.

The funding requirements and deployment of the Net Proceeds mentioned as a part of the objects of the Offer towards repayment and/ or prepayment of all or certain portion of outstanding borrowing are based on internal management estimates and have not been appraised by any bank or financial institution or other independent agency. Furthermore, the deployment of the Net Proceeds is at the discretion of our management, in accordance with applicable laws.

In accordance with Section 13(8) and Section 27 of the Companies Act, we cannot change the utilization of the Net Proceeds, or the terms of any contract as disclosed in this Draft Red Herring Prospectus without obtaining the Shareholders' approval through a special resolution. We may not be able to obtain the Shareholders' approval in a timely manner, or at all, in the event we need to make such changes. In light of these factors, we may not be able to undertake variation of object of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business, results of operations and cash flows.

Further, we propose to repay certain loans obtained from ICICI Bank Limited from the Net Proceeds as disclosed in "*Objects of the Offer*" on page 110. ICICI Bank Limited, which is an affiliate of one of the Lead Managers to the Offer, ICICI Securities Limited, is not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. Loans and facilities sanctioned to our Company by ICICI Bank Limited are part of their normal commercial lending activity and we do not believe that there is any conflict of interest under the SEBI (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations. For details, see "*Objects of the Offer*" on page 110.

Other internal risks

28 If we pursue a strategy of expansion through acquisition of new hotels, we may be exposed to increased risks from future acquisitions, which we may not be able to successfully consummate or such acquisitions may not yield intended results leading to an adverse effect our business prospects, results of operations, financial condition, and cash flows.

We have experienced substantial growth in our operations and hotel portfolio since THE PARK hotel was first launched in Kolkata in 1967. As on the date of this Draft Red Herring Prospectus, we have grown our hotel portfolio to 27 hotels with a combined total of 2,111 operational rooms, along with 22 hotels under development and 9 under development motels under our brand "*Stop by Zone*" with a combined total of 1,928 rooms.

Our growth in the future will be significantly dependent upon our ability to locate and acquire/lease existing buildings or sites for hotel development at prices that enable us to enjoy an attractive return on investment and maintain high profit margins. However, we may not be able to identify suitable hotel properties, consummate a transaction on terms that are favourable to us, or achieve expected returns and other benefits. Hotels as may be acquired by us in the future may not be profitable or may not achieve sales levels and profitability that justify the investments made. We may not be able to effectively integrate and manage the acquired businesses, exert control over strategic decisions made by companies acquired or exert control over actions of our joint venture partners. Our acquisitions may entail financial and operational risks, including diversion of management attention from its existing core businesses. Future acquisitions could also result in the potential disputes and litigation proceedings, cost overrun, incurrence of debt, utilization of our internal accruals, increased contingent liabilities and increased operating expenses, all of which could adversely affect our business, financial condition, and results of operations.

In addition, competition among developers, investors, and other market participants, including competing hotel developers and operators, to acquire attractive sites and buildings has increased. If we cannot acquire/lease sites or buildings at sufficiently attractive prices, we may either need to defer expansion plans until prices return to attractive levels or accept higher acquisition costs. There can be no assurance that we will be successful at identifying and acquiring sites or buildings, or that we will be able to generate sufficient revenues from the sites or buildings that we acquire to maintain our profit margins.

Our success in this business is significantly dependent on our ability to improve and codify our management practices and hire and train sufficient management and operational staff. If we are unable to successfully manage our planned future growth, we may be unable to recoup costs spent on developing and initiating such growth, which may have a material adverse effect on our financial conditions and results of operations.

29 We may have entered into, and will continue to enter into, related party transactions. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

In the ordinary course of business, we have entered into and continue to enter into transactions with certain related parties. While all such related party transactions have been conducted on an arm's length basis, in ordinary course of business, and related-party transactions that we may enter into or have entered in the past are or have been subject to approval by our Board of Directors, as required under the Companies Act and the SEBI Listing Regulations, however, there can be no assurance that we could not have achieved more favorable terms had such transactions been entered into with non-related parties. We may enter into related party transactions in the future and cannot assure you that such future transactions, individually or in the aggregate, will not involve conflicts of interest. The following table sets forth the amount and percentage of the value of the related party transactions as a percentage of total income for years ended March 31, 2023, March 31, 2022 and March 31, 2021:

(in ₹ million, except percentages)

Particulars	**Year ended March 31, 2023**	**% of Total Income**	**Year ended March 31, 2022**	**% of Total Income**	**Year ended March 31, 2021**	**% of Total Income**
Transactions with related parties (before intercompany elimination)						
Hiring Charges	0.69	0.01%	0.10	0.00%	0.10	0.01%
Loan Given	20.40	0.39%	6.80	0.25%	3.00	0.16%
Loan repaid (Net)	0.50	0.01%	22.50	0.84%	12.00	0.63%
Interest Income	1.29	0.02%	1.90	0.07%	2.90	0.15%
Sale of goods	0.34	0.01%	0.23	0.01%	0.10	0.01%
Reimbursement of expenses	1.04	0.02%	-	0.00%	-	0.00%
Managerial Remuneration consists of Post Employment benefits, short term employment benefits and Sitting fee	105.30	2.01%	98.99	3.70%	49.89	2.62%
Management consultancy Service	22.84	0.44%	20.6	0.77%	15.00	0.79%
Total of related party transactions^ (A)	**152.40**		**151.12**		**82.99**	
Total Income as per Restated Consolidated Summary Statements (B)	**5,244.30**		**2,678.30**		**1,902.90**	
Related Party Transactions^ as a percentage of Total Income {(C)=(A/B*100)}	**2.91%**		**5.64%**		**4.36%**	

^*Arithmetic aggregate absolute total of related party transactions (before intercompany elimination)*

For more information regarding related party transactions, see "*Related Party Transactions*" on page 260.

30 We may be unable to successfully grow our business in new markets in India, which may adversely affect our business prospects, results of operations, financial condition and cash flows.

We seek to diversify our geographical footprint globally and in India, to reduce our exposure to local, seasonal and cyclical fluctuations and to access a more diversified guest base across geographies. For details on risk associated with seasonality of hospitality business, please see " - *Our business is subject to seasonal* *and cyclical variations that could result in fluctuations in our results of operations and cash flows".* We intend to strengthen and expand our portfolio to newer geographies across India such as Bihar, Orissa, Nagaland, Himachal Pradesh, Andaman & Nicobar Island, Jammu and Kashmir, Tamil Nadu**,** which typically attract significant traffic from leisure travellers. For details on our hotels under development and expansion plans, see, "*Our Business – Hotels under Development*" on page 211. Further, we have recently opened a roadside motel in Nandakumar, Purba Medinipur, Kolkata under our brand "*Stop by Zone*", and as part of our future development plans, we have currently leased 9 additional properties in Kolkata for development of road side motels. The total portfolio of properties under our pipeline for growth and expansion represents 1,928 rooms across hotels under luxury boutique upscale to upper midscale categories and motels under economic category. However, we cannot assure you that we will be able to grow our business in these markets. Inability to access infrastructure, certain logistical challenges in these regions and our relative inexperience with certain newer markets, may prevent us from expanding our presence in these regions.

Further, we may be unable to compete effectively with the services of our competitors who are already established in these regions. Our expansion plans may also result in increased advertising and marketing expenditure and challenges caused by distance, language and cultural differences. Further, the demand for our services may not grow as anticipated in certain newer markets if we are unable to grow our business in such markets. For instance, we have experienced low occupancy at Zone by the Park, Phalodi, one of our managed properties and has resulted in reduced management income to the Company. We cannot assure you that we will be able to successfully grow our business in new markets in India, which may adversely affect our business prospects, results of operations, financial condition and cash flows.

31 The hotel industry and retail food and beverage industry are intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

The hotel industry in India is intensely competitive. The international players, with a diversified portfolio, and global loyalty programs have established a strong presence in India (*Source: Horwath HTL Report*). We compete with large multinational and Indian companies, in each of the regions that we operate. In an environment where global hotel companies and brands can easily operate in India, the ability to create new hotel companies and brands is constrained by competitive pressure and more diversified backbone and management system needs for hotel companies (*Source: Horwath HTL Report*). Competitive factors at each hotel destination include room rates, quality of accommodation, location of the property, name recognition, service levels and convenience of location, and to a lesser extent, the quality and scope of other amenities. Some of our competitors may develop alliances to compete against us or have more financial and other resources. We cannot assure you that new or existing competitors will not significantly lower rates or offer greater convenience, services or amenities or significantly expand or improve facilities in a market in which we operate.

In addition, we must maintain the condition and attractive appearance of our hotels, which requires ongoing renovations and other improvements, including periodic repair and replacement of furniture, fixtures and equipment. Our competitors may significantly increase their marketing expenses to promote their hotels, which may require us to similarly increase our advertising and marketing expenses and change our pricing strategies, which may have an adverse effect on our cash flows. As a result, we cannot assure that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition.

The following table sets out the advertisement and sales promotion expenses made by our Company is last three Financial Years:

(in ₹ million, except percentages)

	Financial Year ended March 31,		
	2023	**2022**	**2021**
Advertisement and sales promotion	130.50	44.70	34.20
% of Total Income	2.49%	1.67%	1.80%

The retail food and beverage industry is also highly competitive where barriers to entry are low. Our competitors include large and diverse groups of bakery chains, restaurants, cafes, coffee joints and individual operators. Further, some of our competitors may have access to significantly greater resources, including the ability to spend more on advertising and marketing and hence the ability to compete more effectively. Our failure to compete effectively, including any delay in responding to changes in the industry and market or appropriately increasing our spending on marketing, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

32 We have experienced negative cash flows from investing and financing activities in the past. Any negative cash flows in the future could adversely affect our results of our operations and financial condition.

We have in the past, and may in the future, experience negative cash flows from investing and financing activities. The following table sets forth our net cash used in/ generated from operating, investing, and financing activities for the years indicated:

(in ₹ million)

	For the Financial Year		
	2023	2022	2021
Net cash flows from operating activities	1,763.25	581.12	266.06
Net cash flows (used in) investing activities	(421.34))	(221.08)	(253.06)
Net cash flows (used in) financing activities	(1,261.61)	(372.13)	(52.60)

We had negative net cash outflow from (a) investing activities primarily due to purchase of property, plant and equipment, capital work-in-progress and intangible assets, and (b) from financing activities primarily due to repayment of non-current borrowings, current borrowings, payment of lease liabilities and finance costs. Any negative cash flows in the future could adversely affect our results of operations and financial condition. For further details, see "*Management's Discussion and Analysis of our Financial Condition and Results of Operations"* on page 343.

33 Certain of our hotels are mortgaged with lenders. Failure to comply with the terms of the mortgage agreements could adversely affect our business, results of operations, financial condition and cash flows.

As on date of this Draft Red Herring Prospectus, 7 of our hotels, THE PARK Kolkata, THE PARK Hyderabad, THE PARK Navi Mumbai, THE PARK Visakhapatnam, THE PARK Bangalore, THE PARK, New Delhi and THE PARK Chennai were mortgaged as collateral to financial institutions pursuant to financing agreements, representing 1,101 rooms in aggregate. Pursuant to the terms of the financing agreements and mortgage agreements, we are required to comply with certain covenants and payment obligations. In the event that any security is enforced due to our non-compliance with the terms of the financing agreements and/or the mortgage agreements, we may be unable to utilise such hotels and our business, results of operations, financial condition and cash flows could be adversely affected. While, we have not had any instances in the past three Fiscals 2023, 2022, and 2021 wherein any security has been enforced due to our non-compliance with the terms of the financing agreements and/or the mortgage agreements, however we cannot assure that such instances will not occur in the future. There has been no default under the mortgage agreements in the past three Financial Years, and there have been no notices of default issued by lenders pursuant to which any repayment of our borrowings has been accelerated. Any default in terms and conditions or any covenants of mortgage agreements, could adversely affect our business, results of operations, financial condition, and cash flows. For details on past non-compliance of terms of financing covenants by our Company, see "*Risk Factors - We were not in compliance with certain covenants under certain of our financing agreements in the past and had delays in repayment of certain long-term rupee loans and working capital loans. In case of any breach of covenants or delay in repayment of facilities in the future, such non-compliance, if not waived, could adversely affect our business, results of operations and financial condition"* on page 40.

34 Our operations entail certain fixed costs and recurring costs, and our inability to reduce such costs during periods of low demand for our services may have an adverse effect on our business, results of operations, financial condition and cash flows.

Our operations entail certain fixed costs such as costs incurred towards the maintenance of our hotel properties, lease rentals for leased properties, rates and taxes, employee related costs, property taxes, administrative costs, as well as certain significant recurring costs such as utility expenses and insurance payments. We may also have to incur costs towards periodic repair and maintenance, or repair of defects at our hotels. The costs of running a hotel are relatively fixed than variable. Further, our hotels may be subject to increases in property charges, tax or regulatory charges, utility costs, insurance costs, repairs and maintenance costs and administrative expenses. While we have not experienced any material instances of such increases in the past three Financial Years, such occurrences in the future may adversely affect our business, results of operations and financial condition

The hotel industry experiences changes in demand and supply, which we may not be able to predict accurately. Consequently, we may be unable to reduce fixed and recurring costs in a timely manner, or at all, in response to a reduction in the demand for our services. As a result, during periods when the demand for our hotels decreases, the resulting decline in our revenues could have an adverse effect on our net cash flow, margins, and profits. This effect can be more pronounced during periods of economic contraction, or slow economic growth. Further, in the event we are required to shut down our hotels for any material refurbishment or rebranding, we may continue to incur certain fixed costs, while not deriving any revenue from such property. Such occurrences could adversely affect our business, results of operations and financial condition

35 We intend to refurbish, renovate, maintain, repair or further develop our existing hotel properties and resorts or retail food and beverage outlets which could result in cost and time overruns or disruptions of our hotel and retail operations.

In order to improve and maintain the conditions of our hotels, we conduct regular repair and maintenance of hotels that we own and operate. The following table sets forth certain information of repair and maintenance of hotels for the years indicated below:

(in ₹ million, except percentages)

Particulars	Year ended March 31,					
	Expense on Repair and Maintenance of Hotels					
	2023		2022		2021	
	Expense	As a % of Total Income	Expense	As a % of Total Income	Expense	As a % of Total Income
Repair and maintenance						
Buildings (A)	58.61	1.12%	36.70	1.37%	20.00	1.05%
Plant and equipment (B)	66.65	1.27%	53.60	2.00%	37.50	1.97%
Others (C)	65.16	1.24%	37.00	1.38%	26.50	1.39%
Total (D=A+B+C)	190.42	3.63%	127.30	4.75%	84.00	4.41%

These repair and maintenance including refurbishments may be more costly than expected and are subject to risk of delays, disruption to hotel operations and cost or time overruns. The costs of maintaining hotel properties and the risk of unforeseen maintenance or repair requirements tend to increase over time as the hotel properties age. In addition, even though the operations of hotels under refurbishment or development may continue, there may be instances where maintenance, renovation, refurbishment or development would result in significant disruption to hotel operations and adversely affect the revenues of the relevant hotels. However, any disruptions and other risks associated with refurbishments and further development of our hotels or our failure to improve and maintain the conditions of our hotels could have an adverse effect on our business, results of operations, financial condition and cash flows.

To remain competitive, we are constantly required to make capital investments, including but not limited to renovating or refurbishing its existing bakery outlets, restaurant, and cafes, setting up additional kitchens, the purchase of new equipment and upgrading and maintenance of existing processing facilities. The following table sets forth cash outflows for purchase of property, plant and equipment for the years indicated below:

(in ₹ million)

	For the Financial Year		
	2023	2022	2021
Purchase of property, plant and equipment	(420.65)	(273.98)	(413.76)

As a result of such renovation or refurbishing, there may be no revenue generated by the outlets in question. However, we have not had any instances in the last three Financial Years wherein no revenue was generated by the outlets on which the Company has made capital investments for their renovation or refurbishment.

Further, there can be no assurance that these capital investments will generate the level of return initially anticipated, due to changes in market environment and other factors.

In particular, if unforeseen market changes and corresponding declines in demand result in mismatch between the actual and anticipated demands of consumers, we may not be able to recover our capital expenditures or investments, in part or in full, or the recovery of such capital expenditures or investments may take longer than expected.

In addition, we may have made capital investments in the past that may still have a continuing impact on our operating results. While we evaluate each investment decision carefully, there is no assurance that its capital investments will generate the expected returns and if the expected returns are not generated, this may adversely affect our business, results of operations, financial condition, and cash flows.

36 Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows.

We maintain insurance policies in respect of the hotels that we own and operate, covering losses, including those arising from fire, accidents, calamities and acts of terrorism. With respect to losses which are covered by our policies, it may be difficult and may take time to recover such losses from insurers. In addition, we may not be able to recover the full amount from the insurer. There can be no assurance that our policies would be sufficient to cover all potential losses, regardless of the cause, or whether we can recover for such losses.

We could also be held liable for accidents that occur at our hotels or otherwise arise out of our operations. In the event of personal injuries, fires or other accidents suffered by our employees or other people, we could face claims alleging that we were negligent, provided inadequate supervision or be otherwise liable for the injuries. For details see- "*Risk Factors - Risks relating to our operations - We are exposed to a variety of risks associated with safety, security, and crisis management including risks associated with natural or man-made threats and accidents, which causes adverse impact on our business and operations.*" on page 33. Our properties are insured with independent third parties covering various aspects such as loss arising out of fire, terrorism, electronic equipment, commercial general liability, personal accident and money insurance. We also maintain accident group insurance for our employees. Following table sets out the insurance coverage on our total tangible assets for years indicated below:

Particulars	**March 31, 2023 (in ₹ million)**	**% to Total Tangible Assets**	**March 31, 2022 (in ₹ million)**	**% to Total Tangible Assets**	**March 31, 2021 (in ₹ million)**	**% to Total Tangible Assets**
Insured Assets	7,036.86	99.21	7,032.46	98.30	7,180.38	98.03
Uninsured Assets	56.33	0.79	121.63	1.70	144.61	1.97

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

37 Qila Mubarak Hotel is a protected site under Punjab Archaeological Sites Act, and any restrictions imposed by government authorities in upgradation, operation or maintenance of such premises may cause an adverse impact on business and operations of Apeejay North and the Company.

Pursuant to the Concession Agreement dated March 31, 2021 executed amongst Governor of the State of Punjab, acting through Punjab Heritage and Tourism Promotion Board, Apeejay North-West Hotels Private Limited, subsidiary of our Company and the Company, the concession to upgrade, operate and maintain premises situated at Qila Mubarak, Patiala, State of Punjab ("**Qila Mubarak Hotel**") as a heritage hotel on public private partnership model has been awarded in favor of the Apeejay North-West Hotels Private Limited ("**Apeejay North**") for a term of 50 years. Pursuant to notification No. 1/57/93-4S/227-273 dated August 18, 1994 issued by the Government of Punjab, under the Punjab Ancient Historical Monuments Archaeological Sites and Remains Act, 1964 ("**Punjab Archaeological Sites Act**"), Qila Mubarak Hotel has been listed as a protected monument. Punjab Archaeological Sites Act regulates the maintenance of protected sites and imposes certain restrictions for carrying construction related activities in the areas declared as protected sites under such Act. While the Apeejay North has been awarded the Concession Agreement by the Government of Punjab to upgrade, operate and maintain Qila Mubarak Hotel, any restrictions if imposed by the government authorities on construction or upgradation of Qila Mubarak Hotel being the protected site under Archaeological Sites Act, may limit Apeejay North to fulfill its obligations under Concession Agreement causing an adverse impact on business and operations of the Company.

38 Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements, and we may not be able to pay dividends in future.

Our Company has not declared dividends in the past. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends in the future. For details of dividend paid by our Company in the past, see "*Dividend Policy*" on page 261.

39 We are subject to risks relating to owning real estate assets including changes in local markets or neighbourhoods, lack of liquidity of real estate assets, uncertainty of market conditions, legal proceedings or regulatory actions by statutory authorities, which may have an adverse impact on our business and operations.

We are subject to risks that generally relate to real estate assets due to the hotel properties owned by us. Regulations and interest rates can make it more expensive and time-consuming to develop real estate property or expand, modify, or renovate our hotels. Changes in local markets or neighbourhoods may diminish the value of the real estate assets we hold. Real estate assets may not be as liquid as certain other types of assets, and this lack of liquidity may limit our ability to react promptly to changes in economic, market or other conditions.

We are also subject to the risk that government agencies in India may exercise rights of compulsory acquisition of certain land parcels. For instance, the Special Deputy Collector, Land Acquisition, Greater Hyderabad Municipal Corporation ("**GHMC**") issued notice dated October 22, 2020, for acquisition of land belonging to our Company measuring 1,586 sq. yds., for construction of a road. Our Company filed an appeal before the High Court of Judicature at Hyderabad against GHMC's order, pursuant to which the GHMC order was set aside and was remanded back to its office for re-consideration. The matter is currently pending. For details, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory or regulatory authorities*" on page 383.

Further, we have received certain show cause notices and demand letters for alleged non-compliance with bye laws and rules applicable on our properties. For instance, Land & Development Office, Ministry of Urban Development has issued demand letters and show-cause notices for alleged unauthorized construction and misuse at The PARK, New Delhi, *inter-alia* use of small portions of basement area for maintenance staff or office purposes, or for certain temporary structures. The matter is currently outstanding, and any adverse action including damages, additional charges, or penalty if levied on the Company may have an adverse impact on our business, operations, and reputation. Further, THE PARK, New Delhi has also been subject to proceedings initiated by the New Delhi Municipal Corporation ("**NDMC**") in relation to payment of property tax. Our Company has challenged the demand notices received from NDMC before the Delhi High Court and the matter is currently outstanding. Further, we may receive such show cause notices or demand notices in future from municipal or local authorities in whose jurisdiction our properties are situated, and we may also be subject to any legal proceedings that such authorities may initiate. Any adverse result in such legal proceedings may result in negative impact on our cash flows and may lead to impact on our business and operations. For details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Contingent Liabilities (to the extent not provided for)" on page 377*."

Our ability to dispose of real estate assets, if required, on advantageous terms depends on factors beyond our control, including competition from other sellers, demand from potential buyers and the availability of attractive financing for potential buyers. We cannot predict the various market conditions affecting real estate assets that may exist at any particular time in the future. Due to the uncertainty of market conditions that may affect the future disposition of our real estate assets, we cannot assure you that we will be able to sell our real estate assets at a profit in the future, if required.

40 Any interruption or failure of our information technology systems could impair our ability to effectively provide its services, which could damage its reputation.

Our ability to provide consistent and high quality services and to monitor our operations on a real-time basis across all our hotels depends on the continued operation of our information technology systems, including our online distribution, central reservations and customer relationship management systems. All of our properties are connected with a centralized reservation system equipped with the ability to manage and control distributions across all channels, bookings and rates through a common pool of inventory. For details, see "*Our Business - Information Technology*" on page 215. Any dispute or breach of terms of usage of centralized reservation system may disrupt our ability to use such system leading to an adverse impact on our business and operations. In addition, we depend on information technology to run our day-to-day operations, including, among others, hotel services and amenities such as guest check-in and check-out, housekeeping and room service and systems for tracking and reporting financial results of our hotels and our Company. Our technology platform plays an important role in the management of our revenues, inventory and loyalty programs. Any damage to or failure of our systems could interrupt our inventory management or affect service efficiency, consistency and quality or reduce our customer satisfaction.

Furthermore, our systems and technologies, including our website and database, could contain undetected errors or "bugs" that could adversely affect their performance or could become outdated. We may not be able to replace or introduce upgraded systems as quickly as our competitors or within the budgeted costs for such upgrades. If we experience system failures, our quality of service, customer satisfaction, and operational efficiency could be severely harmed, which could also adversely affect our reputation.

41 If we fail to stay current with developments in technology necessary for our business, our operations could be harmed and our ability to compete effectively could be diminished.

The hotel industry demands use of sophisticated technology and systems for property management, brand assurance and compliance, procurement, reservation systems, operation of our customer loyalty programs, distribution of hotel resources to current and future customers and guest amenities. These technologies may require refinements and upgrades. The development and maintenance of these technologies may require significant investment by us. We have instituted a corporate data centre, which is equipped with virtual server environment supported by multi-layered advanced security infrastructure, policies and procedures and advanced threat protection tools to protect against cyber-attacks. We are now migrating our corporate data center to a secured private cloud IaaS (Infrastructure as a Service) environment to ensure maximum uptime, cost-effectiveness, and scalability to accommodate future business requirements. We have upgraded our finance and accounting system to a cloud-based central ERP to ensure superior policy enforcement and control on accounts receivables, accounts payable, expenditures, assets, incomes and other transactional records. We are in the process of implementing the smart rooms, in-room entertainments, AI-based concierge system & mobile check-in facility to enhance the customer experience. Set out below cost spend in last three fiscals on computer systems and technology:

(in ₹ million, except percentages)

Particulars	**Fiscal 2023**	**Fiscal 2022**	**Fiscal 2021**
Computers	11.40	4.10	1.8
Computer Software's (Acquired)	7.60	3.49	1.30
Total	19.00	7.59	3.10
% to Total Income	0.36	0.28	0.07
% to Total Expenses	0.41	0.25	0.05

We cannot assure you that as various systems and technologies become outdated or new technology is required, we will be able to replace or introduce them as quickly as required or in a cost-effective and timely manner. We also cannot assure you that we will achieve the benefits we may have been anticipating from any new technology or system.

42 Compliance with data privacy norms may require us to incur significant expenditure, which may adversely impact our financial condition and cash flows. Further, failure to maintain the integrity of internal or customer data could result in harm to our reputation or subject us to costs, liabilities, fines or lawsuits.

We are subject to data privacy laws, rules and regulations that regulate the use of customer data. Compliance with these laws, rules and regulations may restrict our business activities, require us to incur increased expense and devote considerable time to compliance efforts. The existing and emerging data privacy regulations limit the extent to which we can use personal identifiable information and limit our ability to use third-party firms in connection with customer data. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain and are also subject to change and may become more restrictive in the future. In the month of August 2022, The Ministry of Electronics and Information Technology (Government of India) had withdrawn Personal Data Protection Bill, 2019. Further, the Digital Personal Data Protection Act, 2023 has been notified on August 11, 2023 ("**DPA**"). The DPA lays down framework for processing of digital personal data within India where such data is: (i) collected online, or (ii) collected offline and is digitised. It will also apply to the processing of personal data outside India, if it is for offering goods or services in India. DPA, *inter-alia,* provides for grounds for processing of personal data, requirement for obtaining consent from relevant data principal, provisions for protection of personal data in possession or control of data fiduciaries, obligation of data fiduciaries in relation to dealing with personal data.

In addition, our systems and proprietary data stored electronically, including our guests' sensitive personal and financial information, may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. Such technology systems may also be vulnerable to ransomware attacks, which may block or restrict access to these systems and impair their functionality, unless certain ransom money is paid. If such unauthorized use of our systems were to occur, data related to our customers and other proprietary information could be compromised. The integrity and protection of our customer, employee and company data is critical to our business. Our customers expect that we will adequately protect their personal information. A theft, loss, fraudulent or unlawful use of customer, employee or company data could harm our reputation or result in remedial and other costs, liabilities, fines or lawsuits.

43 Credit rating downgrades may increase our cost of capital and future fund raising may cause a dilution in your shareholding or place restrictions on our operations.

Any downgrade in our credit rating could adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. On April 4, 2023, while the Rating Committee of ICRA Limited has upgraded our long-term rating for term loan and fund-based limits to [ICRA] [BBB+] (Stable) from [ICRA] [BBB] (stable). Our short-term rating for fund-based limits and non-fund based limited has been upgraded to [ICRA] [A2] from [ICRA][A3+]we cannot assure you that we will be able to maintain or improve such credit ratings.

In the future, we may be required to raise additional funding to meet capital or operational expenditure requirements, to increase our shareholding in subsidiaries and/or associated companies. Such funding, if raised through the issuance of equity securities, may cause a reduction in the percentage ownership of our existing shareholders at that particular point in time. Alternatively, if such funding requirements are met by way of additional debt financing, we may have restrictions placed on us through such debt financing arrangements which may:

- limit our ability to pay dividends or require us to seek consents for the payment of dividends;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to pursue our growth plans;

- require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing the availability of our cash flow to fund capital expenditure, working capital requirements and other general corporate purposes; and

- limit our flexibility in planning for, or reacting to, changes in our business and our industry.

44 We are reliant on key members of our senior management team and our operations are dependent on our ability to attract and retain qualified personnel and any inability on our part to do so, could adversely affect our business, results of operations, financial condition, and cash flows.

Our success depends largely on the skills, experience and performance of key members of our senior management team. We are led by Priya Paul, chairperson of the Company, Karan Paul, Chairman of the Apeejay Surrendra Group and Vijay Dewan, managing director of the Company, each of whom has extensive experience in the hospitality and leisure industry. They are supported by an experienced management team comprising of key managerial personnel and senior management with demonstrated execution capabilities. We believe our core management team possesses the relevant mix of multi-disciplinary skills and experience, particularly in areas of product innovation, branding, and hotel design and construction, as well as hotel operations. However, there is no assurance that we will continue to have the service of the key members of our senior management team. If we were to lose one or more of these key employees, our ability to set and implement successfully our strategy could be materially adversely affected. Our attrition rate for the Key Managerial Personnel and senior management for financial years 2023, 2022, and 2021, is as follows:

	Financial Year ended March 31,		
Key Managerial Personnel and Senior Management	**2023**	**2022**	**2021**
Number of Key Managerial Personnel and Senior Management	12	13	14
Attrition Rate[(1)] (Key Managerial Personnel including Senior Management)	Nil	7.69%	7.14%

(1) *Attrition rate is calculated as the total number of Key Managerial Personnel and senior management who left the Company during the fiscal year divided by the total number of Key Managerial Personnel and senior management on the rolls of the Company during the fiscal year.*

As a service-oriented company, our operations are dependent on our ability to attract and retain qualified personnel since we aim to provide our guests with high levels of service. While we believe that we currently have adequate qualified personnel and senior management for our operations, we may not be able to continuously attract or retain such personnel on acceptable terms or find adequate replacements in a timely manner, given the demand for such personnel. We generally do not maintain significant key-person life insurance on our employees. High attrition across managerial and staff levels poses service limitations for hotels (*Source: Horwath HTL Report*), and the loss of the services of our key personnel may adversely affect our business, results of operations, financial condition and cash flows. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. Any inability or delay in the employment of qualified personnel or any significant increase in employee compensation will result in a corresponding increase in operational cost, which could adversely affect our business, results of operations, financial condition and cash flows.

45 Our Promoters, certain of our Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred and normal remuneration or benefits.

Our Promoters, certain of our Directors, Key Managerial Personnel and Senior Management may be regarded as having an interest in us other than reimbursement of expenses incurred and normal remuneration or benefits. Our Promoters, certain Directors, Key Managerial Personnel and Senior Management may be deemed to be interested to the extent of equity shares held by them, directly or indirectly, in our Company and Subsidiaries and amount of dividend or other benefits accrue to them owing to such shareholding. Our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. Our Promoters may be considered to be interested in relation to the (i) Brand Usage and Service Agreement, entered into with ASMSL, (ii) Business Transfer Agreement and (iii) Share Transfer Agreement entered with the Flurys' Swiss Confectionery. For details on the Business Transfer Agreement, Share Transfer Agreement and Brand Usage and Service Agreement, see "*History and Certain Corporate Matters – Shareholders' agreements*" on page 230. In addition, pursuant to the Shareholders' resolution passed in an EGM held on December 23, 2019, our Non-Executive Director, Karan Paul had entered into an arrangement with our Company, dated December 28, 2019, which has been further renewed on October 26, 2022 for a period of three years commencing from November 1, 2022 in accordance with Section 197 and other relevant provisions of the Companies Act, for providing consultancy services and advice to the Company relating to strategic, business and financial planning for an annual fee of ₹ 17.5 million. For further details in relation to the interests of our Promoters, Directors, Key Managerial Personnel and Senior Management, see "*Our Management*", "*Our Promoters and Promoter Group*" and "*Related Party Transactions*" on pages 236, 253 and 260, respectively.

46 Certain of our Promoters and our Directors are engaged in business activities which are similar to those undertaken by our Company and Subsidiaries, or have interests in other companies, which are in businesses similar to ours, which may result in conflicts of interest. Further, we have not entered into any non-compete arrangements with our Promoters.

A conflict of interest may occur between our business and other businesses in which our Promoters have interests, which could have an adverse effect on our operations. For example, Cha Bar is owned by Apeejay Oxford Bookstores Private Limited (a company forming part of Apeejay Surrendra group), which is engaged in the business of operating coffee shop and food joints, and Cha Bar's franchisee business is operated by Fusion Beverages Private Limited (a company forming part of Apeejay Surrendra group). Our Promoters may be considered to have interest in Cha Bar, which competes with our existing business.

Further, conflicts of interest may also arise out of common business objectives shared by us and certain of our Promoters. We cannot assure you that our Promoter will act to resolve any conflicts of interest in our favour, and they may take actions that are not in our best interest or that of our other shareholders. Our Promoters may compete with us and have no obligation to direct any opportunities to us. We cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

47 Any failure to maintain the quality and hygiene standards of the food products that we offer will adversely affect our business. We are further exposed to risks of slow-moving perishable stock, and any failure in maintaining quality standards may have an adverse effect on our business and operations.

In the food and beverage industry, it is essential that the quality of food products served be consistent and the food products are prepared hygienically and thus safe for consumption. In order to meet market demands, we typically maintain some inventory for our products, ranging from raw materials to semi-processed and finished products.

A risk of contamination or deterioration exists during each stage of the production cycle, including during the production and delivery of raw materials, the packaging of our products, the stocking and delivery of our products to our retail outlets, restaurants and cafes and the storage and shelving of our Company's products at the final points of sale. Any such contamination or deterioration or any decline in the standards of hygiene or the consistency in the quality of our food products could result in a recall of our products and/ or criminal or civil liability and restrict our ability to sell our products which, in turn, could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, from time to time, we may be subject to false claims of contamination which could create negative publicity that could adversely affect our reputation and product sales, which could also adversely affect our business, financial condition, results of operations and prospects. While, we have not had any such instances in the last three years, but we cannot assure that we may not be subject to such false claims in the future.

Further, the maintenance of inventory levels to meet demands also exposes us to the risk of product wastage as our products may be perishable. In the event that products cannot be sold, these products will have to be disposed of, and this may result in losses to our Company and adversely affect our results of operations. In addition, we may not be able to ensure that our third-party suppliers maintain the quality of the materials they supply to us in future which may in turn affect the quality of our food products, even though we have not had any material instances of lapse in quality or standard of material supplied by them in the past three Financial Years.

48 We are dependent on a constant flow of key supplies and any disruption to supply could affect our business. Any such increase in their costs will adversely affect our profitability and financial performance.

We are highly dependent on a consistent and sufficient supply of ingredients that meet our quality standards and shortages of key food products may lead to price increases for those ingredients. Further, supply and prices of ingredients are subject to various factors beyond our control, including climate, seasonality, exchange rates, import tariffs and applicable laws, rules, regulations and policies in relation to the sale and/or import of these ingredients. Any such increase in costs will adversely affect our profitability and financial performance as we purchase key ingredients such as fresh seafood, meat and vegetables, sauces, marinades and semi-finished food products on a daily or weekly basis from our suppliers. If our suppliers are unable to supply us with sufficient key ingredients or we are unable to secure a supply of alternative ingredients that comply with our stringent standards, we may be adversely affected by delays or lost deliveries resulting in a shortage of ingredients, interruptions to our business and are susceptible to increases in the cost of ingredients.

There may also be instances where the conditions of our food ingredients deteriorate due to delivery delays, malfunctioning of refrigeration facilities or poor handling during transportation by our logistics staff or suppliers. This may result in a failure of our Company to provide quality food and services to our customers, thereby damaging our reputation, which may materially and adversely affect our business, financial condition, results of operations and/or prospects.

49 Disruptions or lack of basic infrastructure such as electricity and water supply could adversely affect our operations.

We require a significant amount and continuous supply of electricity and water and any disruption in the supply thereof could affect the operations of our hotels and the services to our guests. We currently source our water requirements from governmental water supply undertakings and water tankers and depend on state electricity boards and private suppliers for our energy requirements. Although we have diesel generators to meet exigencies at all of our hotels, we cannot assure you that our hotels will have sufficient power during power failures.

For example, in March 2019, the hotel transformer at THE PARK Visakhapatnam had malfunctioned due to a short circuit in its core winding. This resulted in a disruption to our supply of electricity for a few days before we sourced and installed temporary transformer from a local supplier. In October 2014, THE PARK Visakhapatnam had also suffered disruption to electricity and water supply for 15 days due to Cyclone Hudhud, a tropical cyclone that had extensive damage and loss of life.

Accordingly, there can be no assurance that there will be no disruption to basic infrastructure in future and any failure on our part to obtain alternate sources of electricity or water, in a timely fashion, and at an acceptable cost, may have an adverse effect on our business, results of operations, financial condition and cash flows.

50 We have a large number of personnel deployed across our hotels. Consequently, we may be exposed to service-related claims and losses or employee strikes, disruptions and work stoppages that could have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.

We deploy a large workforce across our hotels. As of June 30, 2023 we had 1,953 on-roll employees across our operations**.** addition to our on-roll employees, we also utilised personnel engaged on a contractual basis The risks associated with the utilization of a large number of personnel include possible claims relating to:

- actions, inactions, errors or malicious acts by our personnel or third-party service providers, including matters for which we may have to indemnify the guests at our hotels;
- failure of our personnel or third-party service providers to adequately perform their duties;
- violation by personnel of security, privacy, health and safety regulations and procedures;

- injury or damages to any guest's person or property due to negligence of our personnel or third-party service providers; and

- criminal acts including sexual harassment, torts or other negligent acts by our personnel or third-party service providers.

In the past there have been a few instances where allegations have been made by guests against our employees in relation to acts of criminal nature, for details see- "*Risk Factors - Risks relating to our operations - We are exposed to a variety of risks associated with safety, security, and crisis management including risks associated with natural or man-made threats and accidents, which causes adverse impact on our business and operations*" on page 33. While these claims may not be directly related to Company, these claims may result in negative publicity, adversely impact the reputation of our brand and may also adversely affect operations of our other properties. We may also be affected in our operations by the acts of third parties, including sub-contractors and service providers. Any losses that we incur in this regard may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.

Our operations could also be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees. Although we have not experienced any material labour unrest in the last three Financial Years, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force. In the event our employee relationships deteriorate, or we experience significant labour unrest, strikes and other labour action, work stoppages could occur and there could be an adverse impact on our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations, financial condition and cash flows.

51 We rely on various contractors or third parties in developing our hotels, and factors affecting the performance of their obligations could adversely affect our projects.

Most of our hotels require the services of contractors and various other parties including architects, engineers, consultants and suppliers of labour and materials for such projects. The timing and quality of construction of these projects that we develop depends on the availability and skill of these parties, as well as contingencies affecting them, including labour and construction material shortages and industrial action such as strikes and lockouts. We may not be able to identify appropriately experienced third parties and cannot assure you that skilled third parties will continue to be available at reasonable rates and in the areas in which we undertake our projects, or at all. As a result, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of contracted services and any delay in project execution could adversely affect our profitability. In addition, if such contractors or third parties do not complete our orders in a timely manner or match our requirements on quality, our reputation and financial condition could be adversely affected.

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract labour for performance of certain of our operations. Although we do not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractor. Any requirement to fund their wage requirements may have an adverse impact on our results of operations, financial condition and cash flows. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as notified and enforced by the central government and adopted with such modifications as may be deemed necessary by the respective state governments, we may be required to absorb a number of such contract labourers as permanent employees. In the event of any non-compliance by contractors with statutory requirements, legal proceedings may be initiated against us. Accordingly, any such order from a regulatory body or court may have an adverse effect on our business, results of operations, financial condition and cash flows. However, there have not been any instances in the last three Financial Years of orders issued by regulatory body against the Company or legal proceedings initiated against the Company, owing to any non-compliance by such contractors with applicable statutory requirements.

52 This Draft Red Herring Prospectus contains information from industry reports from certain agencies commissioned by us, including Horwath HTL, CRISIL, and Anarock which has been exclusively commissioned and paid for by our Company solely for the purposes of the of confirming our

understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks.

This Draft Red Herring Prospectus contains information from industry reports from certain agencies commissioned by us, including Horwath HTL, CRISIL and Anarock, exclusively commissioned and paid for by our Company, pursuant to an engagement with our Company and such industry and third-party related information has not been independently verified by us. The reports use certain methodology for marketing and forecasting. We commissioned the Industry Reports for the purpose of confirming our understanding on the Indian hospitality business, and the future outlook of the industry in India.

Moreover, the industry sources including the Industry Reports contains certain industry and market data, based on certain assumptions. Such assumptions may change based on various factors. Further, the Industry Report uses certain methodologies for market sizing and forecasting. There are no standard data gathering methodologies in the hospitality sector, and methodologies and assumptions vary widely among different industry sources. Industry sources and publications are prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the Industry Reports or any other industry data or sources are not recommendations to invest in any company covered in the Industry Reports. In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the Horwath HTL, CRISIL Report and Anarock Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report or Horwath HTL Report or Anarock Report before making any investment decision regarding the Offer See "*Certain Conventions, Presentation of Financial, Industry and Market Data", "Forward-Looking Statements"* and "*Industry Overview*" on pages 17, 20 and 140 respectively.

53 Statements as to the period in which our properties under development are expected to commence operations and the number of rooms or leasable area expected in such properties are based on management estimates and have not been independently appraised and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks.

The expected period of opening or commencement of operations for our hotels under development or and the number of rooms or leasable area expected in such properties, presented in this Draft Red Herring Prospectus, is based on management estimates and has not been independently appraised. The expected date of opening or commencement of operations, number of hotels, number of rooms, and size actually developed may differ, based on various factors such as market conditions, modifications of engineering or design specifications, changes in regulatory requirements, stipulations in the consents and approvals we receive and any inability to obtain required consents and approvals. Investors are cautioned to not place undue reliance on these numbers in their evaluation of our business, prospects and results of operation. In the event that such management estimates are incorrect, there could be a material adverse effect on our business, financial condition, profitability, results of operations and cash flows.

54 This Draft Red Herring Prospectus contains certain non-GAAP financial measures related to our operations and financial performance. These non-GAAP measures may vary from any standard methodology that is applicable across the hospitality industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other company engaged in hospitality sector.

Certain non-GAAP financial measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of hospitality companies, many of which provide such non-GAAP financial measures and other operational information when reporting their financial results. These non-GAAP financial measures and other information relating to our operations and financial performance are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP and may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other hospitality companies. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures are not standardised terms, hence a direct comparison of these non-GAAP measures between companies may not be possible. Other companies may calculate these non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 349.

External Risk Factors

55 The occurrence of natural or man-made disasters, including outbreak of pandemic disease, could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease, with the most recent example being the global outbreak of COVID-19, man-made disasters including actual or threatened acts of terrorism or war, geo-political crisis, civil unrest and military actions, and travel-related accidents or industrial actions, could reduce domestic or international travel and adversely affect the room rates and occupancy levels of our hotels, and our results of operations, cash flows or financial condition. In particular, increased political instability, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several regions in which we operate, strained relations arising from these conflicts and the related decline in customer confidence may hinder our ability to do business and adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In recent years, India has witnessed local civil disturbances and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

These events have had, and may continue to have, an adverse impact on the Indian and the global economy and customer confidence and sentiments, which could, in turn, lead to a decrease in the demand for hotel rooms and adversely impact our operations and financial results. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

56 If the rate of Indian price inflation increases, our results of operations and financial condition may be adversely affected.

In recent years, India's wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a rise in the cost of transportation, wages, raw materials or any other expenses. If this trend continues, we may be unable to reduce our costs or pass our increased costs on to our clients and our results of operations and financial condition may be adversely affected.

Inflation, measures to combat inflation and public speculation about possible governmental actions to combat inflation have also contributed significantly to economic uncertainty in India and heightened volatility in the Indian capital markets. Periods of higher inflation may also slow the growth rate of the Indian economy and increase some of our costs and expenses. Moreover, the reporting currency of our financial statements is the Indian Rupee, and fluctuations in the value of the Indian Rupee that result from inflation, could affect the Company's results of operations, financial condition and cash flows. To the extent that the demand for the hotel rooms decreases or costs and expenses increase, and we are not able to pass those increases in costs and expenses on to our customers, our operating margins and operating income may be adversely affected, which could have a material adverse effect on our business, financial condition and results of operations.

57 Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, changes in corporate tax rate may affect our business, prospects and results of operations.

Moreover, the Government of India implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017 that combines multiple taxes and levies by the Central and State Governments into a unified tax structure. While the Government of India and certain state governments have announced that all committed incentives will be protected following the implementation of the GST, given that the various rules and regulations regarding the new regime are being evaluated in terms of various implications concerning the GST, we cannot provide you with any assurance as to this or any other aspect of the tax regime following implementation of the GST including anti-profiteering regulations of the new tax regime and availability of input tax credit ("**ITC**"). The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any future increases in taxation or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Further, the Finance Act, 2023 has proposed to consider perquisites or benefits arising from business whether convertible into money or not or payable in cash or kind, as taxable income. Such changes may adversely affect our business, prospects, financial condition, cash flows and results of operations.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

The Government of India has announced the Union Budget for Fiscal 2024, pursuant to which the Finance Bill, 2023, introduced various amendments to taxation laws in India. The Finance Bill received assent from the President of India on March 31, 2023, and has been enacted as the Finance Act, 2023. We cannot predict whether any amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business and operations or on the industry in which we operate.

58 We may be affected by competition law in India and any adverse application or interpretation of the Competition Act may in turn adversely affect our business.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to prevent such practices. The Competition Act has been recently amended pursuant to Companies (Amendment) Act, 2023, which has, *inter-alia* increased the scope of agreements to be reviewed by the Competition Commission of India and reporting of transaction to Competition Commission of India will be based on deal value of acquisition, merger or amalgamation, instead on asset or turnover. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it may adversely affect our business, financial condition, cash flows, results of operations and prospects.

59 Any downgrading of India's rating by an Indian or an international rating agency could have a negative impact on our business on our ability to obtain financing in the future for capital expenditures and on the trading price of the Equity Share.

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are outside the control of our Company. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available.

60 A slowdown in economic growth in India could have an adverse effect on our business, results of operations, financial condition and cash flows.

We operate in the upscale and upper midscale hotel categories in India, where consumer demand for our services is highly dependent on the general economic performance in India and globally. Variability of results through some of the cycles in the past has been more severe due to changes in the supply of hotel rooms in given markets or in given categories of hotels. Any future slowdown in economic growth could affect business and personal discretionary spending levels and lead to a decrease in demand for our services for prolonged periods.

Such events could lead to a reduction in revenue derived from our hotels we own and operate as well as the hotels that we manage. During periods of such economic contraction, we may have to delay or cancel our ongoing or proposed investments in new projects or our ongoing investments in developing new properties may not yield results that we anticipated. We cannot assure you that such macroeconomic and other factors, which are beyond our control would not significantly affect demand for our services. Consequently, the occurrence of such events could have an adverse effect on our business, results of operations, financial condition and cash flows.

India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, such as earthquakes, tsunamis, floods and drought, increases in commodity and energy prices, and protectionist efforts in other countries or various other factors. During 2020, the overall economy was adversely affected on account of the impact of COVID-19 across industries and sectors. Despite the recent signs of an economic turnaround in the Indian economy, there is no assurance that growth will not slow down again or that inflation will not increase further in the future. It is difficult to gauge the impact of these fundamental economic changes on our business. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. For details, see "*Risk Factors – Risks relating to our operations - The COVID-19 pandemic or any future pandemic or widespread public health emergency, could affect our business, financial condition, cash flows and results of operations.*" *on page* 39.

Further, India has in the past experienced high rates of inflation. In addition, from time to time, the Government of India has taken measures to control inflation, which have included tightening monetary policy by raising interest rates, restricting the availability of credit and inhibiting economic growth.

61 Political instability or significant changes in the economic liberalization and deregulation policies of the Government, or in the government of the States where we operate, could disrupt our business.

We are incorporated in India and our assets are located in India. Consequently, our performance and liquidity of the Equity Shares may be affected by any changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

In recent years, the Indian governments have generally pursued a course of economic liberalisation and deregulation aimed at accelerating the pace of economic growth and development. This has included liberalising rules and limits for foreign direct investment in a number of important sectors of the Indian economy, including infrastructure, railways, services, pharmaceuticals and insurance. In addition, the current Indian government has pursued a number of other economic reforms, including the introduction of a goods and services tax and reduced corporate taxation.

There can be no assurance that the government's policies will succeed in their aims, including facilitating high rates of economic growth. There may be change in the existing framework of policies. New or amended policies may be unsuccessful or have detrimental effects on economic growth. In the past, government corruption scandals and protests against economic reforms, as well as social and ethnic instability and terrorist incidents have hampered the implementation of economic reform.

The government policies have impacted sentiments and the economy, and the rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. A significant change in India's economic liberalization and deregulation policies, in particular, those relating to the businesses in which we operate, could disrupt business and economic conditions in India generally and our business in particular.

62 Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition.

Our restated Ind AS consolidated summary statements of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021 and the restated Ind AS consolidated summary statements of profit and loss (including other comprehensive income), restated Ind AS consolidated summary statement of changes in equity and restated Ind AS consolidated summary statement of cash flows for each of the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the summary of significant accounting policies, and other explanatory information, derived from audited annual consolidated financial statements for each of the years ended March 31, 2023, March 31, 2022 and March 31, 2021, which have been prepared in accordance with the Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with generally accepted accounting principles including Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited.

63 Investors may not be able to enforce a judgment of a foreign court against our Company.

Our Company is incorporated under the laws of India, majority of our Directors and all of our Promoters, Key Management Personnel and senior management reside in India. Majority of our assets, and the assets of certain of our Promoters, Directors, Key Management Personnel and other senior management, are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions which includes the United Kingdom, Singapore, Hong Kong and the United Arab Emirates. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedures, 1908 (the "**Civil Code**"). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgment. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India.

As a result, you may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

64 Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy may be influenced by economic and market conditions in other countries, including conditions in the United States, Europe and Asia. In particular, the ongoing military conflicts between Russia and Ukraine could result in increased volatility in, or damage to, the worldwide financial markets and economy. Increased economic volatility and trade restrictions could result in increased volatility in the markets for certain securities and commodities and may cause inflation. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

Risks Relating to the Offer and the Equity Shares

65 Shareholders may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares is generally taxable in India. Any gain realized on the sale of listed equity shares on or before March 31, 2018, on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if securities transaction tax, or STT, has been paid on the sale transaction and, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or before October 1, 2004, except in the case of such acquisitions of such equity shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, has levied taxes on such long-term capital gains arising from sale of equity shares on or after April 1, 2018. However, where specified conditions are met, such long-term capital gains are only taxed to the extent they exceed ₹100,000 and unrealised capital gains earned up to January 31, 2018 continue to be exempt. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to the payment of STT, on the sale of Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which our Equity Shares are sold. Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non –delivery basis is specified at 0.003% of the consideration amount. These amendments were notified on December 10, 2019 and have come into effect from July 1, 2020.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of Equity Shares. Additionally, the Finance Act, 2020 does not require dividend distribution tax to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Further, the Government of India recently proposed additional tax measures in Finance Bill, 2022 and Union Budget for Fiscal 2023, which among others, require taxpayers to explain sources of cash credits, introduce a separate 30% tax on income from virtual digital assets, extend the anti-tax avoidance provision to bonus stripping of securities and repeal the 15% concessional rate on foreign dividends. The Finance Bill has received assent from the President of India on March 30, 2022, and has been enacted as the Finance Act. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations.

66 Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

67 The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The Offer Price of the Equity Shares will be determined by our Company in consultation with the Selling Shareholders and the BRLMs, and through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Offer Price*" on page 124 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding and any sale of Equity Shares by our Promoters and other major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding. The disposal of Equity Shares by our Promoters or any of our Company's other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. Further, we cannot assure you that our Promoters and other major shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

68 The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. As a result of these factors, investors may not be able to resell their Equity Shares at or above the Offer Price.

69 ***Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may lead to us triggering the parameters listed by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

70 Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may face more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

71 Any future issuance of Equity Shares or securities linked to Equity Shares may dilute your shareholding, and sale of our Equity Shares by our Promoter or other major shareholders may also adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by the company may lead to dilution of a shareholder's shareholding in the Company. In addition, any sales of substantial amounts of the Equity Shares in the public market after the completion of this Offer, including by the Promoter or other major shareholders after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations), or any other change in the shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India, or the perception that such sales, pledge or encumbrance could occur, could adversely affect the market price of the Equity Shares and could materially impair the future ability to raise capital through offerings of Equity Shares.

The Promoters and members of the Promoter Group currently hold an aggregate of 94.18% of our outstanding Equity Shares. After the completion of the Offer, the Promoters and members of the Promoter Group will continue to hold [•]% of outstanding Equity Shares. It cannot be predicted what effect, if any, market sales of our Equity Shares held by the Promoter or other major shareholder or the availability of these Equity Shares for future sale will have on the market price of the Equity Shares.

72 Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by the equity shareholders of such company.

However, if the law of the jurisdiction that you are located in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell them for your benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional ownership position may be diluted and your interests in our Company may be reduced.

73 QIBs and Non- Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after the Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs, and Non- Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIBs can revise or withdraw their Bids during the Bid/Offer Period. While the Company is required to complete Allotment pursuant to the Offer within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment.

The Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell Equity Shares Allotted pursuant to the Offer or cause the trading price of Equity Shares to decline on the listing. QIBs and Non- Institutional Bidders will, therefore, not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political, or economic conditions, the business of the company, results of operations, cash flows, or otherwise, between the dates of submission of their Bids and Allotment.

74 There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all. You may not be able to sell, any of the Equity Shares you purchase in the Offer immediately on an Indian stock exchange.

The Equity Shares will be listed on the Stock Exchanges in India. Pursuant to the applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant and listing is expected to commence within the period as may be prescribed under applicable law. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

75 Non-resident investors are subject to investment restrictions under Indian laws, which limit the ability to attract foreign investors, which may adversely impact the market price of Equity Shares.

Foreign ownership of Indian securities is subject to Government regulation. Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or does not fall under any of the exceptions specified by the RBI, then prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no objection or a tax clearance certificate from the Indian income tax authority. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. Further, pursuant to Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, can only be made through Government approval route, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. The Company cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms, or at all. For further details, please see "*Restriction on Foreign Ownership of Indian Securities*" on page 442.

76 The Company will not receive the entire proceeds from the Offer. The Selling Shareholders in the Offer for Sale will receive proceeds as part of the Offer for Sale.

The Offer comprises a Fresh Issue of [●] Equity Shares aggregating up to ₹ 6,500 million by the Company and an Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 4,000 million by the Selling Shareholders**.** The proceeds from the Offer for Sale will be paid to the Selling Shareholders in proportion to their respective portion of the Offered Shares (after deducting applicable Offer related expenses and relevant taxes thereon) and the Company will not receive any such proceeds. For further details, please see the sections "*Objects of the Offer*" and "*Capital Structure*" on pages 108 and 92, respectively.

77 The requirements of being a listed company may strain resources of the company.

The company is not a listed company and has historically not been subjected to the compliance requirements and increased scrutiny of the affairs by shareholders, regulators and the public at large associated with being a listed company. As a listed company, the company will incur significant legal, compliance, accounting, corporate governance and other expenses that it did not incur as an unlisted company. It will be subject to the SEBI Listing Regulations which will require the company to file audited annual and unaudited quarterly reports with respect to its business and financial condition. If the Company experience any delays, it may fail to satisfy the reporting obligations and/or it may not be able to readily determine and accordingly report any changes in the results of operations or cash flows as promptly as other listed companies.

Further, as a listed company, it will be required to maintain and improve the effectiveness of disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of the disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the management's attention may be diverted from the business concerns, which may adversely affect the business, prospects, financial condition, results of operations and cash flows. In addition, the company may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but cannot assure that it will be able to do so in a timely and efficient manner.

SECTION III: INTRODUCTION

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Consolidated Summary Statements. The summary financial information presented below should be read in conjunction with "*Restated Consolidated Summary Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 262 and 343, respectively.

[*The remainder of this page has intentionally been left blank*]

Summary of Restated Assets and Liabilities

(All amounts in Rupees millions, unless otherwise stated)

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
ASSETS			
Non-current assets			
Property, plant and equipments	8,193.65	8,254.50	8,425.35
Capital work-in-progress	345.69	292.29	274.50
Investment Properties	1,814.87	1,406.77	1,414.40
Goodwill	228.10	228.10	228.10
Other Intangible assets	261.22	277.62	296.80
Right-of-use asset	1,423.89	1,253.99	1,202.60
Financial Assets			
(i) Investments	0.20	0.20	0.20
(ii) Loans	62.60	61.50	88.80
(iii) Other financial assets	194.10	136.70	140.90
Income Tax Assets (net)	20.90	65.19	36.64
Other non-current assets	144.80	106.90	112.50
	12,690.02	**12,083.76**	**12,220.79**
Current assets			
Inventories	134.78	100.60	99.20
Financial Assets			
(i) Trade receivables	261.00	190.20	195.40
(ii) Cash and cash equivalents	168.70	89.20	100.40
(iii) Other bank balances	3.50	3.30	3.40
(iv) Loans	1.30	0.50	1.00
(v) Other financial assets	58.90	64.00	59.70
Other current assets	299.70	220.20	123.50
	927.88	**668.00**	**582.60**
Total assets	**13,617.90**	**12,751.76**	**12,803.39**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	174.66	174.66	174.66
Other equity	5,382.16	4,910.47	5,188.10
Equity attributable to equity holders of the parent	**5,556.82**	**5,085.13**	**5,362.76**
Non Controlling interest	(2.20)	(1.83)	(0.74)
Total equity	**5,554.62**	**5,083.30**	**5,362.02**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	5,010.20	4,780.10	4,696.40
(ii) Lease liabilities	434.30	263.80	195.80
(iii) Other financial labilities	4.60	4.65	0.37
Provisions	70.30	72.50	75.20
Deferred tax liabilities (net)	317.48	190.03	324.80
	5,836.88	**5,311.08**	**5,292.57**
Current liabilities			
Financial liabilities			
(i) Borrowings	658.60	1,446.69	1,238.00
(ii) Lease liabilities	71.20	46.20	25.20
(iii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	29.70	18.96	22.60
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	536.15	425.13	480.80
(iv) Other financial liabilities	681.96	211.10	200.60
Provisions	103.19	86.90	89.20
Other current liabilities	145.60	122.40	92.40
	2,226.40	**2,357.38**	**2,148.80**
Total liabilities	**8,063.28**	**7,668.46**	**7,441.37**
Total equity and liabilities	**13,617.90**	**12,751.76**	**12,803.39**

Summary of Restated Profit and Loss

(All amounts in Rupees millions, unless otherwise stated)

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
I Income			
Revenue from contracts with customers	5,061.30	2,550.20	1,788.30
Other income	183.00	128.10	114.60
Total income (I)	**5,244.30**	**2,678.30**	**1,902.90**
II Expenses			
Food and beverages consumed	686.60	353.50	271.79
(Increase)/Decrease in inventories of finished goods	(0.67)	-	(0.95)
Employee benefit expenses	995.00	642.20	551.80
Finance costs	623.30	600.10	568.80
Depreciation and amortisation expense	492.98	400.72	377.00
Other expenses	1,792.42	1,099.67	851.80
Total expenses (II)	**4,589.63**	**3,096.19**	**2,620.24**
III Restated Profit/ (Loss) before exceptional items and tax (I - II)	**654.67**	**(417.89)**	**(717.34)**
IV Exceptional Loss	-	-	(150.70)
V Restated Profit/ (Loss) before tax (IV + V)	**654.67**	**(417.89)**	**(868.04)**
VI Tax expense			
Current tax	42.71	-	-
Deferred tax expense/ (credit)	131.34	(135.87)	(109.20)
Total tax expense/ (credit) (VI)	**174.05**	**(135.87)**	**(109.20)**
VII Restated Profit/ (Loss) for the year (V - VI)	**480.62**	**(282.02)**	**(758.84)**
VIII Other comprehensive income/ (loss)			
Items that will not be reclassified to profit or loss in subsequent periods			
- Re-measurement gains/ (losses) on defined benefit obligations	(13.20)	4.41	11.30
- Tax effect on above	(3.90)	1.10	(0.20)
Restated other comprehensive income/ (loss) for the year, net of tax	**(9.30)**	**3.31**	**11.50**
IX Restated total comprehensive income/ (loss) for the year, net of tax (VII + VIII)	**471.32**	**(278.71)**	**(747.34)**
X Restated profit/ (loss) for the year attributable to:			
- Equity holders of the parent	480.99	(280.94)	(757.80)
- Non-controlling interest	(0.37)	(1.08)	(1.04)
Restated other comprehensive income/ (loss) for the year attributable to:			
- Equity holders of the parent	(9.30)	3.31	11.50
- Non-controlling interest (Below rounding off norms)	-	(0.00)	(0.00)
Restated total comprehensive income/ (loss) for the year attributable to:			
- Equity holders of the parent	471.69	(277.63)	(746.30)
- Non-controlling interest	(0.37)	(1.09)	(1.04)
XI Restated earnings/(loss) per equity share of face value of INR 1 each attributable to equity holders of the parent (EPS)			
Basic and Diluted (INR)	2.75	(1.61)	(4.34)

Summary of Restated Cash Flows

(All amounts in Rupees millions, unless otherwise stated)

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
A. Operating activities			
Restated profit/ (loss) before tax for the year	**654.67**	**(417.89)**	**(868.04)**
Adjustments to reconcile profit/ (loss) before tax to net cash flows:			
Depreciation and amortisation expense	492.98	400.72	377.00
Loss on disposal of property, plant and equipments (net)	2.00	8.20	2.50
Net gain on foreign currency translation	-	-	(10.70)
Interest income on advances, deposits and tax refunds	(12.90)	(15.30)	(27.10)
Finance costs	623.30	600.10	568.80
Bad debts / advance written off	15.20	1.00	7.00
Liabilities no longer required written back	(10.70)	(26.90)	(22.80)
Provision for doubtful debts no longer required written back	(2.80)	-	(0.90)
Amortisation of deferred Revenue	(10.10)	-	0.60
Provision for doubtful debts and advances	-	6.10	26.10
Operating profit before working capital changes	**1,751.65**	**556.03**	**52.46**
Changes in Working Capital :			
(Increase)/ Decrease in trade receivables	(79.47)	2.72	(5.40)
(Increase)/ Decrease in other financial assets and Other assets	(125.63)	(85.48)	127.10
(Increase)/ Decrease in inventories	(34.17)	(1.33)	16.90
Increase/ (Decrease) in trade payables	130.48	(32.54)	26.30
Increase/ (Decrease) in other financial liabilities and other liabilities	78.23	170.35	51.20
	(30.57)	**53.72**	**216.10**
Income tax (paid)/refund (net)	42.17	(28.64)	(2.50)
Net cash flows from operating activities (A)	**1,763.25**	**581.12**	**266.06**
B. Investing activities :			
Purchase of property, plant and equipments	(420.65)	(273.98)	(413.76)
Proceeds from sale of property, plant and equipments	2.58	8.83	0.90
Loans received/(given) during the period	(0.80)	34.02	145.90
Funds placed in long-term deposits with bank	(20.55)	(0.57)	(2.20)
Interest income received	18.09	10.62	16.10
Net cash flows (used in) investing activities (B)	**(421.34)**	**(221.08)**	**(253.06)**
C. Financing activities :			
Proceeds from borrowings	1,850.80	1,272.40	991.20
Repayment of borrowings	(2,408.31)	(997.63)	(676.20)
Payment of Principal portion of lease liabilities	(81.60)	(45.80)	(12.00)
Payment of Interest portion lease liabilities	(41.10)	(26.40)	(19.60)
Finance costs paid	(581.40)	(574.70)	(336.00)
Net cash flows (used in) financing activities (C)	**(1,261.61)**	**(372.13)**	**(52.60)**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	80.30	(12.10)	(39.60)
Cash and cash equivalents at the beginning of the period	85.40	97.50	137.10
Cash and cash equivalents at the end of the period	**165.70**	**85.40**	**97.50**
Cash and cash equivalents comprise :			
Cash on hand	16.00	11.80	8.90
Cheques on hand	4.50	-	-
Balances with banks:			
- On current accounts	148.20	77.40	91.50
- Book overdrafts	(3.00)	(3.80)	(2.90)
	165.70	**85.40**	**97.50**

THE OFFER

The following table summarizes details of the Offer:

Offer[(1)^]	Up to [●] Equity Shares aggregating up to ₹ 10,500.00 million
of which	
Fresh Issue[(1)^]	Up to [●] Equity Shares aggregating up to ₹ 6,500.00 million
Offer of Sale[(1)(2)(3)]	Up to [●] Equity Shares aggregating up to ₹ 4,000.00 million
of which	
Employee Reservation Portion[(4)(5)]	Up to [●] Equity Shares aggregating up to ₹ [●] million
Accordingly	
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million
of which:	
(i) QIB Portion[(6)(7)]	Not less than [●] Equity Shares
of which:	
(a) Anchor Investor Portion	Up to [●] Equity Shares
(b) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
(i) Mutual Fund Portion (5% of the Net QIB Portion)	[●] Equity Shares
(ii) Balance for all QIBs including Mutual Funds	[●] Equity Shares
(ii) Non-Institutional Portion[(8)]	Not more than [●] Equity Shares
Of which:	
One-third available for allocation to Bidders with an application size of size of more than ₹ 0.20 million and up to ₹ 1.00 million	[●] Equity Shares
Two-thirds available for allocation to Bidders with an application size of more than ₹ 1.00 million	[●] Equity Shares
(iii) Retail Portion[(6)]	Not more than [●] Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	174,661,760 Equity Shares
Equity Shares outstanding after the Offer*	[●] Equity Shares
Use of proceeds of the Offer	See "*Objects of the Offer*" on page 108 for information about the use of the Net Proceeds of the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

** To be updated upon finalization of the Offer Price.*

^ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR, as amended.

(1) *The Offer has been authorized by a resolution of our Board dated August 16, 2023 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated August 16, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated August 18, 2023.*

(2) *Each Selling Shareholder, severally and not jointly, confirms that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus, and are accordingly eligible for being offered for sale in the Offer as required by the SEBI ICDR Regulations. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the number of Equity Shares offered for sale by Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully- diluted basis) and (ii) the number of Equity Shares offered for sale by Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully- diluted basis)*

(3) *Each Selling Shareholder confirms that it has authorised the sale of its portion of the Offered Shares in the Offer for Sale as set out below:*

S. No.	Name of Selling Shareholders	Number of Offered Shares offered in the Offer for Sale/ Aggregate amount of the Offer of Sale	Date of resolution/ corporate approval	Date of consent letter
1	Apeejay Surrendra Trust	Up to [●] Equity Shares aggregating up to ₹ 800.00 million	August 16, 2023	August 18, 2023
2	Apeejay Private Limited	Up to [●] Equity Shares aggregating up to ₹ 2,960.00 million	August 16, 2023	August 18, 2023
3	RECP IV Park Hotel Investors Ltd	Up to [●] Equity Shares aggregating up to ₹ 230.00 million	August 17, 2023	August 18, 2023
4	RECP IV Park Hotel Co-Investors Ltd	Up to [●] Equity Shares aggregating up to ₹ 10.00 million	August 17, 2023	August 18, 2023

(4) *Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 0.20 million. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 0.50 million), shall be added to the Net Offer and subject to compliance with Regulation 6(2) of the SEBI ICDR Regulations. In case of under-subscription in the Net Offer (other than in the QIB Portion), spill over to the extent of such under-subscription shall be permitted to the Employee Reservation Portion subject to compliance with Regulation 6(2) of the SEBI ICDR Regulations and Rule 19(2)(b) of the SCRR.*

(5) *Our Company in consultation with the Selling Shareholders and the BRLMs, may offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹ [●] per Equity Share), which shall be announced at least two Working Days prior to Bid/Offer Opening Date.*

(6) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from other category or a combination of categories of Bidders at the discretion of our Company in consultation with the Selling Shareholders and the BRLMs and the Designated Stock Exchange, subject to applicable law. Further, a Bidder bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in the section "Terms of the Offer" on page 409.*

(7) *Our Company, in consultation with the Selling Shareholders and the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in terms of the SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 420.*

(8) *Not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non - Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion*

Allocation to all categories, other than Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 0.20 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. One third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹ 1.00 million and the unsubscribed portion in either of the above subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allocation of Equity Shares to each Non-Institutional Bidders shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. For details, see "*Offer Procedure*", "*Terms of the Offer*", "*Offer Structure*" on pages 420, 409 and 416.

For details of the terms of the Offer, see "*Terms of the Offer*" on page 409.

GENERAL INFORMATION

Our Company was originally incorporated at Karnataka on November 27, 1987, as Budget Hotels Private Limited, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 27, 1987 issued by the Registrar of Companies, Bangalore at Karnataka. Subsequently, the name of our Company was changed to Budget Hotels Limited pursuant to our Company becoming a public company with effect from October 26, 1990 and noting of such conversion in the certificate of incorporation by Registrar of Companies, Bangalore at Karnataka. Further, pursuant to the Acquisition Agreements, the entire issued and paid-up equity share capital of our Company constituting 571,940 equity shares of face value of ₹ 100 each, was acquired by Apeejay Hotels Delhi in two tranches and our Company became the wholly owned subsidiary of Apeejay Hotels Delhi. Subsequently, pursuant to the scheme of amalgamation approved vide orders of the High Court of Madras dated June 13, 2003, High Court of Delhi dated August 6, 2003, and High Court of Karnataka dated September 17, 2003, Apeejay Hotels Delhi, and Gemini Hotels and Holdings Limited (a wholly owned subsidiary of Apeejay Hotels Delhi) were amalgamated with our Company, with the appointed date being April 1, 2001.

Thereafter, to closely identify the association of our Company with the Apeejay Surrendra Group, the name of our Company was changed from Budget Hotels Limited to Apeejay Surrendra Park Hotels Limited, pursuant to the resolution passed by our Shareholders at their EGM held on March 8, 2004, and the certificate of incorporation pursuant to change of name was issued by the RoC on March 29, 2004. Further, pursuant to our Shareholders' resolution dated November 30, 2016, and order dated June 22, 2017, passed by the Regional Director, South East Region, Hyderabad, the registered office was shifted from the State of Karnataka to State of West Bengal. For further details relating to changes in the registered office and name of our Company, see "*History and Certain Corporate Matters*" on page 227.

Registered Office of our Company

Apeejay Surrendra Park Hotels Limited
17, Park Street
Kolkata – 700 016
West Bengal, India
Registration number: 222139
CIN: U85110WB1987PLC222139

Corporate Office of our Company

The Park Hotels, N-80,
Connaught Place,
New Delhi – 110 001
India

Address of the Registrar of Companies

Our Company is registered with the RoC, situated at the following address:

The Registrar of Companies, West Bengal at Kolkata
Nizam Palace
2nd MSO Building
2nd Floor, 234/4
A.J.C. Bose Road
Kolkata – 700 020
West Bengal, India

Board of Directors

As on the date of this Draft Red Herring Prospectus, the composition of our Board is as set forth below:

Name	Designation	DIN	Address
Priya Paul	Chairperson and Executive Director	00051215	2, Aurangzeb Lane, New Delhi 110011

Name	Designation	DIN	Address
Karan Paul	Non – Executive Director	00007240	13A, Alipore Road, Kolkata – 700 027
Vijay Dewan	Managing Director	00051164	501, The Park, 17 Park Street, Kolkata – 700 016
Debanjan Mandal	Independent Director	00469622	93/3A/2, Acharya Prafulla Chandra Road, Kolkata – 700 009
Suresh Kumar	Independent Director	02741371	D56, Panchsheel Enclave, New Delhi – 110 017
Ragini Chopra	Independent Director	07654254	B-116, 1st Floor, Neeti Bagh, New Delhi – 110 049

For further details of our Directors, see "*Our Management*" on page 236.

Company Secretary and Compliance Officer

Shalini Keshan
2A Srikunj,
60/2 Lake Road,
Kolkata – 700 029
West Bengal, India
Telephone number: +91 33 2249 9000
Email: investorrelations@asphl.in

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, UPI ID, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of submission of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg, Prabhadevi
Mumbai – 400 025
Maharashtra, India
Telephone number: +91 22 6630 3030
E-mail: park.ipo@jmfl.com
Website: www.jmfl.com
Contact person: Prachee Dhuri
SEBI Registration Number: INM000010361

Axis Capital Limited
1st Floor, C-2, Axis House
Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai – 400 025
Maharashtra, India
Telephone number: +91 22 4325 2183
E-mail: parkhotels.ipo@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Akash Aggarwal / Sagar Jatakiya
SEBI Registration Number: INM000012029

ICICI Securities Limited
ICICI Venture House,
Appasaheb Marathe Marg Prabhadevi,
Mumbai 400 025,
Maharashtra, India
Telephone number: +91 22 6807 7100
E-mail: parkhotelipo@icicisecurities.com
Website: www.icicisecurities.com
Contact person: Gaurav Mittal/Ashik Joisar
SEBI Registration Number: INM000011179

Syndicate Members
[●]

Legal counsel to our Company as to Indian Law

J. Sagar Associates
B-303, 3rd Floor, Ansal Plaza,
Hudco Place, August Kranti Marg,
New Delhi – 110049, India
Telephone number: +91 11 4311 0600

Statutory Auditors of our Company

S.R. Batliboi & Co LLP,
4th Floor, Office 405,
Worldmark – 2, Asset No. 8
IGI Airport Hospitality District Aerocity,
New Delhi – 110037, India
Telephone number: +91 11 4681 9500
E-mail: srbc@srb.in
Firm registration no.: 301003E/E300005
Peer review certificate number: 013326

Changes in the auditors

There has been no change in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai – 400 083,
Maharashtra, India
Telephone number: +91 810 811 4949
E-mail: parkhotels.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: parkhotels.ipo@linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI registration number: INR000004058

Banker(s) to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Sponsor Bank

[●]

Bankers to our Company

ICICI Bank Limited
ICICI Bank Limited, 3A
Gurusaday Road,
Kolkata – 700019
Tel: 033 4424 8555
Email: pawan.aga@icicibank.com

HDFC Bank Limited
No 3A, Uniworth House,
Gurusaday Road,
Kolkata – 700019
Tel: 033 6638 4126
Email: niladri.de@hdfc.com

The Federal Bank Limited
Corporate & Institutional Banking,
Avani Signature, 3rd Floor,
91A/1, Park Street,
Kolkata -7000116
Tel: 033 68151743
Email: arnabghosh@federalbank.co.in

Designated Intermediaries

Self Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Self-Certified Syndicate Banks and mobile applications enabled for UPI

In accordance with SEBI RTA Master Circular and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 read with other applicable UPI Circulars, UPI Bidders may apply through the SCSBs and mobile applications, using UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted under the ASBA process to a member of the

Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Inter-se allocation of responsibilities amongst the Book Running Lead Managers:

The following table sets forth the inter-se allocation of responsibilities for various activities among the BRLMs for the Offer:

The responsibilities and coordination by the BRLMs for various activities in the Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, positioning strategy and due diligence of the Company including its operations/management/ business plans/legal etc. Drafting, design and finalizing of the draft red herring prospectus, red herring prospectus and prospectus, application forms, abridged prospectus, other stationery materials and of statutory / newspaper advertisements including a memorandum containing salient features of the prospectus. The BRLMs shall ensure compliance with SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the stock exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities.	JM, Axis, ISEC	JM
2.	Drafting and approval of statutory advertisements	JM, Axis, ISEC	JM
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, and filing of media compliance report. Etc.	JM, Axis, ISEC	Axis
4.	Appointment of intermediaries – Bankers to the Offer, Registrar to the Offer, advertising agency, printers to the Offer including co-ordination for agreements.	JM, Axis, ISEC	Axis
5.	Preparation of road show marketing presentation and frequently asked questions	JM, Axis, ISEC	ISEC

Sr. No.	Activity	Responsibility	Co-ordinator
6.	International Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	JM, Axis, ISEC	ISEC
7.	Domestic Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	JM, Axis, ISEC	JM
8.	Retail marketing of the Offer, which will cover, inter alia: • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow – up on distribution of publicity; and • Issue material including form, RHP / Prospectus and deciding on the quantum of the Issue material	JM, Axis, ISEC	Axis
9.	Non-Institutional marketing of the Offer, which will cover, inter alia: • Finalising media, marketing and public relations strategy; and • Formulating strategies for marketing to Non – Institutional Investors.	JM, Axis, ISEC	ISEC
10.	Managing the book and finalization of pricing in consultation with the Company	JM, Axis, ISEC	JM
11.	Coordination with Stock Exchanges for anchor intimation, book building software, bidding terminals and mock trading, payment of 1% security deposit to the designated stock exchange.	JM, Axis, ISEC	ISEC
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bank to the Offer, intimation of allocation and dispatch of refund to bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, , listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("**STT**") on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government Co-ordination with SEBI and Stock Exchanges for Refund of 1% Security Deposit and Submission of all post Offer reports including the Initial and final Post Offer report to SEBI.	JM, Axis, ISEC	Axis

Monitoring Agency

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus with the RoC, for monitoring of the utilisation of the Net Proceeds from the Fresh Issue. The requisite details shall be included in the Red Herring Prospectus.

Experts to the Offer

Our Company has received written consent dated August 19, 2023 from S.R. Batliboi & Co LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI

ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated August 18, 2023 on our Restated Consolidated Summary Statements; and (ii) their report dated August 19, 2023 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 19 from Raj Har Gopal & Co., independent chartered accountants to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in relation to certifications and confirmations provided by them on certain financial and operational information included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

The independent architect(s), namely Chandrakishor Rahatekar, Palas Maitra and Jitesh Parshuram Pawar has pursuant to their certificates dated August 18, 2023, August 17, 2023 and August 18, 2023, respectively, given consents to our Company to include their names as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as an independent architect, in respect of information certified by them, as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Appraising Agency

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an offer of Equity Shares, credit rating is not required.

IPO Grading

No credit agency registered with SEBI has been appointed for grading of the Offer.

Debenture Trustees

As this is an offer of Equity Shares, no debenture trustee has been appointed for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing

A copy of this Draft Red Herring Prospectus will be uploaded electronically on the SEBI Intermediary Portal at https://siportal.sebi.gov.in/intermediary/index.html, in accordance with SEBI master circular bearing reference 2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India
Corporation Finance Department Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act will be filed with the RoC at its office and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do. For details of the address, see "-*Address of the Registrar of Companies* " on page 83.

Book Building Process

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Draft Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band which will be decided by our Company in consultation with the Selling Shareholders and the BRLMs. The Price Band and minimum bid lot size will be advertised in all editions of [●], all editions of [●] and [●] editions of [●] (which are widely circulated English, Hindi and Bengali newspapers, respectively, Bengali being the regional language of Kolkata, West Bengal, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Selling Shareholders and the BRLMs, after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" on page 420.

All Bidders, other than Anchor Investors, shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs. UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and other Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, except for allocation to Retail Individual Bidders, Non-Institutional Bidders and the Anchor Investors, Allocation to all categories in the Offer will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in initial public offerings whose application amount is up to ₹ 0.50 million shall use UPI Mechanism. Eligible Employees Bidding under the Employee Reservation Portion for ₹ [●] million and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

For details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 409 and 420, respectively.

The process of book building under the SEBI ICDR Regulations and the bidding process are subject to change from time to time and the investors are advised to make their own judgement about investment through this process prior to submitting a Bid in the Offer.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment and filing of the Prospectus with the RoC.

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For details, see "*Offer Structure*" and "*Offer Procedure*" on pages 416 and 420, respectively.

Underwriting Agreement

Prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of the SEBI ICDR Regulations, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued and offered in the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing of the Prospectus with the RoC.)

Name, address, telephone number and e-mail of the Underwriters	Indicated number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned underwriting commitments are indicative only and will be finalized after pricing of the Offer, the Basis of Allotment and actual allocation in accordance with the SEBI ICDR Regulations.

Based on the representation and undertaking made to our Company by the Underwriters, in the opinion of our Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/IPO Committee, at its meeting will accept and enter into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriter shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders respectively procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscription for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Draft Red Herring Prospectus, is set forth below.

(*in ₹, except share data*)

S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A)	**AUTHORISED SHARE CAPITAL(1)**		
	350,000,000 equity shares of face value ₹ 1 each	350,000,000	N.A.
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	174,661,760 Equity Shares of face value ₹ 1 each	174,661,760	N.A.
C)	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of [●] Equity Shares *of face value of ₹ 1 each* (2) (3)(4) (5) *of which*		
	Fresh Issue of [●] Equity Shares of face value of ₹ 1 each aggregating up to ₹ 6,500.00 million (5)	6,500.00	[●]
	Offer for Sale of up to [●] Equity Shares by the Selling Shareholders of face value of ₹ 1 each aggregating up to ₹ 4,000.00 million (3)	4,000.00	[●]
	which includes:		
	Employee Reservation Portion of up to [●] Equity Shares (4)	[●]	[●]
	Net Offer of up to [●] Equity Shares	[●]	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 1 each	[●]	[●]
E)	**SECURITIES PREMIUM ACCOUNT (₹ in million)**		
	Before the Offer	1,838.10	
	After the Offer	[●]	

* *To be included upon finalization of the Offer Price.*

(1) *For details in relation to the changes in the authorized share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to our MoA" on page 228.*

(2) *The Offer has been authorized by a resolution of our Board dated August 16, 2023 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated August 16, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated August 18, 2023.*

(3) *Each Selling Shareholder, severally and not jointly, confirms that the Equity Shares offered in the Offer for Sale, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. Each Selling Shareholder confirms that it has authorized the sale of its portion of the Offered Shares in the Offer for Sale. For details, on authorisation of the Selling Shareholders in relation to their respective portion of the Offered Shares, see "Other Regulatory and Statutory Disclosures - Authority for the Offer – Approvals from the Selling Shareholders" and "The Offer" on pages 398 and 81, respectively.*

(4) *Our Company in consultation with the Selling Shareholders and BRLMs, may offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹ [●] per Equity Share), which shall be announced at least two Working Days prior to the Bid/Offer Opening Date. Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹0.50 million (net of employee discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount). Only in the event of an undersubscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount).*

(5) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*

Notes to capital structure

1. **Share capital history of our Company**

The following table sets forth the history of the existing share capital of our Company*:

Date of Allotment	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of consideration	Nature of Allotment	Name of allottees	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
November 28, 2003	16,050,000	10	-	Other than cash	Allotment pursuant to scheme of amalgamation [(1)]	Apeejay Engineering Private Limited was allotted 1,450,000 equity shares, Apeejay Agencies Private Limited was allotted 1,450,000 equity shares, Apeejay House Private Limited was allotted 1,450,000 equity shares, Apeejay Private Limited was allotted 1,449,750 equity shares, Flury's Swiss Confectionery Private Limited was allotted 5,250,000 equity shares, Shirin Paul was allotted 250 equity shares, Jit Paul was allotted 1,000,000 equity shares, Jit Paul HUF was allotted 1,000,000 equity shares, Priya Paul was allotted 1,000,000 equity shares, Surrendra Paul HUF was allotted 1,000,000 equity shares and Karan Paul was allotted 1,000,000 equity shares	16,050,000	160,500,000
July 26, 2007	2,832,353	10	776.74[(2)]	Cash	Preferential allotment	RECP IV Park Hotel	18,882,353	188,823,530

Date of Allotment	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of consideration	Nature of Allotment	Name of allottees	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
						Investors Ltd was allotted 1,366,610 equity shares, RECP IV Park Hotel Co-Investors Ltd was allotted 49,566 equity shares and REFS Park Hotel Investors Ltd was allotted 1,416,177 equity shares		
Pursuant to the Board resolution dated December 20, 2017, our Company approved a buy-back of equity shares at a price of ₹ 222.43 per equity share. Pursuant to the buy-back, 1,416,177 equity shares of face value of ₹ 10 each were bought back and extinguished from REFS Park Hotel Investors Limited and consequently, the paid-up equity share capital of our Company reduced to 17,466,176 equity shares of face value of ₹ 10 each aggregating to ₹ 174,661,760.								
Pursuant to a resolution of our Shareholders dated October 25, 2019, each equity share of face value of ₹10 each was split into ten equity shares of face value of ₹ 1 each. Accordingly, the issued, subscribed and paid-up capital of our Company was subdivided from 17,466,176 equity shares of face value of ₹10 each to 174,661,760 equity shares of face value of ₹1 each.								

** Given that the entire Pre-Scheme Capital of our Company held by Apeejay Hotels Delhi was cancelled pursuant to the Scheme, the build-up of our existing equity share capital above has been included from the Effective Date of the Scheme*

(1) *Our Company was originally incorporated on November 27, 1987 as Budget Hotels Private Limited (name of our Company was subsequently changed to its current name i.e., Apeejay Surrendra Park Hotels Limited). For details in relation to the changes in the name, please see "History and Certain Corporate Matters" on page 227. Subsequently, pursuant to the Acquisition Agreements, the entire shareholding of our Company constituting 571,940 equity shares of face value of ₹ 100 each ("**Pre-Scheme Capital**"), was acquired by Apeejay Hotels Delhi in two tranches and our Company became the wholly owned subsidiary of the Apeejay Hotels Delhi. Thereafter, in the year 2003, our Company filed a scheme of amalgamation under the Companies Act, 1956 for amalgamation of Apeejay Hotels Delhi (our then holding company) and Gemini Hotels (a wholly-owned subsidiary of Apeejay Hotels Delhi) with our Company ("**Scheme**") with an appointed date of April 1, 2001. The Scheme was approved vide the orders of the High Courts of Karnataka, Delhi and Madras dated September 17, 2003, August 6, 2003 and June 13, 2003, respectively (collectively, the "**High Court Orders**"). The effective date of the Scheme was November 28, 2003 ("**Effective Date**"), being the last date on which the certified copies of the High Court Orders were filed with the appropriate registrar of companies of our Company, Apeejay Hotels Delhi and Gemini Hotels. As on the Effective Date, (i) the entire Pre-Scheme Capital of our Company held by Apeejay Hotels Delhi stood cancelled; (ii) inter-se shareholding between Apeejay Hotels Delhi and Gemini Hotels stood cancelled; and (iii) the shares or the share certificates of Apeejay Hotel Delhi in relation to the shares held by its members stood cancelled. Our Company's equity shares were also sub-divided from face value of ₹ 100 each to face value of ₹ 10 each.*

*Further, in consideration for the aforesaid amalgamation, our Company allotted 16,050,000 equity shares of face value ₹ 10 each to the shareholders of Apeejay Hotels Delhi ("**ASPH Shareholders**"), in the ratio of 5:2 (five equity shares of face value ₹ 10 of our Company for every two equity shares held by such ASPH Shareholder in Apeejay Hotels Delhi).*

(2) *In the form-2 filed with the RoC in respect of this issuance, the premium amount was inadvertently and erroneously stated as ₹776.74 per equity share instead of ₹766.74 per equity share'*

2. **Shares issued for consideration other than cash or by way of bonus issue**

Except as detailed below, no equity shares have been issued for consideration other than cash or by way of bonus issue at any time since November 28, 2003, the effective date of the Scheme:

Date of Allotment	Number of equity shares allotted	Name of allottee	Face value per equity share (in ₹)	Offer Price per equity share (in ₹)	Reasons for allotment	Benefits accrued to our Company
November 28, 2003	16,050,000	Apeejay Engineering Private Limited was allotted 1,450,000 equity shares, Apeejay Agencies Private Limited was allotted 1,450,000 equity shares, Apeejay House Private Limited was allotted 1,450,000 equity shares, Apeejay Private Limited was allotted 1,449,750 equity shares, Flury's Swiss Confectionery Private Limited was allotted 5,250,000 equity shares, Shirin Paul was allotted 250 equity shares, Jit Paul was allotted 1,000,000 equity shares, Jit Paul HUF was allotted 1,000,000 equity shares, Priya Paul was allotted 1,000,000 equity shares, Surrendra Paul HUF was allotted 1,000,000 equity shares and Karan Paul was allotted 1,000,000 equity shares	10	-	Allotment to shareholders of Apeejay Hotels Delhi, pursuant to the amalgamation of Apeejay Hotels Delhi, and Gemini Hotels with Budget Hotels, in the ratio of 5: 2, *i.e.*, five equity shares of face value of ₹ 10 of Budget Hotels were allotted to ASPH Shareholders, for every two equity shares of face value of ₹ 10 held by ASPH Shareholders in Apeejay Hotels Delhi	Consolidation of the business, synergy in operation from the combined activity of the entities, greater size, scale, integration and greater financial strength and flexibility

3. Our Company does not have any outstanding preference shares as on the date of filing this Draft Red Herring Prospectus.

4. Our Company has not issued any equity shares or preference shares out of revaluation of reserves at any time since November 28, 2003, the Effective Date of the Scheme.

5. **Issue of Equity Shares pursuant to Sections 230 to 234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 1956:**

   Except as detailed below, our Company has not allotted any equity shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act or Sections 391 to 394 of the Companies Act, 1956, since November 28, 2003, the effective date of the Scheme:

Date of Allotment	Number of equity shares allotted	Name of allottee	Face value per equity share (in ₹)	Offer Price per equity share (in ₹)	Reasons for allotment	Benefits accrued to our Company
November 28, 2003	16,050,000	Apeejay Engineering Private Limited was allotted	10	-	Allotment to shareholders of Apeejay Hotels Delhi,	Consolidation of the business, synergy in

Date of Allotment	Number of equity shares allotted	Name of allottee	Face value per equity share (in ₹)	Offer Price per equity share (in ₹)	Reasons for allotment	Benefits accrued to our Company
		1,450,000 equity shares, Apeejay Agencies Private Limited was allotted 1,450,000 equity shares, Apeejay House Private Limited was allotted 1,450,000 equity shares, Apeejay Private Limited was allotted 1,449,750 equity shares, Flury's Swiss Confectionery Private Limited was allotted 5,250,000 equity shares, Shirin Paul was allotted 250 equity shares, Jit Paul was allotted 1,000,000 equity shares, Jit Paul HUF was allotted 1,000,000 equity shares, Priya Paul was allotted 1,000,000 equity shares, Surrendra Paul HUF was allotted 1,000,000 equity shares and Karan Paul was allotted 1,000,000 equity shares			pursuant to the amalgamation of Apeejay Hotels Delhi, and Gemini Hotels with Budget Hotels, in the ratio of 5: 2, *i.e.*, five equity shares of face value of ₹ 10 of Budget Hotels were allotted to ASPH Shareholders, for every two equity shares of face value of ₹ 10 held by ASPH Shareholders in Apeejay Hotels Delhi	operation from the combined activity of the entities, greater size, scale, integration and greater financial strength and flexibility

For details in relation to the Scheme, see "*History and Certain Corporate Matters – Brief history of our Company*" on page 227.

6. **Issue of shares at a price lower than the Offer Price in the last one year**

Our Company has not issued any Equity Shares during the period of one year preceding the date of this Draft Red Herring Prospectus.

7. **History of build-up, Contribution and Lock-in of Promoters' Shareholding**

(a) Build-up of Promoters' shareholding in our Company

As on the date of this Draft Red Herring Prospectus, our Promoters hold 82,502,500 Equity Shares, which constitute 47.24% of the issued, subscribed and paid-up Equity Share capital of our Company. Set forth below is the build-up of the shareholding of our Promoters since November 28, 2003, the effective date of the Scheme:

Date of allotment/ transfer	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Offer/ acquisition/transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
(A) Karan Paul							
November 28, 2003	Allotment pursuant to scheme of amalgamation	1,000,000	Other than cash	10	–	5.73	[●]
February 7, 2005	Transfer of equity shares of face value of ₹ 10 each from Karan Paul to Apeejay Surrendra Trust#	(999,990)	Other than cash^	10	4.02*	(5.73)	[●]
Pursuant to a resolution of our Shareholders dated October 25, 2019, each equity share of face value ₹10 each of our Company was split into ten equity shares of face value of ₹ 1 each. Accordingly, ten equity shares of face value ₹ 10 each, held by Karan Paul in our Company, was subdivided to 100 equity shares of face value of ₹ 1 each.							
Total (A)		**100**	**–**	**1**	**–**	**Negligible**	**[●]**
(B) Priya Paul							
November 28, 2003	Allotment pursuant to scheme of amalgamation	1,000,000	Other than cash	10	–	5.73	[●]
February 7, 2005	Transfer of equity shares of face value of ₹ 10 each from Priya Paul to Apeejay Surrendra Trust#	(1,000,000)	Other than cash^	10	4.02*	(5.73)	[●]
Total (B)		**Nil**	**–**	**–**	–	**Nil**	**Nil**
(C) Apeejay Surrendra Trust							
February 7, 2005	Transfer of equity shares of face value of ₹ 10 each from Karan Paul#	999,990	Other than cash^	10	4.02*	5.73	[●]
February 7, 2005	Transfer of equity shares of face value of ₹ 10 each from Priya Paul#	1,000,000	Other than cash^	10	4.02*	5.73	[●]
February 7, 2005	Transfer of equity shares of face value of ₹ 10 each from Shirin Paul#	250	Other than cash^	10	4*	Negligible	[●]
February 7, 2005	Transfer of equity shares of face value of ₹ 10 each from Surrendra Paul HUF#	1,000,000	Other than cash^	10	10*	5.73	[●]
Pursuant to a resolution of our Shareholders dated October 25, 2019, each equity share of face value ₹10 each of our Company was split into ten equity shares of face value of ₹ 1 each. Accordingly, 3,000,240 equity shares of face value ₹ 10 each, held by Apeejay Surrendra Trust (through its trustees) in our Company, was subdivided to 30,002,400 equity shares of face value of ₹ 1 each.							
Total (C)		**30,002,400**	**–**	**1**	_	**17.18**	**[●]**

Date of allotment/ transfer	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Offer/ acquisition/transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
(D) Great Eastern Stores Private Limited							
December 22, 2021	Transfer from Flury's Swiss Confectionery Private Limited to Great Eastern Stores Private Limited pursuant to a composite scheme of arrangement$	52,500,000	Other than cash	1	-	30.06	[●]
Total (D)		**52,500,000**		**1**	**–**	**30.06**	**[●]**

 # We have been unable to trace the share transfer forms for the shares transferred by Karan Paul, Priya Paul, Shirin Paul and Surrendra Paul HUF to Apeejay Surrendra Trust (through its trustees). For the details with respect to the shares transferred, we have relied on the minutes of the meeting of the Board dated February 7, 2005 and the audited financial statements of the Apeejay Surrendra Trust for the year ended March 31, 2005. For details, see "Risk Factors – Internal Risk Factors – Some of our corporate records are not traceable. Non availability of such records may result in regulatory actions against our Company by regulatory or statutory authorities, which may an adverse impact on our financial condition and reputation." on page 49.

**The price assigned to the transfer to Apeejay Surrendra Trust is based on the investment schedule forming a part of the audited financial statements of the Apeejay Surrendra Trust for Fiscal 2005.*

^ The transaction in the nature of other than cash refers to contribution made to Apeejay Surrendra Trust in the form of equity shares.

*$ 5,250,000 equity shares of face value ₹10 each was originally allotted to Flury's Swiss Confectionery Private Limited pursuant to the Scheme (as defined above). For more details, please see "- Share capital history of our Company" on page 92. Subsequently, Flury's Swiss Confectionery Private Limited, Fusion Beverages Private Limited, Great Eastern Stores Private Limited, Apeejay Tea Limited and their respective shareholders and creditors have entered into a composite scheme of arrangement amongst themselves ("**Composite Scheme**") which became operational from April 1, 2019 ("**Appointed Date**"). The Composite Scheme was approved by the NCLT, Kolkata Bench vide its order dated December 2, 2021 and subsequently it was registered with the RoC on December 22, 2021("**Effective Date**"). In terms of the Composite Scheme, it was agreed to transfer by way of demerger, the real estate and investment undertaking of Flury's Swiss Confectionery Private Limited ("**Demerged Undertaking**") into Great Eastern Stores Private Limited ("**Resulting Company**"). Further, the assets, rights, title, interests and investments of Flury's Swiss Confectionery Private Limited in relation to the Demerged Undertaking, including 52,500,000 Equity Shares of our Company held by the Flury's Swiss Confectionery Private Limited, were transferred to the Resulting Company, on the Effective Date, absolutely and forever.*

There are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus and all Equity Shares held by our Promoters were fully paid-up as on the respective dates of the allotment/transfer of such Equity Shares.

None of the Equity Shares held by our Promoters have been pledged as on the date of this Draft Red Herring Prospectus.

(b) The details of the shareholding of our Promoters and members of our Promoter Group as on the date of this Draft Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)
(A) Promoters			
1.	Karan Paul	100	Negligible
2.	Priya Paul	Nil	Nil
3.	Apeejay Surrendra Trust (through its trustees)*	30,002,400	17.18
4.	Great Eastern Stores Private Limited	52,500,000	30.06
Total (A)		**82,502,500**	**47.24**
(B) Promoter Group			
1.	Apeejay Private Limited	34,497,500	19.75
2.	Apeejay Engineering Private Limited	14,500,000	8.30
3.	Apeejay Agencies Private Limited	14,500,000	8.30
4.	Apeejay House Private Limited	14,500,000	8.30
5.	Apeejay Surrendra Management Services Private Limited	3,999,760	2.29
Total (B)		**81,997,260**	**46.94**

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)
Total (A+B)		164,499,760	94.18

**Apeejay Surrendra Trust, (through its trustees, Karan Paul and Priya Paul), directly holds 17.18 % of the issued, subscribed and paid-up equity share capital of our Company. Karan Paul, Priti Paul and Priya Paul are equal beneficiaries of the Trust. Karan Paul is the managing trustee and managing beneficiary of Apeejay Surrendra Trust.*

None of our Promoters, members of our Promoter Group, our Directors and their relatives, or the directors of the Great Eastern Stores Private Limited, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

There have been no financing arrangements whereby our Promoters, the members of our Promoter Group, our Directors and their relatives, or the directors of the Great Eastern Stores Private Limited, have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity, during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

(c) Details of Promoters' contribution and lock-in

(i) Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer capital of our Company held by our Promoters shall be locked-in for a period of eighteen months from the date of Allotment as minimum promoters' contribution ("**Minimum Promoters' Contribution**").

(ii) Details of the Equity Shares to be locked-in as Minimum Promoters' Contribution for a period of 18 months , from the date of Allotment as Promoters' Contribution are as provided below:

Name of the Promoter	Number of Equity Shares locked-in(1)	Date of Allotment/ transfer*	Face value per Equity Share (in ₹)	Allotment / Acquisition Price per Equity Shares (in ₹)	Nature of transaction	% of the post-Offer Equity Share capital	Date up to which the Equity Shares shall be locked-in
[●]	[●]	[●]	1	[●]	[●]	[●]	[●]
[●]	[●]	[●]	1	[●]	[●]	[●]	[●]
Total	[●]					[●]	

Note: To be updated at the Prospectus stage
**Subject to finalization of Basis of Allotment*
(1) All Equity Shares were fully paid-up at the time of Allotment/acquisition.

Note: The entire issued and paid up equity share capital held by our Promoters as on the date of filing this Draft Red Herring Prospectus, constituting [●] Equity Shares, is eligible for computation of Minimum Promoters' Contribution. Details with respect to Equity Shares locked in for Minimum Promoters' Contribution in the table above, will be completed at the Prospectus stage.

For details on the build-up of the Equity Share capital held by our Promoters, see "*– Build-up of Promoters' shareholding in our Company*" on page 92.

(d) The Minimum Promoters' Contribution has been brought in, to the extent of not less than the specified minimum lot and from persons identified as 'promoters' under the SEBI ICDR Regulations.

(e) The Equity Shares that are being locked-in are not ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this regard we confirm that:

(i) the Equity Shares offered as part of the Minimum Promoters' Contribution do not include (i) Equity Shares acquired during the three years immediately preceding the date of this Draft Red Herring Prospectus for consideration other than cash, and revaluation of assets or capitalisation of intangible assets was involved in the transaction, (b) Equity Shares pursuant to a bonus issue out of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares that are otherwise ineligible for computation of Minimum Promoters' Contribution;

(ii) the Minimum Promoters' Contribution does not include any Equity Shares acquired during the one year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership; and

(iv) the Equity Shares held by our Promoters and offered as part of the Minimum Promoters' Contribution are not subject to any pledge.

(f) Details of share capital locked-in for six months or any other period as may be prescribed under applicable law

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital will be locked in for a period of six months from the date of Allotment, other than (a) Equity Shares which are successfully transferred as part of the Offer for Sale; (b) any Equity Shares allotted to employees, whether currently an employee or not, pursuant to the ESOP Scheme prior to the Offer; and (c) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such Shareholders, subject to the provisions of Regulation 8A of the SEBI ICDR Regulations. In accordance with Regulation 8A of the SEBI ICDR Regulations, for Shareholders holding (individually or with persons acting in concert) more than 20% of pre-Offer shareholding of our Company on a fully diluted basis, the provisions of lock-in as specified under Regulation 17 of the SEBI ICDR Regulations shall be applicable, and relaxation from lock-in as provided under Regulation 17(c) of the SEBI ICDR Regulations shall not be applicable.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to Promoters or members of the Promoter Group or to any new Promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer or any other period as may be prescribed under applicable law, may be transferred to any other person holding Equity Shares which are locked in, subject to the continuation of the lock-in the hands of the transferee for the remaining period and compliance with the provisions of the Takeover Regulations.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entity, provided such loan has been granted to the Company or or its subsidiary(ies) for the purpose of financing one or more of the objects of the Offer and that such pledge of the Equity Shares is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above.

(g) Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: There shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment.

8. **Our shareholding pattern**

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a % of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights: Class (Equity)	Number of voting rights: Class (Others)	Number of voting rights: Total	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoters and Promoter Group	8	164,499,760	Nil	Nil	164,499,760	94.18	164,499,760	NA	164,499,760	94.18	Nil	94.18	Nil	Nil	Nil	Nil	164,499,760
(B)	Public	2	10,162,000	Nil	Nil	10,162,000	5.82	10,162,000	NA	10,162,000	5.82	Nil	5.82	Nil	Nil	Nil	Nil	10,162,000
(C)	Non Promoter – Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	NA	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C1)	Shares underlying Depository Receipts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	NA	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C2)	Shares held by Employee Trust	Nil	Nil	Nil	Nil	Nil	Nil	Nil	NA	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	**10**	**174,661,760**	**Nil**	**Nil**	**174,661,760**	**100**	**174,661,760**	**NA**	**174,661,760**	**100**	**Nil**	**100**	**Nil**	**Nil**	**Nil**	**Nil**	**174,661,760**

9. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangements for purchase of the Equity Shares of our Company.

10. All the Equity Shares held by our Promoters and members of our Promoter Group, are held in dematerialised form as at the date of this Draft Red Herring Prospectus.

11. Except as disclosed below, none of the Directors or Key Managerial Personnel or Senior Management of our Company holds any Equity Shares in our Company:

Sr. No.	Name	No. of Equity Shares	Percentage of the pre-Offer paid up share capital (%)
1.	Karan Paul	100	Negligible

12. **Details of equity shareholding of major equity shareholders of our Company**

(a) As on the date of the filing of this Draft Red Herring Prospectus, our Company has ten Shareholders.

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis and the number of Equity Shares held by them, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)
1.	Great Eastern Stores Private Limited	52,500,000	30.06
2.	Apeejay Private Limited	34,497,500	19.75
3.	Apeejay Surrendra Trust (through its trustees)*	30,002,400	17.18
4.	Apeejay House Private Limited	14,500,000	8.30
5.	Apeejay Agencies Private Limited	14,500,000	8.30
6.	Apeejay Engineering Private Limited	14,500,000	8.30
7.	RECP IV Park Hotel Investors Ltd	9,666,340	5.53
8.	Apeejay Surrendra Managements Services Private Limited	3,999,760	2.29
	Total	174,166,000	99.71

**Apeejay Surrendra Trust, (through its trustees, Karan Paul and Priya Paul), directly holds 17.18 % of the issued, subscribed and paid-up equity share capital of our Company. Karan Paul, Priti Paul and Priya Paul are equal beneficiaries of the Trust. Karan Paul is the managing trustee and managing beneficiary of Apeejay Surrendra Trust.*

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis and the number of Equity Shares held by them, 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)
1.	Great Eastern Stores Private Limited	52,500,000	30.06
2.	Apeejay Private Limited	34,497,500	19.75
3.	Apeejay Surrendra Trust (through its trustees)*	30,002,400	17.18
4.	Apeejay House Private Limited	14,500,000	8.30
5.	Apeejay Agencies Private Limited	14,500,000	8.30
6.	Apeejay Engineering Private Limited	14,500,000	8.30
7.	RECP IV Park Hotel Investors Ltd	9,666,340	5.53
8.	Apeejay Surrendra Managements Services Private Limited	3,999,760	2.29
	Total	174,166,000	99.71

** Apeejay Surrendra Trust, (through its erstwhile trustees), directly held 17.18 % of the issued, subscribed and paid-up equity share capital of our Company. Karan Paul, Priti Paul and Priya Paul are equal beneficiaries of the Trust. Karan Paul is the managing trustee and managing beneficiary of Apeejay Surrendra Trust. For details on change in the trustees of Apeejay Surrendra Trust in the last three years, please see "Our Promoters and Promoter Group - Apeejay Surrendra Trust – Trustees" on page 254.*

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, on a fully diluted basis and the number of equity shares held by them, one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of equity shares held*	Percentage of pre-Offer Equity Share capital (%)
1.	Great Eastern Stores Private Limited	52,500,000	30.06
2.	Apeejay Private Limited	34,497,500	19.75
3.	Apeejay Surrendra Trust (through its trustees)*	30,002,400	17.18
4.	Apeejay House Private Limited	14,500,000	8.30
5.	Apeejay Agencies Private Limited	14,500,000	8.30
6.	Apeejay Engineering Private Limited	14,500,000	8.30
7.	RECP IV Park Hotel Investors Ltd	9,666,340	5.53
8.	Apeejay Surrendra Managements Services Private Limited	3,999,760	2.29
	Total	174,166,000	99.71

* *Apeejay Surrendra Trust, (through its erstwhile trustees), directly held 17.18 % of the issued, subscribed and paid-up equity share capital of our Company. Karan Paul, Priti Paul and Priya Paul are equal beneficiaries of the Trust. Karan Paul is the managing trustee and managing beneficiary of Apeejay Surrendra Trust. For details on change in the trustees of Apeejay Surrendra Trust in the last three years, please see "Our Promoters and Promoter Group - Apeejay Surrendra Trust – Trustees" on page 254.*

(e) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, on a fully diluted basis and the number of equity shares held by them, two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of equity shares held*	Percentage of pre-Offer Equity Share capital (%)
1.	Flury's Swiss Confectionery Private Limited	52,500,000	30.06
2.	Apeejay Private Limited	34,497,500	19.75
3.	Apeejay Surrendra Trust (through its trustees)*	30,002,400	17.18
4.	Apeejay House Private Limited	14,500,000	8.30
5.	Apeejay Agencies Private Limited	14,500,000	8.30
6.	Apeejay Engineering Private Limited	14,500,000	8.30
7.	RECP IV Park Hotel Investors Ltd	9,666,340	5.53
8.	Apeejay Surrendra Managements Services Private Limited	3,999,760	2.29
	Total	174,166,000	99.71

* *Apeejay Surrendra Trust, (through its erstwhile trustees), directly held 17.18 % of the issued, subscribed and paid-up equity share capital of our Company. Karan Paul, Priti Paul and Priya Paul are equal beneficiaries of the Trust. Karan Paul is the managing trustee and managing beneficiary of Apeejay Surrendra Trust. For details on change in the trustees of Apeejay Surrendra Trust in the last three years, please see "Our Promoters and Promoter Group - Apeejay Surrendra Trust – Trustees" on page 254.*

13. Except for the allotment of Equity Shares pursuant to ESOP Scheme, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

14. Except for options granted under ESOP, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into, or which would entitle any person any option to receive, Equity Shares as on the date of this Draft Red Herring Prospectus.

15. The Equity Shares offered for sale by the Selling Shareholders have been held by them for at least one year prior to the date of this Draft Red Herring Prospectus. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the number of Equity Shares offered for sale by Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully- diluted basis) and (ii) the number of Equity Shares offered for sale by Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully- diluted basis)

16. Except to the extent of Equity Shares offered in the Offer for Sale, our Promoters and members of our Promoter Group will not submit Bids, or otherwise participate in the Offer.

17. Except as disclosed in "*Capital Structure – Share capital history of our Company – History of Equity Share capital*" on page 92, our Company has not undertaken any public issue of securities or any rights issue of any kind or class of securities since its incorporation.

18. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

19. All Equity Shares issued pursuant to the Offer will be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

20. None of the BRLMs or their respective associates holds (as defined under the SEBI (Merchant Bankers) Regulations, 1992) any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus. The BRLMs and their associates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

21. Our Company shall ensure that transactions in the Equity Shares or any other securities of our Company by our Promoters and members of our Promoter Group, if any, during the period between the dates of this Draft Red Herring Prospectus filed in relation to this Offer and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

22. Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent. of the Net Offer may be made for the purpose of making Allotment in minimum lots.

23. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, our Directors, our Promoters or members of our Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

24. The BRLMs, and any person related to the BRLMs or the Syndicate Members, cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associate of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs, or AIFs sponsored by entities which are associates of the BRLMs, or a FPI (other than individuals, corporate bodies and family offices) which are associates of the BRLMs.

25. Except for the allotment of Equity Shares pursuant to the Fresh Issue, allotment of Equity shares under ESOP Scheme and Pre-IPO Placement, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

26. **Employee Stock Option Scheme**

    Our Company has formulated an employee stock option scheme namely the Apeejay Surrendra Park Hotels Limited – Employees Stock Option Plan 2023 ("**ESOP Scheme**") pursuant to a resolution passed by the Board on August 16, 2023 and the Shareholders on August 16, 2023 with a maximum options pool of 3,400,000 options.

    The primary objective of the ESOP Scheme is to reward the eligible and potential employees of the Company and its holding company or its Subsidiaries (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time, whether working in India or out of India and to the directors of the Company and/or its Subsidiaries for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to attract and retain talents in the organization. The ESOP Scheme is in compliance with the SEBI SBEB Regulations. The Nomination and Remuneration Committee has been authorised to administer the ESOP Scheme.

As of the date of this Draft Red Herring Prospectus, 2,030,000 options have been granted under the ESOP Scheme. The details of the ESOP Scheme as certified by Raj Har Gopal & Co., Chartered Accountants, pursuant to their certificate dated August 19, 2023 are as follows:

<table>
<tr><th>Particulars</th><th>From April 1, 2023 to date of filing of this Draft Red Herring Prospectus</th><th>Fiscal 2023</th><th>Fiscal 2022</th><th>Fiscal 2021</th></tr>
<tr><td>Total Options at the beginning of the period</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Options granted</td><td>2,030,000</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Exercise Price (in ₹)</td><td>172.96</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Options vested</td><td>0</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Options exercised</td><td>0</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>The total number of Equity Shares arising as a result of exercise of options</td><td>2,030,000</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Options forfeited/lapsed</td><td>Nil</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Variation of terms of options</td><td>None</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Money realized by exercise of options</td><td>Nil</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Total number of options in force</td><td>2,030,000</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Employee-wise detail of options granted to:</td><td></td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Key managerial personnel and Senior managerial personnel</td><td>
<table>
<tr><th>S. No.</th><th>Name of KMP</th><th>No. of options granted</th></tr>
<tr><td colspan="3">Key Managerial Personnel</td></tr>
<tr><td>1.</td><td>Vijay Dewan</td><td>673,000</td></tr>
<tr><td>2.</td><td>Atul Khosla</td><td>224,000</td></tr>
<tr><td>3.</td><td>Shalini Keshan</td><td>18,000</td></tr>
<tr><td colspan="3">Senior Management</td></tr>
<tr><td>1.</td><td>Sujata Guin</td><td>1,44,000</td></tr>
<tr><td>2.</td><td>Gurpreet Singh</td><td>67,000</td></tr>
<tr><td>3.</td><td>Rohit Arora</td><td>72,000</td></tr>
<tr><td>4.</td><td>Aparajita Brahma</td><td>72,000</td></tr>
<tr><td>5.</td><td>Vikas Ahluwalia</td><td>38,000</td></tr>
<tr><td>6.</td><td>Yazad Marfatia</td><td>33,000</td></tr>
<tr><td>7.</td><td>Ajit Singh Garcha</td><td>49,000</td></tr>
<tr><td>8.</td><td>Rajesh Kumar Singh</td><td>45,000</td></tr>
</table>
</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td>No employee has received grant in any one year of options amounting to 5% or more of the options granted during the year</td><td>-</td><td>-</td><td>-</td></tr>
</table>

Particulars	From April 1, 2023 to date of filing of this Draft Red Herring Prospectus	Fiscal 2023	Fiscal 2022	Fiscal 2021
iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	No employee has been granted options during any one year equal to or exceeding 1% of the issued capital of the Company	-	-	-
Fully diluted earnings per equity share (face value of ₹1 Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the accounting standard Ind AS 33 for 'Earnings per Share'	Not applicable	-	-	-
Lock-in	Not applicable	-	-	-
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per equity share (face value of ₹1 Equity Share)	Not applicable	-	-	-
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Options have been valued based on fair value method as prescribed under Ind AS 102, share based payments, using Black Scholes valuation option pricing model by using the fair value of the Company's shares on the grant date and assumptions Significant assumptions used during the year to estimate the fair values of options including weighted average information a) *Expected volatility (In %)* – 36.25 b) *Weighted average exercise price* – Not Applicable c) *Dividend yield (In %)* – 0 d) *Expected life years*: 4 e) *Risk-free interest rate (average based on date of grant) (in %)*: 7.14	-	-	-
Impact on profit and earnings per Equity Share (face value of ₹ 1 Equity Share, as applicable) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	Not Applicable	-	-	-

Particulars	From April 1, 2023 to date of filing of this Draft Red Herring Prospectus	Fiscal 2023	Fiscal 2022	Fiscal 2021
Intention of the KMPs and whole time directors who are holders of Equity Shares allotted on exercise of options granted to sell their equity shares within three months after the date of listing of Equity Shares pursuant to the Offer	Not applicable. No equity shares are held by KMPs and whole-time directors which have been allotted under the ESOP Scheme.	-	-	-
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Not applicable as there is no employee having Equity Shares arising out of Company's ESOP Scheme amounting to more than 1% of the issued capital	-	-	-

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

Offer for Sale

The Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of the Offer related expenses and relevant taxes thereon. For further details, see *"- Offer Expenses*" on page 120. Our Company will not receive any proceeds from the Offer for Sale. Further, the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For details of the Selling Shareholders and their respective portions of Offered Shares, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 398.

Fresh Issue

After deducting the Offer related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹ [●] million ("**Net Proceeds**"). The details of the proceeds from the Fresh Issue are summarised in the following table:

(*₹ in million*)

Particulars	Amount[(1)]
Gross Proceeds	Up to 6,500^
(Less) Offer related expenses in relation to the Fresh Issue [(2)]	[●]
Net Proceeds	**[●]**

^ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section.

(1) To be finalised upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

(2) For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, see " – Offer Expenses" at page 120.

Objects of the Net Proceeds

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

1. Repayment/ prepayment, in full or in part of certain outstanding borrowings availed by our Company; and

2. General corporate purposes.

(collectively, referred to herein as the "**Objects**").

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges including enhancement of our Company's visibility, brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake (i) its existing activities, and (ii) the activities towards which the loans proposed to be repaid or pre-paid from the Net Proceeds were utilised.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the following manner:

(In ₹ million)

Particulars	Amount which will be financed from Net Proceeds^
Repayment/ prepayment, in full or in part of certain outstanding borrowings availed by our Company	5,500
General corporate purposes[(1)]	**[●]**
Total	**[●]**

^ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.
(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

The following table sets forth the details of the schedule of the expected deployment of the Net Proceeds:

(*₹ in million*)

S. No.	Particulars	Amount to be funded from the Net Proceeds[(2)]	Estimated deployment of the Net Proceeds	
			Fiscal 2024[(2)]	Fiscal 2025[(2)]
	Repayment/ prepayment, in full or in part of certain outstanding borrowings availed by our Company	5,500	[●]	[●]
	General corporate purposes[(1)]	**[●]**	[●]	[●]
	Total	**[●]**	**[●]**	**[●]**

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.
(2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to Offer being in compliance with rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section.

The fund requirements, proposed deployment of funds and the intended use of the Net Proceeds set out above is based on our current business plan, internal management estimates, prevailing market conditions and other commercial considerations. However, these fund requirements and proposed deployment of Net Proceeds have not been appraised by any external/independent agency or any bank or financial institution. We may have to revise our funding requirement on account of various factors, such as financial and market conditions, interest rate fluctuations, access to capital, competitive landscape and other external factors such as changes in the business environment or regulatory climate, which may not be within the control of our management. This may also entail rescheduling of the proposed deployment of the Net Proceeds at the discretion of our management, subject to compliance with applicable laws. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Offer during the period stated above due to any reason, including (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws. Further, such factors could also require us to advance the utilisation before the scheduled deployment as disclosed above. For details, see "*Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds towards repayment and/ or prepayment of all or certain portion of outstanding borrowing are based on management estimates and have not been independently appraised by any bank or financial institution. Variations in the utilization of the Net Proceeds would be subject to certain compliance requirements, and our inability to comply with such requirements may cause an adverse impact on our business and operations* ." on page 52.

Subject to compliance with applicable laws, if the actual utilisation towards the Objects, as set out above, is lower than the proposed deployment, such balance will be used towards general corporate purposes, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds, in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects of the Offer, we may explore a range of options including utilising our internal accruals or undertaking any additional debt arrangements. We believe that such alternate arrangements would be available to fund any such shortfalls.

Means of finance

The fund requirements for the Objects of the Offer are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance, under the SEBI ICDR Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds or through existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of the Objects of the Net Proceeds

1. Repayment/ prepayment, in full or in part of certain outstanding borrowings availed by our Company

Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, *inter alia*, term loans and working capital facilities including fund based and non-fund-based borrowings. As at July 1, 2023, our total outstanding borrowings amounted to ₹ 6,065.93 million, on a consolidated basis. For further details on our borrowings, see "*Financial Indebtedness*" on page 340. Our Company proposes to utilise an estimated amount of ₹5,500 million from the Net Proceeds towards full or partial repayment or pre-payment of certain outstanding borrowings availed by our Company. Our Company may from time to time, repay, refinance, enter into further financing arrangements and/or draw down further funds under existing loans from time to time. Therefore, our Company may choose to repay or pre-pay certain borrowings, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus.

The selection of borrowings proposed to be repaid/pre-paid amongst our borrowing arrangements provided in the table below, which has been approved pursuant to a resolution passed by our Board on August 18, 2023, is based on various factors including (i) cost of borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings (including levy of any prepayment penalties and the quantum thereof) restricting our ability to prepay the borrowings and time taken to fulfil or obtain waiver for such requirements, (iii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders, prior to completion of the Offer, (iv) other commercial considerations including, the amount of the loans outstanding and the remaining tenor of the loan, and (v) provisions of any laws, rules and regulations governing such borrowings. However, the aggregate amount to be utilised from the Net Proceeds towards repayment or prepayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹ 5,500 million.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings, given in the table below, may vary from time to time. The amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such refinanced facilities or repayment of any additional facilities obtained by our Company. However, the aggregate amount to be utilised from the Net Proceeds towards repayment and/or prepayment, in part or full, of certain borrowings (including refinanced or additional facilities availed, if any), would not exceed ₹ 5,500 million. In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or additional loans, as the case may be.

We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, debt servicing costs, improve our debt-to-equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity and improved debt-equity ratio of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides the details of outstanding borrowings availed by our Company as of March 31, 2023, which we have identified to repay or prepay, in full or in part, from the Net Proceeds:

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
1.	ICICI Bank Limited	Rupee Term Loan Fund Based	Proceeds of the facility will be utilized for takeover of existing term loans from FIs /Banks normal capital expenditure and long-term working capital requirement of the company	1000.00	199.29	MCLR 1 Year +Spread 1.35%	Principal moratorium of 30 months from the date of first disbursement. Repayment of draw down amount in monthly instalments starting from the end of 33 months of the first drawdown and ending up to 117 months from the date of the first drawdown.	Prepayment of the Facility by the Company is allowed within 45 days of any reset of the spread, subject to the Company providing an irrevocable notice of prepayment to the lender within 15 days of reset of such spread. Save and except as provided herein above, a prepayment premium of 1.00% shall be levied on the amount of the facility prepaid in relation to facility, and any such prepayment shall be subject to the Company giving at least 15 days prior written notice of the same to the lender.	13-10-2014
2.	ICICI Bank Limited	Rupee Term loan Fund Based	Proceeds of the facility will be utilized for meeting with long term capital requirement of the company and normal capital expenditure.	750.00	451.17	MCLR 1 Year +Spread of 1% per annum	Principal moratorium of 30 months from the date of first disbursement. Repayment of draw down amount in monthly instalments starting from the end of 33 months of the first drawdown, and ending up to 117 months from the date	Prepayment of the facility by the Company is allowed, (without any prepayment penalty) within 45 days of any reset of the spread, subject to the Company providing an irrevocable notice of prepayment to the lender within 15 days of reset of such	23-09-2015

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
							of the first drawdown.	spread. Except as mentioned above, if the Company wishes to prepay the facility, it may do so without payment of any prepayment premium on principal amount of the loan prepaid subject to the Company giving at least 15 days prior written notice of the same to the lender.	
3.	FEDERAL BANK LIMITED	Rupee Term Loan Fund Based	To refinance Rupee Term Loan availed from State Bank of India (SBI) to the extent of outstanding on the date of refinancing.	500.00	344.13	1 year MCLR + spread per annum	12 years from date of first disbursement, and repayable in 48 structured quarterly instalments.	The Company shall at any time have the option to prepay the Lender(s) in part or full the facility together with all interest, prepayment premium and other charges and monies due & payable to the Lender(s) up to the date of such prepayment by paying 1.00% of the prepaid amount as penalty. No prepayment penalty would be payable to the lender(s) if the prepayment is effected. 1) At the instance of Lander(s) . 2) From internal	23-03-2017

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
								accruals / equity infusion. 3) Within 30 days of the spread reset date provided Our Company gives a prior notice of 15 days.	
4.	HDFC BANK LIMITED	Rupee Term loan Fund Based	To refinance Rupee Term Loan availed from State Bank of India (SBI) to the extent of outstanding on the date of refinancing.	1000.00	527.40	1 year MCLR + spread per annum	12 years from date of first disbursement, and repayable in instalments as agreed upon.	The Company shall at any time have the option to prepay the Lender(s) in part or full the facility together with all interest, prepayment premium and other charges and monies due & payable to the Lender(s) up to the date of such prepayment by paying 1.00% of the prepaid amount as penalty. No prepayment penalty would be payable to the lender(s) if the prepayment is effected. 1) At the instance of Lander(s) . 2) From internal accruals / equity infusion. 3) Within 30 days of the spread reset date provided Our Company gives a prior notice of 15 days.	25-11-2016

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
5.	HDFC Bank Limited	Rupee Term loan Fund Based	Capex- Reimbursement over the past 1 year from today and upcoming	400.00	12.06	1 Year MCLR with annual reset	Repayment in 14 quarterly instalments from the date of first disbursement	-	26-02-2020
6.	HDFC Bank Limited	Rupee Term loan Fund Based	To augment working capital requirement to enable business unit to meet operating liabilities and restart/increase operations	230.00	145.21	1 Year MCLR+% Spread	The Borrower shall repay the total drawn down amount in 48 monthly instalments starting from the end of 13 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	22-03-2021
7.	HDFC Bank Limited	Rupee Term loan Fund Based	To augment working capital requirement to enable business unit to meet operating liabilities and restart/increase operations	230.00	210.84	1Year MCLR+% Spread	The Borrower shall repay the total drawn down amount in 48 monthly instalment starting from the end of 25 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	28-05-2021
8.	ICICI Bank Limited	Rupee Term Loan Fund based	Proceeds of the facility will be utilized for funding purchase of confectionery business of Flury's and normal capital expenditure.	600.00	395.00	MCLR 1 Year +Spread of 1.60 % per annum	Repay the total drawn down amount in 20 quarterly instalment starting from the end of 15 months from first drawdown	1% on the amount of principal of the facility prepaid	17-03-2020
9.	ICICI Bank Limited	Rupee Term loan Fund Based	Proceeds of the facility will be utilized for capital expenditure and repayment of unsecured loan from group companies/body corporates	750.00	760.95	MCLR 1 Year +Spread of 0.75% per annum	Principal moratorium of 24 months from the date of first disbursement. Repayment of the total drawdown amount in 31 monthly instalments starting from the end of 27 months after the first date of drawdown and ending up to 117 months from the date	The Company shall not, without prior approval of the lender (which approval may be given subject to terms and conditions stipulated by ICICI Bank, including payment of prepayment premium), prepay the outstanding principal amounts of the facility in full or in part, before the	25-01-2018

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
							of the first drawdown.	respective due dates. Prepayment premium to be paid by the Company is nil. Prepayment of the facility allowed, (without any prepayment penalty) within 60 days of increase in the spread, subject to our Company providing an irrevocable notice of prepayment to the lender within 15 days of such increase in the spread. Except as mentioned above, if the Company wishes to prepay the facility, it may do so without payment of any prepayment premium on principal amount of the loan prepaid subject to the Company giving at least 15 days prior written notice of the same to the lender.	
10.	FEDERAL BANK LIMITED	Rupee Term loan Fund Based	Working Capital	154.10	114.26	Repo Rate+ Spread of 6.35%	The Borrower shall repay the total drawn down amount in 48 monthly instalments starting from the end of 13 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	11-01-2021

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
11.	FEDERAL BANK LIMITED	Rupee Term loan Fund Based	Working Capital	154.10	154.10	1 Year MCLR+ % Spread	The Borrower shall repay the total drawn down amount in 48 monthly instalments starting from the end of 25 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	16-06-2021
12.	Yes Bank Limited	Rupee Term Loan Fund Based	To utilize the incremental funds to meet operating expenses & operating liabilities of the hotels	39.90	29.83	1.00% per annum ("Spread") over and above the Bank's yearly MCLR	The Borrower shall repay the total drawn down amount in 48 monthly instalments starting from the end of 13 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	24-12-2020
13.	ICICI Bank Limited	Rupee Term Loan Fund Based	The facility shall be utilized towards working capital requirements of the borrower	480.60	460.58	1 Year MCLR+1 % Spread	Repay the total drawn down amount in 48 monthly instalments starting from the end of 25 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	07-09-2021
14.	ICICI Bank Limited	Rupee Term Loan Fund Based	The facility shall be utilized towards working capital requirements of the borrower	480.60	240.30	1 Year MCLR+1 % Spread	Repay the total drawn down amount in 48 monthly instalment starting from the end of 13 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	18-12-2020
15.	ICICI Bank Limited	Rupee Term Loan Fund Based	The facility shall be utilized towards working capital requirements of the borrower	182.00	182.00	1Year MCLR+1 % Spread	Repay the total drawn down amount in 48 monthly instalments starting from the end of 25 months from first drawdown	The Borrower may prepay the facility in full or in part thereof without any prepayment penalty	05-05- 2022
16.	ICICI Bank Limited	Rupee Term Loan Fund Based	RTL V 1. Capital expenditure including reimbursement of capital expenditure done in last six month from the date of sanction and payment of statutory dues/contingent	1,250.00	500.00	MCLR-1 year plus spread 2.60%	RTL-V 28 structured quarterly instalment after a moratorium of 2 years from the date of first drawdown	The borrower may prepay the facility, in full or in part thereof (without any prepayment premium) within 60	13-12- 2022

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
			liabilities. **2.** Transaction costs and other incidental and related costs in relation to the facility. **RTL VI** The proceeds of the RTL VI shall be utilized towards capital expenditure including reimbursement of capital expenditure done in last six months the date of sanction, payments of statutory dues/contingent liabilities, long-term working capital and transaction costs and their incidental and related costs in relation to the facility.				RTL-VI 12 structured quarterly instalment after a moratorium of 6 months from the date of first drawdown	days of any increase of spread as aforesaid, subject to the borrower providing an irrevocable written notice of prepayment to ICICI Bank within 15 days of such increase of spread. Unless specified otherwise in the documents in relation to the Facility, if the borrower wishes to prepay any part of or whole of the facility, it may do so with payment of prepayment premium of 1.0% on principal amount of the loan being prepaid subject to the Borrower giving at least 15 days prior irrevocable written notice of the same to ICICI Bank. However, the Borrower shall have the right to prepay the outstanding facility from internal cash accruals at any time post 12 months from date of first drawdown.	

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
17.	TFCI (Tourism finance corporation of India Limited)	Rupee Term loan Fund Based	Utilized toward part refinancing/prepayment of outstanding secured loans of existing lenders.	750.00	745.80	TFCI's LT-MCLR i.e. currently 12% per annum	30 quarterly Instalments	The Borrower shall not be entitled to prepay the loan or any part thereof otherwise than in accordance with this Article or as otherwise specifically provided in this agreement. The Borrower may prepay the loan, in full or in part, before the due dates, by giving an irrevocable prior written notice of not less than 30 days to the Lender specifying therein the proposed date of prepayment and the amount which the borrower propose to prepay, subject to payment, of prepayment premium calculated at the rate of 2.00 % plus GST on the principle amount to be prepaid on such high premium as per the prevalent policy of the Lender. All prepayments under this agreement shall be made together with accrued interest on the amount prepaid and any other amounts payable under this agreement.	12-08-2022

S. No.	Name of the Lender/ Trustee	Nature of borrowings	Purpose for which the loan was availed*	Amount sanctioned as on March 31, 2023 (in ₹ million)	Principal amount outstanding as of March 31, 2023 (in ₹ million)	Interest Rate as on March 31, 2023 (% p.a.)	Repayment date / schedule	Pre-payment conditions/penalty	Original sanction letter
18.	Yes Bank Limited	Working Capital	for the purpose of cash flow mismatch, and maintenance capex	200.00	195.06	MCLR-6 months plus spread 1%	32 quarterly Installments	-	31-10-2017
Total					**5,667.82**				

** In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purpose availed, our Company has obtained the requisite certificate.*

For the purposes of the Offer, our Company has obtained necessary consents and notified the relevant lenders, as is respectively required under the relevant facility documentation. Further, to the extent our Company may be subject to the levy of prepayment penalties or premiums and other related costs, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable, payment of such penalty or premium and other related costs shall be made from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such prepayment penalties or premiums, such excessive amount shall be met from our internal accruals.

No portion of the Net Proceeds, that will be utilised for repayment/ prepayment, in full or part, of certain borrowings availed by our Company, will be directly or indirectly routed to our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel and Senior Management, Group Companies (in terms of the SEBI ICDR Regulations) or associates, if any.

As mentioned above, we propose to repay or pre-pay certain loans obtained from ICICI Bank Limited from the Net Proceeds. While ICICI Bank Limited is an affiliate of one of the BRLMs, ICICI Securities Limited, it is not an associate of our Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. Further, such loans sanctioned to our Company by ICICI Bank Limited are part of their normal commercial lending activity and we do not believe that there is any conflict of interest under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations.

2. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹ [●] million, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds may include, capital expenditure, business development initiatives, employee and other personnel expenses, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies, or any other purpose as may be approved by our Board or duly appointed committee, from time to time, subject to compliance with applicable laws. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

Interim use of Net Proceeds

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. Such investments will be approved by our Board from time to time. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Offer Expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses primarily include fees payable to the legal counsels, fees payable to the Statutory Auditors, brokerage, selling commission and underwriting commission payable to the BRLMs, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Escrow Collection Bank(s), Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

All Offer expenses, except (a) listing fees and annual audit fees, which will be solely borne by the Company; and (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, will be shared among our Company and each of the Selling Shareholders on a pro-rata basis (including all applicable taxes, except STT and withholding taxes, if any, which shall be borne by the respective Selling Shareholder), in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Selling Shareholders in the Offer for Sale, respectively, and in accordance with applicable law. Any expenses paid by our Company on behalf of the Selling Shareholders in the first instance, will be reimbursed to our Company by the Selling Shareholders to the extent of its respective proportion of Offer related expenses directly from the Public Offer Account.The Offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company and the Selling Shareholders with the respective Designated Intermediary.

In the event that the Offer is postponed or withdrawn or abandoned for any reason or in the event the Offer is not successfully completed, all expenses in relation to the Offer shall be shared by the Company and the Selling Shareholders in accordance with applicable law.

The break-up for the estimated Offer expenses is set forth below:

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Banker(s) to the Offer, Sponsor Banks. Brokerage underwriting and selling commission and bidding charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs(1)(2) (3)(4)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others including but not limited to: 1. Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses; 2. Printing and stationery expenses; 3. Advertising and marketing expenses; 4. Fees payable to legal counsels; 5. Fees payable to Statutory Auditors; 6. Fees payable to the Independent Chartered Accountant; 7. Fees payable to the industry service provider; and 8. Miscellaneous.	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

**Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

(1) *Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors and Eligible Employees which are directly procured and uploaded by the SCSBs, would be as follows:*

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the Amount Allotted (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE*

(2) *No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the Bid cum Applications Forms directly procured by them.*

Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for Retail Individual Investors**	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*
*Portion for Eligible Employees**	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*

**Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Bidders with bids above ₹ 0.5 million would be ₹ [●] plus applicable taxes,* *per valid Bid cum Application Form. Notwithstanding anything contained above the total processing fee payable will not exceed ₹0.50 million (plus applicable taxes) and in case, if the total processing fees exceeds ₹0.50 million (plus applicable taxes) then processing fees will be paid on pro-rata basis.*

(3) *The processing fees for applications made by UPI Bidders using the UPI Mechanism would be as follows:*

*Sponsor Bank(s)**	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes)* *The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*
Payable to Members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	*₹ [●] per valid application (plus applicable taxes)*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the applicable law, in a format as prescribed by SEBI, from time to time and in accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022

(4) *Selling commission on the portion for Retail Individual Bidders (including bids using the UPI Mechanism), Non-Institutional Bidders and Eligible Employees which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the Amount Allotted (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, and (ii) for NIIs (above ₹ 0.5 million), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Uploading charges/ processing charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, RTAs and CDPs:
• for applications made by UPI Bidders

Uploading Charges/ Processing Charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, RTAs and CDPs:
• for applications made by Retail Individual Investors using 3-in-1 type accounts
• for Non-Institutional Investor Bids using Syndicate ASBA mechanism / using 3- in -1 type accounts
• for Eligible Employees using 3-in-1 type accounts

The bidding/uploading charges payable to the Syndicate/Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE

Monitoring Utilization of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Net Proceeds, prior to filing of the Red Herring Prospectus, as the Fresh Issue exceeds ₹ 1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Net Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) and 32(3) read with part-C of Schedule II of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor of our Company. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our consolidated financial results Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the Net Proceeds from the Objects; and (ii) details of category wise variations in the actual utilisation of the Net Proceeds from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report in the annual report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects of the Offer, unless our Company is authorised to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Shareholders' Meeting Notice**") shall specify the prescribed details, provide Shareholders with the facility to vote by electronic means and shall be published in accordance with the Companies Act, 2013 read with the relevant rules.

The Shareholders' Meeting Notice shall simultaneously be published in the newspapers, one in English and one in Bengali (Bengali also being the regional language of the jurisdiction where our Registered Office is situated). Our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 59 and Schedule XX of the SEBI ICDR Regulations. Further we will ensure compliance with the terms of the exit opportunity for the dissenting shareholders in accordance with "Schedule XX – Conditions/ Manner of Providing Exit Opportunity to Dissenting Shareholders" of SEBI ICDR Regulations and duly follow the process as laid down therein for the 'conditions of the offer' relevant date, frequently traded shares, exit price, identifying the eligibility of shareholders for availing the exit offer, manner of providing exit to dissenting shareholders.

Appraising agency

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency, in accordance with applicable law.

Other confirmations

There is no proposal whereby any portion of the Net Proceeds will be paid to our Directors, Promoters, members of the Promoter Group or Key Managerial Personnel or Senior Management. Further, to the extent of being a Selling Shareholder, our Promoters and member of the Promoter Group will receive proceeds from the respective portion of the Offer for Sale.

There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors and/or Key Managerial Personnel or Senior Management.

BASIS FOR OFFER PRICE

The Price Band, Offer Price and discount (if any) will be determined by our Company in consultation with the Selling Shareholders and the BRLMs, on the basis of assessment of market demand for the Equity Shares by the Book Building Process and on the basis of the following quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹1 each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Bidders should also refer to "*Our Business*", "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 188, 28, 262 and 343, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

1. We have built successful hospitality brands through product innovation and service excellence to attract customer through a diversified and holistic offering.
2. A diversified Pan India portfolio of owned, leased and managed hotels that are strategically located across metros and emerging cities.
3. High occupancy rate and REVPAR with a strong financial and operational track record.
4. High F&B and Entertainment contributions which adds to stable and non-cyclical earnings while complementing the hotel business
5. "Flurys" is an iconic brand with a successful and profitable track record of industry leading EBITDA margins.
6. Dedicated and experienced leadership team with high standards of corporate governance.

For details, see "*Our Business – Competitive Strengths*" on page 193.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Summary Statements. For details, see "*Financial Statements*" on page 262.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

I. Basic and Diluted Restated Earnings per Equity Share ("EPS") at face value of ₹ 1 each:

Fiscal	Basic		Diluted	
	EPS (in ₹)	Weight	EPS (in ₹)	Weight
Year ended March 31, 2023	2.75	3	2.75	3
Year ended March 31, 2022	(1.61)	2	(1.61)	2
Year ended March 31, 2021	(4.34)	1	(4.34)	1
Weighted Average	0.12		0.12	

Notes:

The ratios have been computed as below:

1) *Basic EPS (₹) = Restated net profit/ (loss) for the year attributable to equity holders of the parent divided by weighted average number of Equity Shares outstanding during the year.*
2) *Diluted EPS (₹) = Restated net profit/ (loss) for the year attributable to equity holders of the parent divided by Weighted average number of dilutive Equity Shares outstanding during the year.*
3) *The figures disclosed above are derived from the Restated Consolidated Summary Statements of our Company.*

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of the Price Band (number of times)	P/E at the higher end of the Price Band (number of times)
Based on basic EPS for the Fiscal 2023	The details shall be provided post the fixing of the price band by our Company at the stage of the red herring prospectus or the filing of the price band advertisement	
Based on diluted EPS for the Fiscal 2023		

Industry Peer Group P/E Ratio:

	Industry P/E*
Highest	65.30
Lowest	41.75
Average	54.06

Notes:

1) *The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P / E of the industry peer set disclosed in this section.*
2) *P / E Ratio has been computed based on the closing market price of equity shares on BSE on August 11, 2023, divided by the Diluted EPS for the year ended March 31, 2023.*
3) *All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for the financial year ended March 31, 2023, as available on the websites of the Stock Exchanges.*

III. Average Return on Net Worth ("RoNW"):

The information presented below is derived from the Restated Consolidated Summary Statements:

Financial Period	RoNW (%)	Weight
Year ended March 31, 2023	9.03	3
Year ended March 31, 2022	(5.40)	2
Year ended March 31, 2021	(13.23)	1
Weighted Average	0.51	-

Notes:

1) *Net worth means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses as per the Restated Consolidated Summary Statements as on March 31, 2023; March 31, 2022 and March 31, 2021. Net worth represents equity attributable to equity holders of the Parent and does not include amount attributable to non- controlling interests. For details, see "Other Financial Information" on page 336.*
2) *Average Return on Net worth is calculated as restated profit / (loss) for the year, divided by Average of Net worth at the beginning and end of the year.*
3) *The weighted average return on Net worth is a product of return on Net worth for the year and respective assigned weight, dividing the resultant by total aggregate weight.*

IV. Net Asset Value per Equity Share (Face value of ₹ 1 each) :

NAV per Equity Share	₹
As on March 31, 2023*	31.81
At Floor Price	[●]
At Cap Price	[●]
At Offer Price#	[●]

* *Net Asset Value per Equity Share is calculated as Net worth attributable to the owners of the company divided by number of Equity Shares outstanding at the end of the year. For details, see "Other Financial Information" on page 336.*

#Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

V. Comparison of accounting ratios with Listed Industry Peers

Following is the comparison with our peer group companies listed in India:

Name of the company	Face Value per Equity Share (in ₹)#	Revenue from operations (₹ in million)	EPS for the year ended March 31, 2023 (Basic) (in ₹)#	EPS for the year ended March 31, 2023 (Diluted) (in ₹)#	NAV (₹ in million)	NAV per Equity Share for the year ended March 31, 2023 (in ₹)(3)	P/E for the year ended March 31, 2023 (Closing price on August 11, 2023/ (Diluted) EPS)(1)	RoNW for the year ended March 31, 2023 (in %)(2)(4)	Market Cap/Total Income (5)
Apeejay Surrendra	1	5 ,061.30	2.75	2.75	5,556.82	31.81	NA	8.65	NA

Name of the company	Face Value per Equity Share (in ₹)#	Revenue from operations (₹ in million)	EPS for the year ended March 31, 2023 (Basic) (in ₹)#	EPS for the year ended March 31, 2023 (Diluted) (in ₹)#	NAV (₹ in million)	NAV per Equity Share for the year ended March 31, 2023 (in ₹)(3)	P/E for the year ended March 31, 2023 (Closing price on August 11, 2023/ (Diluted) EPS)(1)	RoNW for the year ended March 31, 2023 (in %)(2)(4)	Market Cap/Total Income (5)
Park Hotels Limited									
Chalet Hotels Limited	10	11,284.67	9.06	9.06	15,444.85	75.33	54.38	12.03	8.57
Lemon Tree Hotels Limited	10	8,749.90	1.45	1.45	8,537.27	10.78	65.30	16.46	8.54
Indian Hotels Company Limited	1	58,099.10	7.06	7.06	79,819.60	56.20	54.82	13.19	9.24
EIH Limited	2	20,188.10	5.03	5.03	33,745.70	53.96	41.75	9.75	6.26

Source for share price: All the financial information for the industry peers mentioned above is on a consolidated basis and is sourced from the annual reports as available of the respective company for the relevant year submitted to Stock Exchanges.

Note:

(1) *P / E Ratio has been computed based on the closing market price of equity shares on BSE on August 11, 2023, divided by the Diluted EPS for the year ended March 31, 2023*

(2) *Return on Net worth is calculated as restated profit/ (loss) for the year attributable to equity holders of the parent divided by Net worth at the end of the year*

(3) *Net Asset Value per Equity Share is calculated as Net worth attributable to the owners of the company divided by number of Equity Shares outstanding at the end of the year".*

(4) *"Net worth" means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses as per the Restated Consolidated Summary Statements as on March 31, 2023; March 31, 2022 and March 31, 2021. Net worth represents equity attributable to equity holders of the Parent and does not include amount attributable to non- controlling interests.*

(5) *Market Cap has been computed based on the closing market price of equity shares on BSE on August 11, 2023.*

VI. Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyze our business performance, which in result, help us in analyzing the growth of business verticals in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. Additionally, the KPIs have been certified by way of certificate dated August 19, 2023 issued by Raj Har Gopal & Co., Chartered Accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated August 19, 2023 issued by Raj Har Gopal & Co., Chartered Accountants, has been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 467. The Bidders can refer to the below mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision.

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance are set forth below:

S. No.	Metric	Explanation for the KPI
Financial Parameters		
1	Total Income	Total Income is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and size of its business.
2	Total Income Growth (Y-o-Y)	Growth in income provides information regarding the growth of our business for the respective period.

S. No.	Metric	Explanation for the KPI
3	EBITDA	EBITDA provides information regarding the operational efficiency of our business.
4	EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
5	Restated profit/ (loss) for the year	Profit after tax provides information regarding the overall profitability of our business
6	Restated loss for the year Margin	Profit after tax Margin is an indicator of the overall profitability and financial performance of our business.
7	Net Debt	Net Debt provides information regarding our leverage and liquidity profile of the company
8	Net Debt/ Equity	Net Debt to Equity is a measure of the company's leverage over equity invested and earnings retained over time
9	Net Debt/ EBITDA	Net Debt to EBITDA is a measure of the time it would take for our existing operational earnings (EBITDA) to pay back our net debt
Operational Parameters		
10	Inventory (No. of operating keys)	Inventory refers to the number of Keys/ rooms in our portfolio which generates the revenue from room nights booked
11	Inventory Growth	Inventory growth is a measure of our capability to grow our portfolio over a period of time
12	No of Hotels	No of hotels is the measure of our portfolio size
13	No of Flurys' Outlets	No of flurys' outlets is the measure of our Café & Bakery portfolio size
14	Average Room Rent	Average room rent is a key measure of the rate (INR/ room/ night) at which we offer our inventory and is a key parameter for our revenue generation
15	Average Occupancy	Average occupancy is the ratio of the total number of room nights sold in a year upon the available room nights and is a measure of our revenue generation capabilities over a period of time

Details of our KPIs as at/ for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021

(*₹ in million, unless mentioned otherwise*)

KPI	Fiscal 2023	Fiscal 2022	Fiscal 2021
Financial			
Total Income	5,244.30	2,678.30	1,902.90
Total Income Growth (Y-o-Y) (%)	95.81	40.75	N.A.
EBITDA	1,770.95	582.93	228.46
EBITDA Margin (%)	33.77	21.76	12.01
Restated profit/ (loss) for the year	480.62	(282.02)	(758.83)
Restated profit / (loss) for the year Margin (%)	9.16	(10.53)	(39.88)
Net Debt	5,500.10	6,137.59	5,834.00
Net Debt/ Equity	0.99	1.21	1.09
Net Debt/EBITDA	3.11	10.53	25.54
Operational			
Inventory (No. of operating keys) (Owned, Leased and Managed)	2,009	1,865	1,612
Inventory Growth (%) (Owned, Leased and Managed)	7.72	15.69	NA
No of Hotels (Owned, Leased and Managed)	25	21	17
No of Flurry Outlets	69	59	52
Average Room Rent (Owned Hotel of the Company)	6,070.51	3,804.27	3,250.90
Average Occupancy (%) (Owned Hotel of the Company)	91.77	79.10	67.26

** As certified by Raj Har Gopal & Co., Chartered Accountants, vide their certificate dated August 19, 2023*

Notes

1) Total Income means addition of revenue from contracts with customers and other income.

2) *Growth in Total Income (%) is calculated as a percentage of Total Income of the relevant year minus Total Income of the preceding year, divided by Total Income of the preceding year.*
3) *EBITDA = Restated profit/ (loss) for the year + Finance Costs + Total Tax expense/(credit) + Depreciation and Amortisation expense + Exceptional loss*
4) *EBITDA Margin = EBITDA / Total income.*
5) *Restated profit/(loss) for the year Margin = restated profit/ (loss) for the year / Total income.*
6) *Net Debt = Non-current liabilities – borrowings (including current maturities of long term borrowings) + Current liabilities – borrowings (excluding current maturities of long-term borrowings) less Cash and cash equivalents*
7) *Total Equity (excluding non-controlling interest) = Equity Share Capital + Other Equity*
8) *Inventory is the total number of operational keys/ rooms in the company's portfolio of hotels for the relevant year.*
9) *Inventory Growth (%) is calculated as a percentage of Inventory of the relevant year minus inventory of the preceding year, divided by Inventory of the preceding year.*
10) *No. of Hotels are the total number of operational hotels of the relevant year.*
11) *No. of Flurry Outlets are the total number of our operational Café & Bakery portfolio size of the relevant year.*
12) *Average Room Rent is calculated total revenue from sale of rooms received for a relevant year divided by the total occupied room per night.*
13) *Average Occupancy is calculated the total room nights sold in a relevant year divided by the total available room nights in the same relevant year.*

Except as disclosed above, there are no other KPIs pertaining to our Company disclosed to its investors, at any point of time, during the three years preceding the date of this Draft Red Herring Prospectus. Further, the Audit Committee vide its resolution dated August 18, 2023 has confirmed that verified details for all the key performance indicators pertaining to our Company that have been disclosed to the earlier investors at any point of time during the three years period prior to the date of filing this Draft Red Herring Prospectus are disclosed above.

Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis on the Stock Exchanges, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date; or (ii) till the utilization of the Net Proceeds or for such other period as may be required under the SEBI ICDR Regulations.

VII. Comparison of Key Performance Indicators for Fiscals 2023, 2022 and 2021 with listed industry peers

(*₹ in million, unless otherwise specified*)

KPI	Apeejay Surrendra Park Hotels Limited			Chalet Hotels Limited			Lemon Tree Limited			Indian Hotels Company Limited			EIH Limited		
	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Total Income	5,244.30	2,678.30	1,902.90	11,779.54	5,297.39	3167.25	8,785.66	4,162.70	2,649.79	59,488.10	32,113.80	17,398.80	20,964.10	10,439.48	5,549.68
Total Income Growth	95.81%	40.75%	N.A.	122.36%	67.26%	N.A.	111.06%	57.10%	N.A.	85.24%	84.57%	N.A.	100.82%	88.11%	N.A.
EBITDA	1,770.95	582.93	228.46	5,023.04	1,138.72	253.28	4,511.44	1,326.92	832.61	19,434.60	5,599.10	(1,970.40)	6,649.30	464.06	(2,339.84)
EBITDA Margin	33.77%	21.76%	12.01%	42.64%	21.50%	8.00%	51.35%	31.88%	31.42%	32.67%	17.44%	(11.32)%	31.72%	4.45%	(42.16)%
Profit/(loss) for the year	480.62	(282.02)	(758.83)	1,858.36	(814.69)	(1,391.28)	1,405.40	(1,373.62)	(1,865.42)	10,528.30	(2,649.70)	(7956.3)	3,291	(950.58)	(3754.46)
Profit/(loss) Margin	9.16%	(10.53) %	(39.88) %	15.78%	(15.38) %	(43.93) %	16.00%	(33.00) %	(70.40) %	17.70%	(8.25) %	(45.73) %	15.70%	(9.11) %	(67.65) %
Net Debt	5,500.10	6,137.59	5,834.00	27,494.17	25,094.59	18,178.79	17,220.47	16,443.64	14,456.15	818.7	12,012.30	23,720.90	(289.40)	2,635.89	2,315.14
Net Debt/ Total Equity	0.99	1.21	1.09	1.78	1.87	1.28	2.02	1.98	1.58	0.01	0.17	0.65	(0.01)	0.09	0.07
Net Debt / EBITDA	3.11	10.53	25.54	5.47	22.04	71.77	3.82	12.39	17.36	0.04	2.15	(12.04)	(0.04)	5.68	(0.99)
Inventory (No. of operating keys)	2,009	1,865	1,612	2634	2,554	2,554	8,382	8,489	8,309	21,686	20,581	19,425	4,192	4,499	4,567
Inventory Growth	7.72%	15.69%	NA	3.13%	0%	NA	(1.26) %	2.17%	NA	5.37%	5.95%	NA	(6.82) %	(1.49) %	NA
No. of Hotels (Operational)	25	21	17	8	7	7	88	87	84	188	175	165	24	30	30
ARR	6,070.51	3,804.27	3,250.90	9,169	4,576	4,040	N.A.	3,459	2,615	13,736	9,717	7351	N.A.	N.A.	N.A.
Avg Occupancy	91.77%	79.10%	67.26%	72%	51%	30%	N.A.	46%	40%	72%	53%	39%	N.A.	N.A.	N.A.

Source: All the financial information for the industry peers mentioned above is on a consolidated basis and is sourced from the published Financial result , www.bseindia.com, Investors' Presentation as available of the respective company for the relevant year in public domain

Notes:

(1) Growth in Total Income (%) is calculated as a percentage of Total Income of the relevant year minus Total Income of the preceding year, divided by Total Income of the preceding year.

(2) EBITDA

a. For our Company: Restated profit/ (loss) for the year + Finance Costs + Total Tax expense/(credit) + Depreciation and Amortisation expense +/ (-) Exceptional items

b. For Listed Peers : Profit/ (loss) for the year + finance costs +Total Tax expense/(income) + Depreciation and Amortisation expense +/ (-) Exceptional items (share of associates' and JV's profit/finance income)

(3) EBITDA Margin = EBITDA / Total income.

(4) Profit/(loss) Margin : Profit/ (loss) for the year / Total Income

(5) Net debt

a. For our Company: Non-current liabilities – borrowings (including current maturities of long term borrowings) + Current liabilities – borrowings (excluding current maturities of long-term borrowings) less Cash and cash equivalents

b. For Listed Peers : Non-current financial liabilities - Borrowings + Current financial liabilities - Borrowings less Cash and Cash Equivalents

(6) Total Equity excluding Non-Controlling Interest = Equity Share Capital + Other Equity

(7) Inventory is the total number of operational keys/ rooms in the company's portfolio of hotels for the relevant year.

(8) Inventory Growth (%) is calculated as a percentage of Inventory of the relevant year minus inventory of the preceding year, divided by Inventory of the preceding year.

(9) No. of Hotels are the total number of operational hotels of the relevant year.

(10) Average Room Rent is calculated total revenue from sale of rooms received for a relevant year divided by the total available room per night.

(11) Average Occupancy is calculated the total room nights sold in a relevant year divided by the total available room nights in the same relevant year.

VIII. Our Company confirms that there has been no:

1. primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus; and

2. secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoters, Promoter Group entities, Selling Shareholders, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus.

None of our Shareholders is entitled to nominate Directors on our Board.

Set forth below are details of last five primary/ secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholders are a party to the transaction) during three years preceding the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Date of Transaction	Nature of Transaction	Name of Acquirer	Acquisition Price per Equity Share (in ₹)*	Number of Equity Shares acquired
1	February 24, 2021	Other than cash	Apeejay Surrendra Management Services Private Limited	Nil	399,976
3	December 22, 2021	Other than Cash	Great Eastern Stores Private Limited	0.08	52,500,000

** As certified by Raj Har Gopal & Co., Chartered Accountants, vide their certificate dated August 19, 2023*

IX. Floor Price and Cap Price as compared to the weighted average cost of acquisition based on primary/ secondary transaction(s), as disclosed in point VIII above, are set out below:

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price (in ₹)#	Cap Price (in ₹)#
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities),excluding shares issued under an employee stock option plan/employee stock option scheme, during the 18 months preceding the date of filing of this Daft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Nil	N.A.	N.A.

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price (in ₹)#	Cap Price (in ₹)#
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/ promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) or selling shareholder in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Nil	N.A.	N.A.
Since there were no primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction, is as below:			
Based on primary issuances	Nil	N.A.	N.A.
Based on secondary transactions	0.08	N.A.	N.A.

** As certified by Raj Har Gopal & Co., Chartered Accountants, vide their certificate dated August 19, 2023*
 # To be updated at the Prospectus stage.

X. Detailed explanation for Offer Price/Cap Price being [•] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in point VIII and IX above) along with our Company's key performance indicators and financial ratios for Fiscal 2023, 2022 and 2021.

[●]*

Note: This will be included on finalisation of Price Band

XI. Explanation for Offer Price/Cap Price being [•] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in point VIII and IX above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

Note: This will be included on finalisation of Price Band

XII. The Offer price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the Selling Shareholders and the BRLMs, on the basis of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 28, 188, 343 and 262 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 28 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
Apeejay Surrendra Park Hotels Limited
17, Park Street
Kolkata WB 700016

Dear Sirs/Madams,

Statement of Special Tax Benefits available to Apeejay Surrendra Park Hotels Limited and its shareholders under the Indian tax laws

1. We hereby confirm that the enclosed Annexure, prepared by Apeejay Surrendra Park Hotels Limited ("the **Company**"), provides the special tax benefits available to the Company and to the shareholders of the Company, under:

    - the Income-tax Act, 1961 (the "**Act**") as amended by the Finance Act 2023, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (Annexure 1)
    - the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/Union Territory Goods and Services Tax Act, 2017 ("**GST Act**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**") as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (Annexure 2).

      The Act, and the GST Acts, the Customs Act and the Tariff Act, as defined above, are collectively referred to as the "**Tax Laws**".

      Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offer of the equity shares of face value of ₹ 1 each of the Company (the "**Proposed IPO**").

3. We do not express any opinion or provide any assurance as to whether:

    i) the Company or its shareholders will continue to obtain these benefits in future;
    ii) the conditions prescribed for availing the benefits have been / would be met with; and
    iii) the revenue authorities/courts will concur with the views expressed herein.

4. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

5. This Statement is issued solely in connection with the Proposed IPO and is not to be used, referred to or distributed for any other purpose.

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

Amit Chugh
Partner
Membership Number: 505224
UDIN: 23505224BGRUSA2213
Place of Signature: New Delhi
Date: August 19, 2023

ANNEXURE 1

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA – INCOME TAX ACT, 1961

Outlined below are the special tax benefits available to Apeejay Surrendra Park Hotels Limited (the "**Company**") and its shareholders under the Income-tax Act, 1961 (the "**Act**') as amended by the Finance Act 2023, i.e. applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

1. **Special Tax Benefits available to the Company**

A. Lower corporate tax rate under Section 115BAA of the Act and MAT credit under Section 115JAA of the Act

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (the "**Amendment Act, 2019**") w.e.f. FY 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives.

The option under Section 115BAA of the Act once exercised cannot be subsequently withdrawn for the same or any future financial year.

The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("**MAT**") under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

The Company has not yet opted to pay concessional tax rate under Section 115BAA of the Act for AY 2024-25 and hence is eligible to claim MAT credit. In case the Company opts for concessional tax rate under Section 115BAA of the Act, it shall not be eligible to claim and carry forward the MAT credit available.

B. Deduction under Section 35AD of the Act

As per the provisions of Section 35AD of the Act, a company engaged in specified business (building and operating, anywhere in India, a hotel of two star or above category as classified by the Central Government) is entitled to a deduction of 100% of the capital expenditure incurred for the purpose of said business carried on by it during the previous year in which such expenditure is incurred by him, subject to fulfilment of prescribed conditions.

In this regard, the benefit under section 35AD shall be available for specified business (i.e., in the present case building and operating a new hotel of two-star category or above provided it commences operations on or after the 1st day of April 2010.

The Company has not yet opted to pay concessional tax rate under Section 115BAA of the Act for AY 2024-25 and hence may be eligible to claim deduction under Section 35AD of the Act provided satisfaction of the aforesaid conditions. In case the Company opts for concessional tax rate under Section 115BAA of the Act, it shall not be eligible to claim deduction under Section 35AD of the Act.

C. Section 80M - Deduction in respect of inter-corporate dividends

A new Section 80M has been inserted by the Finance Act, 2020 w.e.f. April 1, 2020 providing for deduction from gross total income of a domestic company, of an amount equal to dividends received by such company from another domestic company or a foreign company or a business trust as does not exceed the amount of dividend distributed by it on or before one month prior to the date of filing its tax return as prescribed under Section 139(1) of the Act.

Where the Company or Material Subsidiaries receives any such dividend during a Financial Year and also, distributes dividend to its shareholders before the aforesaid date, as may be relevant to the said Financial Year, it shall be entitled to the deduction under Section 80M of the Act. It may further be noted that deduction under section 80M of the Act shall be available to the company irrespective of whether it opts for concessional regime under section 115BAA of the Act or not.

2. **Special Tax Benefits available to the shareholders of the Company**

There are no special tax benefits available to the shareholders (other than resident corporate shareholders) of the Company for investing in the equity shares of the Company.

I. Section 80M - Deduction in respect of inter-corporate dividends:

With respect to a resident corporate shareholder, a new section 80M is inserted in the Finance Act, 2020, to remove the cascading effect of taxes on inter-corporate dividends during financial year 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139.

Notes:

a) This Annexure sets out only the special tax benefits available to the Company and its shareholders under the current Income-tax Act, 1961 (the "**Act**") as amended by the Finance Act, 2023 applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

b) This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

c) The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Income-tax regulations. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

d) As per Section 2 of chapter II of Finance Act, 2023 (Rates of Income-tax), Income-tax shall be charged at the rates specified in Part I of the First Schedule in assessment year 2024-25. Since the Company's turnover is greater than INR 5,061.30 million in the previous year 2022-23, it will be liable to pay tax at the rate of 25% (plus applicable surcharge and health and education cess) on the total income for Assessment Year ("**AY**") 2024-25.

Further, the Company also has an option as per the provisions of Section 115BAA of the Act to opt for reduced tax rate of 22% (plus applicable surcharge and health and education cess) subject to fulfilment of certain conditions specified in the said Section. Such option once exercised shall apply to all subsequent assessment years. Where such an option is exercised, the Company will not be allowed to claim any of the following deductions/exemptions:

(i) Deduction under Section 10AA of the Act (deduction in respect of newly established units in Special Economic Zone);
(ii) Deduction under clause (iia) of sub-section (1) of Section 32 of the Act (Additional depreciation);
(iii) Deduction under Section 32AD, Section 33AB, or Section 33ABA of the Act (Investment in new plant or machinery in notified backward areas in certain states, Tea development account, coffee development account and rubber development account, site restoration fund);
(iv) Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of Section 35 of the Act (Expenditure on scientific research);
(v) Deduction under Section 35AD or Section 35CCC of the Act (Deduction for specified business, agricultural extension project);
(vi) Deduction under Section 35CCD of the Act (Expenditure on skill development);
(vii) Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA or Section 80M of the Act;

(viii) No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause (i) to (vii) above; and

(ix) No set off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A of the Act, if such loss or depreciation is attributable to any of the deductions referred from clause (i) to (vii) above.

Additionally, the provisions of Section 115JB of the Act i.e., MAT shall not apply to the Company on exercise of the option under Section 115BAA of the Act, as specified under sub-section (5A) of Section 115JB of the Act. The Company is also required to submit the prescribed form with the Income-tax authorities within the specified due date for filing Income-tax Return.

It is pertinent to note that in case where a Company does not opt for the lower tax rate, the Company would be liable to pay tax at the rate of 25% (plus applicable surcharge and health and education cess).

(e) This Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Proposed IPO.

(f) In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant double tax avoidance agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.

(g) No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of Apeejay Surrendra Park Hotels Limited

Atul Khosla
Chief Financial Officer (CFO)
Place: New Delhi
Date: August 19, 2023

ANNEXURE 2

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE LAWS IN INDIA – OTHERS

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act, 2017 ("GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 (collectively referred to as "indirect tax")

A. **Special tax benefits available to the Company**

a) In the Goods & Services Tax ("**GST**") regime, the supply of food or any other any other article for human consumption or drink provided by a restaurant is taxable at a reduced rate of 5% with the restriction that credit of input tax charged on goods and services used in supplying the said supply has not been availed.

We understand that the "Flurys" unit and "Someplace Else" unit of the Company is availing the benefit of reduced rate of 5% and is not availing any input tax credit on its procurements of goods and services.

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B. **Special tax benefits available to the shareholders of the Company**

There are no special indirect tax benefits available to the shareholders of the Company.

Notes:

1. This Annexure sets out only the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and applicable State/ Union Territory Goods and Services Tax Act, 2017 ("**GST Act**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**") as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24.

2. Our comments are based on our understanding of the specific activities carried out by the Company from April 2023 till the date of this Annexure as per the documents provided to us and the discussions held with the representatives of the Company. Any variation in the understanding could require our comments to be suitably modified.

3. The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of various Indirect Tax law provisions listed above. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

4. We have been given to understand that during the period April, 2023 till the date of this Annexure, the Company has:
    - claimed the following exemptions / benefits under the GST law on outward supplies made by them which are in general available under the GST law and hence may not be treated as special tax benefits:
      - supply of alcoholic liquor in terms of Section 9(1) of the CGST Act, 2017;
    - supplied services to SEZ unit which qualifies as zero-rated supply in terms of Section 16(1)(b) of the IGST Act, 2017 on payment of IGST;
    - imported goods on payment of customs duty and IGST at the applicable rates as per Tariff Act;
    - imported services on payment of IGST under reverse charge mechanism under GST Act;
    - not made any fresh investment in any State of the country and has not claimed any incentive under any State Incentive Policy.

5. This Annexure covers only indirect tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

6. This Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for a professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Proposed IPO.

7. The above views are based upon the provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

8. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of **Apeejay Surrendra Park Hotels Limited**

Atul Khosla
Chief Financial Officer (CFO)
Place: New Delhi
Date: August 19, 2023

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless the context requires otherwise, the industry-related information contained in this section is derived from reports titled "Industry Report – Upper Tier and Upper Midscale Hotels" dated August, 2023 prepared by Horwath HTL, "Assessment of the confectionery and café market in India" dated August 2023, prepared by CRISIL, and "Market Assessment Study for the Residential Development on E M Bypass, Kolkata, West Bengal, India" dated July 17, 2023 prepared by ANAROCK, which has been exclusively commissioned and paid for by our Company in connection with the Offer (collectively the "**Industry Reports**"). We commissioned and paid for the Industry Reports pursuant to engagement letters entered with Horwath HTL, CRISIL, and ANAROCK, respectively for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. The Industry Reports are available on the website of our Company at https://www.theparkhotels.com/corporate-information.html. The data included herein includes excerpts from the Industry Reports may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Industry Reports and included herein with respect to any particular year refers to such information for the relevant calendar year. References to hotel business, confectionery and café market in India, and residential development on E M Bypass, Kolkata in this section are in accordance with the presentation, analysis and categorisation in the Industry Reports. Our segment reporting in the financial statements is based on the criteria set out in Ind AS 108, Operating Segments and accordingly we do not prepare our financial statements by the segments outlined in this section. For details regarding the disclaimers issued by CRISIL, Horwath HTL and ANAROCK in respect of the CRISIL Research Report, the Horwath HTL Report and ANAROCK Report, respectively, see "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 18. Further, see "Risk Factors – Other Risks - This Draft Red Herring Prospectus contains information from industry reports from certain agencies commissioned by us, including Horwath HTL, CRISIL, and ANAROCK which has been exclusively commissioned and paid for by our Company solely for the purposes of the of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks" on page 65.*

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Industry Report – Upper Tier and Upper Midscale Hotels

1. Overview of Key Market Characteristics

Some key characteristics of India's hospitality industry, relevant for a better understanding of the market and more particularly the upper-tier and upscale segments, are briefly set out herein.

1.1. India has only 171k chain affiliated hotel rooms, across segments, as at 31 March 2023. Supply at independent hotels is widely fragmented and substantially of midscale and lower positioning.

1.2. India's share of global tourism is limited, with Foreign Tourist Arrivals (FTA) between 10.2 mn and 10.6 mn for FY18-FY20 *(Source: Ministry of Tourism, Govt of India)*. For 2019, India had only 0.73% of global tourist arrivals *(Source: Ministry of Tourism, Govt of India and UNWTO World Tourism Barometer, January 2020)*. On the other hand, the domestic travel industry in India has been robust and has grown materially.

1.3. Chain affiliated supply has evolved materially - (a) total supply as at Financial Year 2023 (FY23) is nearly 7.2 times the FY01 inventory; (b) rooms supply is now more balanced across different segments having initially been more heavily weighted towards luxury and upper upscale hotels; (c) ownership patterns have shifted from chain or chain-led ownership of hotels to greater ownership by private sector developers and investors, and some institutional investors; (d) consequently, international chains have established strong presence, increasing supply share from 21% in FY01 to 47% as at 31 March 2023; (e) guest preferences have evolved with greater appreciation of lifestyle and boutique hotel offerings, well-curated Food and Beverage (F&B) experiences, leisure, recreation and entertainment.

1.4. 11 states have granted industry status to hotels, enabling benefits such as industrial rates for energy, water, property tax incentives etc; in some cases, the real flow of benefits is yet to occur. A nation-wide recognition of Hotel sector with industry status would be materially beneficial.

1.5. The hotel sector suffered due to lockdowns during the pandemic but has recovered positively since then. Several positives elements for the hotel sector include (a) robust domestic travel for business, leisure, Meetings, Incentives, Conferences and Exhibitions (MICE), weddings, and social purposes, with better rate paying potential; (b) increased use of hotels for leisure, weddings and social travel; (c) increased urbanisation and access infrastructure creating new travel destinations and micro-markets for hotels; (d) changing demographics, with millennials and younger travellers seeking experiences and willing to spend on entertainment and recreation; (e) evolving attitudes towards recreation, entertainment, wellness and lifestyle.

1.6. Domestic leisure and weddings demand has been a vital factor in reviving business after the Covid-19 pandemic.

2. India – Macro Economic Overview

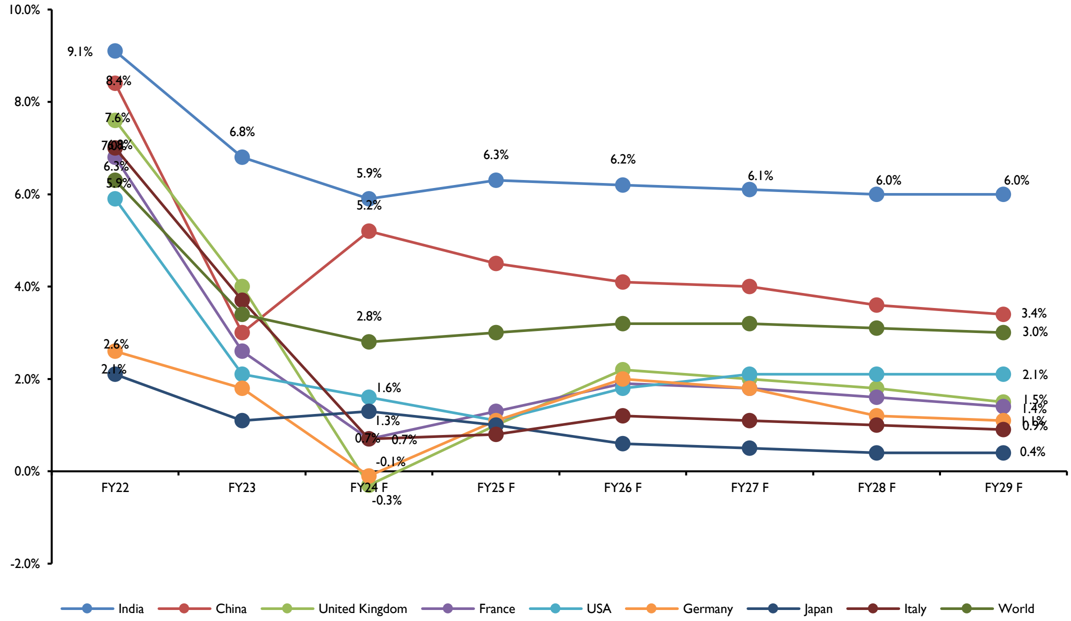
2.1. <u>India GDP</u>

In FY22, India was the fifth largest global economy with Gross Domestic Product (GDP) at current prices of United States Dollars (USD) 3.18 trillion *(Source: World Development Indicators Database, World Bank, 15 January 2023)*. India's economy source grew by 9% in FY22, against -5.8% decline caused by coronavirus pandemic in FY21. The GDP growth for FY23 is estimated at 7.2% *(Source: National Statistics Office, Ministry of Statistics & Programme Implementation - MoSPI, Govt of India)*; latest International Monetary Fund (IMF) estimates placed this at 6.8%.

IMF's World Economic Outlook Report (April 2023) forecasts India's (a) GDP growth at 5.9% for FY24, 6.3% for FY25 and 6.2%, 6.1% and 6% for the next three years; and (b) per capita GDP to grow at 7.8% CAGR between FY23-FY28. In its announcement on April 6, 2023, Reserve Bank of India (RBI) has projected FY24 GDP growth at 6.5%. India is considered among the lead growth engines for the coming decade, in terms of GDP growth rate. 6-6.5% growth will be important for India's economy to hit the USD 5 trillion mark.

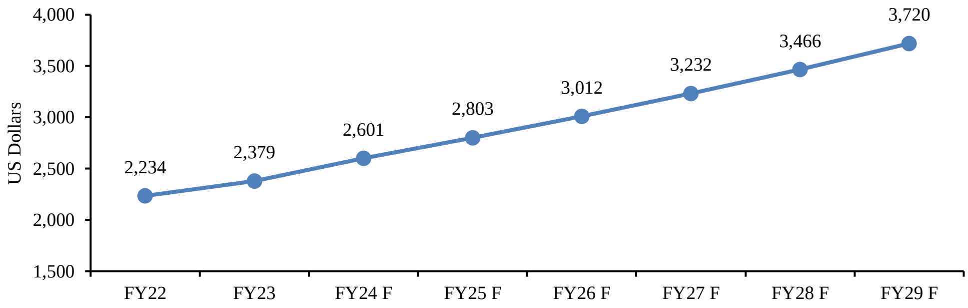
Chart 1a provides IMF forecast for GDP growth rate (at constant prices) for India and the top seven global economies through FY29.

Chart 1a - India and Top 7 Global economies GDP Forecast



Source: World Economic Outlook, IMF, April 2023

Chart 1b - India Per Capita GDP Forecast



Source: World Economic Outlook, IMF, April 2023

The hotel industry would likely benefit from increased individual incomes, which can reasonably be expected to create additional discretionary spending, particularly as supply growth occurs in tier 2 and tier 3 markets. This will also likely benefit Apeejay Surrendra Park Hotels Limited (ASPHL) with its THE PARK (TPH) hotels in all metro cities and some other key markets, and expansion of Zone by The Park (ZTP) and Zone Connect hotels across multiple markets at upper-midscale positioning.

2.2. <u>Key Demographic Aspects</u>

2.2.1 <u>Increased Urbanisation:</u> There is a clear and growing trend towards increased urbanisation. India's urban population increased from 27.8% in 2001 to 31.2% in 2011 and was projected to increase further to 34.4% in 2021. Urban population grew by 91 million (mn) between 2001-2011, and was projected to grow by 92 mn between 2011-2021; corresponding rural population growth was 90 mn and 60 mn respectively.

Source: Census of India 2011 and Population Projections for India and States 2011 – 2036, July 2020

2.2.2 Per United Nations' World Urbanisation Prospects Report (The 2018 Revision)

- In 2018, India had 461 mn urban dwellers (11% of global urban population). This is projected at 543 mn by 2025 (37.4% of total population), becoming the second largest urban population globally after China.

- India currently has 5 megacities - Mumbai, Delhi National Capital Region (Delhi NCR), Bengaluru, Kolkata and Chennai – which are urban agglomerations with population > 10 mn. Ahmedabad and Hyderabad (presently with 7 to 9.5 mn inhabitants) are expected to become megacities by 2030. ASPHL already has hotels in six of these seven megacities.

2.2.3 Per Population Projections for India and States 2011-2036 Report (July 2020) of Technical Group constituted by the National Commission on Population (NCP) under the Ministry of Health and Family Welfare

- India's urban population is projected to increase from 377 mn in 2011 (31.1% share) to 594 mn in 2036 (39.1% share) by 2036 – the UN Report projects 38% share by 2025. This growth by 2036 will materially come from existing and new urban areas.
- Delhi with 98% urban population (2011) is projected at 100% by 2036.
- Tamil Nadu, Kerala, Maharashtra, Karnataka and Gujarat are expected to have more than 50% urban population by 2036.

Cities / urban agglomerations with population exceeding 1 mn increased from 35 in 2001 to 53 in 2011. Cities and towns have expanded, often creating multiple micro-markets and business districts and opening new opportunities for hotels. (*Source: Census 2011)*

Urbanisation creates the need for jobs, thereby attracting investment and development of multiple business sectors, including manufacturing and services. Growth in business and business opportunities due to increased urban-led activity is evidenced by increase in air traffic, wider real estate activity, and growth of hotels in several existing and newer markets in metro cites, primary and secondary cities and towns.

2.2.4 <u>Middle Class Population:</u> "The Rise of India's Middle Class" Report published in November 2022 by People Research on India's Consumer Economy (PRICE) estimates India's middle-class population at 432 mn in FY21, 715 mn in FY31 and 1,015 mn by FY47, moving ahead of US and China within this decade. The middle class spans a wide economic segment, with sections of the middle class slowly graduating to the upper class due to attitudinal and lifestyle changes creating demand potential for different services (rooms, F&B, functions, entertainment) at upper tier hotels.

2.2.5 <u>Young Population (15-29 Years):</u> Per Youth in India Report 2022, published by Ministry of Statistics and Programme Implementation (MoSPI)

- The young population has increased from 223 mn in 1991 to 333 mn in 2011, 360 mn in 2016, and 371 mn in 2021 (27.2% of total population).
- India is experiencing a demographic window of opportunity - a "youth bulge" (growth in youth as a share of total population) in the working-age population, expected to last till 2055.
- The large working age population will require jobs, placing importance on employment creation – the hotel and tourism sector has substantial ability to create jobs, directly and as a multiplier effect, if the sector is sufficiently enabled. A large working population also carries enhanced discretionary spend capacity and propensity to spend on lifestyle aspects, which could benefit the hotel sector.
- From an ASPHL perspective, its lifestyle and design led hotels with strong focus on entertainment and dining are products that appeal to the younger generation; this boutique model has also been adopted for the ZTP hotels, serving and benefitting from lifestyle expectations of the younger population over multiple second tier markets.

3. Industry size – chain affiliated hotels

3.1. In this section, we provide an overview of supply and demand size and supply composition. Reference to Select Markets is to the six metro cities (Mumbai metropolitan area, Delhi NCR, Bengaluru, Chennai, Hyderabad and Kolkata), Goa and Pune – these are the main markets where ASPHL has THE PARK hotels, or is developing an owned asset under this brand. The report also often refers to Key Markets – these are the top 10 markets in India in terms of rooms inventory and comprise the Select Markets plus Ahmedabad and Jaipur.

3.2. Our analysis of hotel supply and demand principally deals with chain-affiliated hotels, i.e. hotels that are either (i) owned and operated by hotel chains, or (ii) operated by hotel chains on behalf of other owners or (iii) operated under franchise from hotel chains. For this purpose, we have included all recognised international chains operating in India and domestic hotel chains that are generally considered as operating under common branding; other domestic chains are considered if they have 5 or more hotels operating at least regionally in India. For clarity, groups with multiple hotels only within one state are not considered unless these are generally regarded as hotel chains by the market. Exclusions include hotel companies that primarily operate time-share facilities, one-star hotels and hotels under aggregators (such as Oyo, Treebo and FabHotels).

3.3. Classifications: Industry terms for classifying, categorising and segmenting hotels are explained below. Each segment will include entry-level hotels in that segment besides hotels that are more fully of segment standards.

- Luxury and Upper Upscale segment typically comprise top tier hotels; in India, these are generally classified as 5 star, deluxe and luxury hotels. Several brands classify themselves as luxury hotels, based on certain criteria (e.g., room size) without having the service standards and consistent guest profile typically associated with true luxury hotels.
- Upscale segment comprises hotels which are more moderately positioned and priced, generally with smaller room sizes than the top tier hotels. In India, upscale hotels are generally classified as 4 or 5 star hotels (typically carrying entry level 5 star quality).
- Upper Midscale segment (Up-Mid) comprises full service or select service hotels, typically with lesser public areas and facilities and smaller room sizes, which are more moderately positioned and priced than upscale hotels. In India, these would generally be classified as 4 star and sometimes 3 star hotels.
- Midscale segment typically are 3 star hotels with distinctly moderate room sizes, quality and pricing, and a lower standard of services; domestic brand midscale hotels often offer more services than select service international branded midscale hotels.
- Economy segment (Eco) are typically 2 star hotels providing functional accommodation and limited services, being focussed on price consciousness.

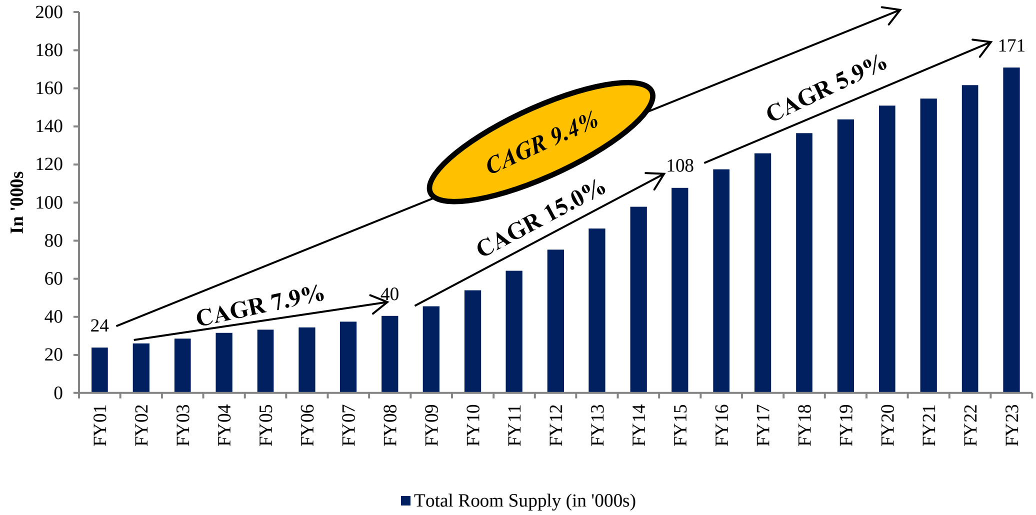
Segmental classifications are essentially based on the intended positioning and overall rate structure of respective hotel brands; actual standards of individual properties may vary, but adjustment is not made on subjective basis. If a chain has modified the positioning of a brand, such change would be reflected in current and previous period data.

3.4. This report generally does not cover independent hotels, except to the extent that some independent hotels may have participated in collection of any reported data.

Other Independent hotels have been excluded from our analysis due to – (a) lack of sufficiently co-ordinated, reliable and consistent data for independent hotels; (b) increasingly challenged competitiveness of several independent hotels against growing presence of chain-affiliated hotels, (c) longer-term constraints on independent hotel growth as hotel chains grow into second-tier markets and smaller towns; (d) general reluctance of banks to finance large projects unless these have access to suitable chain marketing and management systems. We believe that an analysis based mainly on chain-affiliated hotels (while also competing with any independent hotels in the relevant catchment area) is adequate reflection of the overall market conditions.

3.5. Charts 2 and 3 below reflect All India Chain affiliated hotel room supply and hotel room supply in the Upper Upscale, Upscale and Upper Midscale segments.

Chart 2 - All India Chain Affiliated Rooms Supply

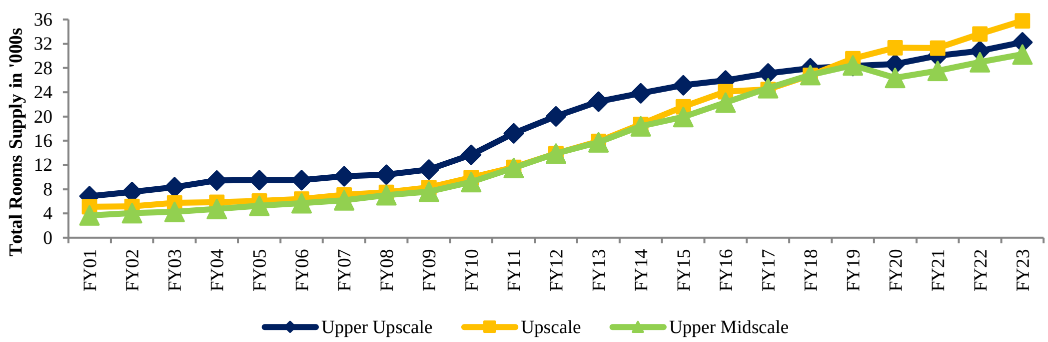


Source: Horwath HTL

Major supply growth occurred between FY08-FY15, fuelled by strong business conditions from FY05 through initial months of FY09 when occupancies and Average Daily Rate (ADR) were strong in most markets. On the other hand, declining demand and economic activity from FY10 through FY14 was not supportive of new development commitments, leading to slower supply growth for FY16-FY23; this was exacerbated by the Covid pandemic. Yet, overall Compounded Annual Growth Rate (CAGR) of 9.4% over 22 years reflects material supply addition, although off a small supply base as at FY01.

About 18,500 rooms were added in FY10 and FY11, and about 43,500 rooms in the years FY12-FY15. Another 43,000 rooms were added between FY16-FY20; and about 20,000 rooms between FY21-FY23 - a sharp decline due to Covid-19 pandemic; and yet reasonable growth in spite of the pandemic.

Chart 3 - All India Chain Affiliated Rooms Supply – Upper Upscale, Upscale and Upper Midscale Segment



Source: Horwath HTL

3.6. Segmental supply has evolved significantly since FY01 as reflected in Table 2 below:

Table 2 – Segmental Composition (Inventory in 000s)

Category	FY01	FY08	FY15	FY23	FY27	CAGR FY01-08	CAGR FY08-15	CAGR FY15-23	CAGR FY23-27
Luxury	6	10	17	28	35	6.9%	7.8%	6.3%	5.7%
Upper Upscale	7	10	25	32	41	6.2%	13.5%	3.2%	6.2%
Upscale	5	8	22	36	50	5.7%	16.3%	6.5%	8.9%
Upper Midscale	4	7	20	31	42	9.7%	16.1%	5.5%	8.2%

Midscale-Economy	2	5	24	44	62	17.1%	24.2%	8.0%	8.9%
Total	**24**	**40**	**108**	**171**	**230**	7.9%	15.0%	5.9%	7.8%
% of Total									
Luxury	27.0%	25.4%	16.1%	16.5%	15.3%				
Upper Upscale	28.8%	25.8%	23.4%	19.0%	17.9%				
Upscale	21.5%	18.6%	20.1%	20.9%	21.8%				
Upper Midscale	15.5%	17.4%	18.5%	18.0%	18.2%				
Midscale-Economy	7.2%	12.9%	21.9%	25.6%	26.7%				

Source: Horwath HTL

Supply composition has evolved towards greater segmental balance. Concentration of the Luxury-Upper Upscale segment has diluted substantially as upscale, upper midscale and Midscale & Economy (M-E) hotels gained traction and wider footprint. A similar trend is broadly expected for the next 3-5 years, with Luxury-UpperUp supply share continuing to gradually decline, with supply share gains in the Upscale and M-E segments.

In absolute numbers, the Upper-Up, Upscale and Up-Mid segments added about 25k rooms, 31k rooms and 27k rooms respectively between FY01-FY23. Upscale and Up-Mid supply growth started from FY06, particularly as Upper Midscale hotels opened across main cities and other markets. Up-Mid inventory was on par with the Upscale segment by FY12, while all three segments converged in size by FY19. (Note: inventory decline in some years is mainly due to brand re-classification).

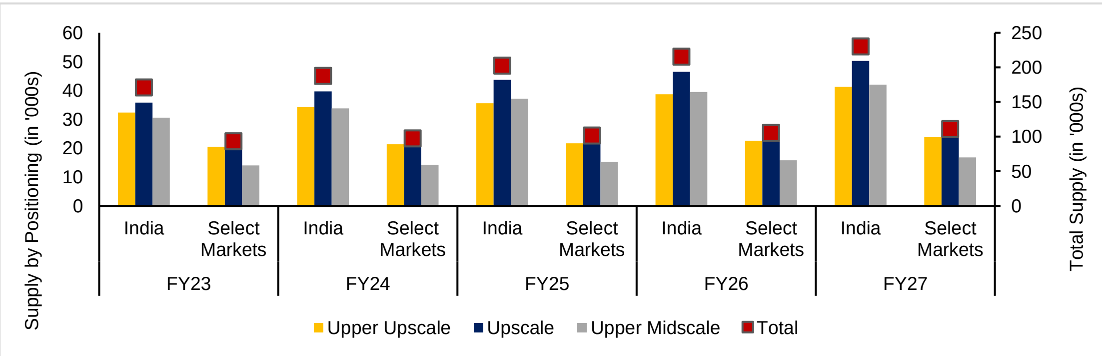
The Upper Upscale segment lost its lead position beginning FY19, as the widening supply outside the Key Markets is creating strong growth momentum for the upscale and upper midscale segments.

3.7. Supply growth includes changes due to conversion of hotels, with 4k rooms (net) added to chain affiliated supply between FY15 and FY23 -about 25k rooms at independent hotels were converted into chain affiliated hotels; while about 21k chain-affiliated rooms were de-flagged.

3.8. 59k rooms are expected to be added by FY27 – given the past track record of materialised supply being at a slower rate, actual inventory growth may be smaller. It is possible that growth may happen somewhat speedily if more conversions occur as these need a slower lead time to fruition.

3.9. Chart 4 indicates the expected supply through FY27, on an all-India basis and for Select Markets and segments. Limited supply may not be operational for some periods, during insolvency resolution processes – such cases will be nominal in the overall context.

Chart 4: Expected Supply (Inventory in 000s)



Source: Horwath HTL

70% of new supply will occur outside the Select Markets; thus, supply expansion will expand overall demand and not have dilutive impact on occupancies in Select Markets. About 27% of new supply will be in the Luxury-Upper Upscale segment, 24% and 19% in the Upscale and Upper-Midscale segments and 30% in the Midscale-Economy segment.

4. Supply spread

4.1 The top 10 markets have nearly 62% of rooms supply as at FY23; declining from 69% supply share at end FY15. Hotel rooms supply across market categories is summarised in Table 3 below.

Table 3 –Supply Distribution

Market Category	Room Count ('000)				% Share			
	FY01	**FY15**	**FY23**	**FY27**	**FY01**	**FY15**	**FY23**	**FY27**
3 Main Metros	9.6	41.2	55.4	68.0	40.0%	38.3%	32.4%	29.5%
3 Other Metros	3.4	15.4	22.5	24.6	14.3%	14.3%	13.2%	10.7%
Other Key Markets	2.9	18.2	27.4	34.1	12.2%	16.9%	16.0%	14.8%
Other Markets	7.9	32.9	65.6	103.6	33.4%	30.5%	38.4%	45.0%
Total	**23.8**	**107.7**	**170.8**	**230.3**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Source: Horwath HTL; Note: Other Key Markets are Pune, Ahmedabad, Jaipur and Goa

ASPHL has THE PARK hotels in seven of the Key Markets, and is pursuing a THE PARK hotel project in Pune. Besides, it has a ZTP Hotel in Jaipur.

Comments:

- Supply at the 3 Main Metros is 2.5 times the Other Metros; other Key Markets have larger inventory than the Other Metros. Among Key Markets, supply growth over the next 4 years will mainly be at the 3 Major Metros [NCR (excluding Delhi), Mumbai and Bengaluru – 3.4k, 4.5k and 3.5 k rooms respectively] and other Key Markets.
- Goa and Jaipur are the only two essentially leisure destinations amongst top 10 markets, with combined inventory of 15k rooms. New supply will add over 5k rooms by FY27.
- Supply spread to Other Markets is an important evolution of the industry with 58k rooms added between FY01 and FY23 and another 38k expected to be added by FY27.
- The Key Markets led supply creation between FY01-FY15; in the last 8 years, increased urbanisation and improved air / road infrastructure have encouraged supply creation in Other Markets enabling between 44% to 56% supply share for the Other Markets during this period. Hotels in Other Markets tend to be smaller and concentrated at the mid-priced and upscale levels.

Table 4: Supply Growth – Segmental Share of Other Markets

	Upper Upscale	**Upscale**	**Upper Midscale**
1 April 2001 to 31 March 2008	14.6%	31.5%	39.7%
1 April 2008 to 31 March 2015	26.7%	25.0%	39.9%
1 April 2015 to 31 March 2023	50.1%	44.2%	55.3%

Source: Horwath HTL

Table 5a – Room Supply by Market and Segment

Room Count ('000)	**Upper Upscale**			**Upscale**			**Upper Midscale**		
	FY01	**FY23**	**FY27**	**FY01**	**FY23**	**FY27**	**FY01**	**FY23**	**FY27**
Top 3 Metros	3	12	15	2	12	14	1	7	9
Other Key Markets	2	10	12	0	11	13	1	10	11
Other Markets	1	10	14	3	13	23	2	14	22
Total	**7**	**32**	**41**	**5**	**36**	**50**	**4**	**31**	**42**

Source: Horwath HTL

Table 5b - Segmental Supply breakup by Market Category

Market Category	Upper Upscale			Upscale			Upper Midscale		
	FY01	FY23	FY27	FY01	FY23	FY27	FY01	FY23	FY27
Top 3 Metros	48%	38%	36%	38%	33%	28%	14%	22%	20%
Other Key Markets	30%	32%	29%	7%	30%	25%	31%	31%	27%
Other Markets	22%	30%	35%	56%	37%	46%	55%	47%	53%
Total	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**

Source: Horwath HTL

Table 5c - Market Supply Composition by Segments

Market Category	Upper Upscale			Upscale			Upper Midscale		
	FY01	FY23	FY27	FY01	FY23	FY27	FY01	FY23	FY27
Top 3 Metros	35%	22%	22%	20%	21%	21%	5%	12%	13%
Other Key Markets	33%	21%	21%	6%	22%	22%	18%	19%	19%
Other Markets	19%	15%	14%	36%	20%	22%	26%	22%	21%
All India	**29%**	**19%**	**18%**	**22%**	**21%**	**22%**	**15%**	**18%**	**18%**

Source: Horwath HTL

Comments:

- In absolute terms, Upscale segment had the largest supply growth between FY01-FY23 with almost even growth across market categories – yet, it has ceded supply share to other segments as travel needs have diversified, particularly among leisure markets and secondary cities. Among Key markets, Bengaluru, Delhi NCR and Chennai have seen material upscale supply growth, while NCR (excluding Delhi) and Mumbai will see large supply addition between FY23 and FY27.
- Upper Upscale supply growth between FY01-FY23 has materially occurred in NCR (excluding Delhi), Bengaluru, Mumbai and Other Markets; Other Markets have over 50% share of new supply between FY23-FY27, followed by Bengaluru, Delhi NCR, Mumbai and Jaipur.
- Up-Mid Hotels have gained material supply share in the Top 3 metros, particularly Bengaluru and NCR (excluding Delhi). While absolute supply has grown in several markets, other segments have had material share of the overall growth.
- Change in supply composition for each of the main cities was inevitable considering the top-heavy nature of the market and modest supply levels in FY01. While acknowledging the better segmental balance within cities, the impact on overall ADR levels in cities must also be recognised – city-wide ADR will move downward, as a natural result of more mid-tier and lower-tier hotels in the city.

4.2 Between FY01-FY23, Foreign chains have gained material supply share through multiple brands and diversified hotel development investment and ownership which suits the management / franchise model sought by foreign chains.

Table 6: Foreign & Domestic Chain Affiliated Supply

	FY01		FY08		FY15		FY23		FY27	
	Domestic	**Foreign**	**Domestic**	**Foreign**	**Domestic**	**Foreign**	**Domestic**	**Foreign**	**Domestic**	**Foreign**
Overall	**80%**	**20%**	**73%**	**27%**	**55%**	**45%**	**53%**	**47%**	**52%**	**48%**
Lux	100%	0%	80%	20%	66%	34%	65%	35%	63%	37%
Up-Ups	60%	40%	56%	44%	36%	64%	28%	72%	28%	72%
Ups	91%	9%	76%	24%	41%	59%	36%	64%	37%	63%
Up-Mid	74%	26%	81%	19%	67%	33%	52%	48%	46%	54%
Mid-Eco	55%	45%	80%	20%	70%	30%	77%	23%	79%	21%

Source: Horwath HTL

Comments:

- Foreign chains now operate / franchise about 47% of the chain affiliated hotel rooms in India; their ownership share is very limited.

- Foreign chains expanded by aggressively pursuing management contracts, offering multiple brands mainly in Luxury, Upper-Up, Upscale and Up-Mid segments, and supporting the development of hotels with larger rooms inventory and function spaces.
- Several domestic chains were initially asset heavy and have gradually shifted to an asset-light or hybrid model (combination of owned properties and management contracts). The hybrid model has enabled chain expansions; for instance, ASPHL has grown its otherwise luxury boutique portfolio (mainly owned hotels) through management contracts for upper-midscale hotels under the ZTP and Zone Connect brands (one hotel in FY15 to 16 hotels in FY23). Domestic chains have added brand range and successfully positioned products and brands in the Upscale, Up-Mid and M-E segments – these have enabled domestic chains to gain larger share of new supply in the Upscale, Up-Mid and M-E segments since FY15.
- An asset-ownership based model has several merits particularly in terms of (a) asset appreciation; (b) larger earnings gains under strong market conditions, as the gross revenue and profits belong to the hotel chain; (c) advantage in creating better returns, if land banks are available at historical costs; (d) the ability to create and showcase the value and profitability of differentiated products (such as luxury boutique hotels under THE PARK brand). Undoubtedly, situations such as the Covid pandemic create cash flow stress from asset ownership, to cover fixed costs and debt service burdens. However, when business recovers, the full flow through of revenues is also an advantage. During stressed situations, fee- based incomes get materially diluted in amounts and suffer material collection delays.

4.3 Supply and Ownership Analysis

4.3.1 Supply composition – Hotel Chains

- Six hotel chains – Marriott, IHCL, Radisson Hotel Group, ITC, Accor and Hyatt – each have 5% or greater inventory share by number of rooms; in aggregate, these chains have 50% share of total supply
- Certain hotel chains have made sizeable investments in hotel assets – while the ownership share was 69% at end FY01, this has reduced to 26% at end FY23 as greater private / institutional capital has invested in the hotel sector and enabled chain growth through management contracts and franchises

Table 7 – Ownership Pattern – as at 31 March 2023

	Hotels	**%**	**Rooms ('000)**	**%**
Chain Owned / Leased	393	23%	45.2	26%
Developer / Investor	1,321	77%	125.6	74%
Total	**1,714**		**170.8**	

Source: Horwath HTL

Note: Chain ownership in the Table above excludes joint venture investments by Hyatt, Accor and Radisson Hotels Group (1.4k rooms, 5.2k rooms and 0.15k rooms respectively) as the Chains do not have controlling ownership interest in the hotel owing entity.

- Ten hotel chains have invested capital for development of hotel properties, either with ownership of land or with land and / or buildings taken on lease, with aggregate rooms inventory exceeding 1,000 rooms. These are given in Table 8 below.

Table 8 – Chain Owned – All Segments

Group	**Owned (in '000s)**	**Total Inventory (in '000s)**	**Ownership Share**	**Owned -Avg keys / hotel**
Indian Hotels Company Ltd (IHCL)	11.9	18.9	63%	116
ITC	5.5	11.5	48%	221
Lemon Tree	5.0	8.2	61%	128
EIH	3.2	3.9	81%	158

Group	Owned (in '000s)	Total Inventory (in '000s)	Ownership Share	Owned -Avg keys / hotel
Bharat Hotels	2.3	2.4	95%	161
Kamat Hotels India Limited (KHIL)	1.5	2.2	65%	122
Royal Orchid	1.3	5.2	26%	89
ASPHL	1.3	2.0	64%	128
Pride	1.2	2.1	59%	151
Leela[#]	1.0	3.4	30%	254
Other Chains	11.0	27.3	40%	77
Total	**45.2**	**87.0**	**52%**	***115***

Source: Horwath HTL
 # held by Brookfield, a Private Equity Investor; included in chain ownership as Brookfield ownership includes the brand and management company

- If joint venture investments by Accor and Hyatt, without majority / controlling ownership, were considered under chain ownership then the ownership share of hotel chains would increase from 23% and 28% of hotels and rooms respectively and these chains would be among top 10 chains owning hotels in India.

- Among hotel chains with asset ownership, ASPHL ranks as the eighth largest in India. There is material concentration with four chains which together own 57% of total chain owned hotel inventory.

- ASPHL is one of only two hotel chains owning more than 1k rooms in the Upscale segment – see Table 9.

Table 9 – Chain Owned – Upscale Segment

Group	Total Owned Inventory ('000s)	Owned Upscale Inventory ('000s)
ASPHL	1.3	1.1
Pride Hotels	1.2	1.2

Source: Horwath HTL

4.4 Future Demand

In this section we have projected future demand. Our estimates of future demand are based on demand achieved in FY19, growth in domestic demand over FY19 and gradual recovery in foreign demand. Our estimates of the pace of recovery and subsequent demand growth are given in Table 10:

Table 10 – Demand Recovery / Growth estimates

Year	Projected Foreign Demand Recovery (relative to FY19)	Projected Domestic Demand Growth (over FY23 demand)	Projected Growth – Overall Demand (over FY23 demand)
FY24	80%	12%	13%
FY25	100%	8%	10%
FY26	115%	10%	11%
FY27	130%	10%	10%

Comments:

- Foreign Demand – FTA recovery from Top 10 countries (excluding South Asian Association of Regional Co-operation - SAARC nations) was at 66%. We have assumed recovery of 80% for FY24 and full recovery in FY25. A sizeable portion of foreign travel demand is from Information Technology (IT) sector which has presently slowed down and unlike other sectors sizeable workforce is still working remotely. Hence overall foreign travel recovery is expected to be gradual. We have assumed a growth of 15% and 30% on FY19 demand in FY26 and FY27 respectively.

- Domestic Demand – FY23 witnessed significant growth of 29% over FY19 demand and this was driven mainly by pent-up corporate and MICE travel demand. Strong growth levels are expected to continue in FY24 and a likely slowdown in FY25 since there will be general elections. Growth in FY26 and FY27 is assumed at 10% (based on long term CAGR of 9.8% between FY08 and FY23).

In Table 11, we have summarised the supply and demand CAGR

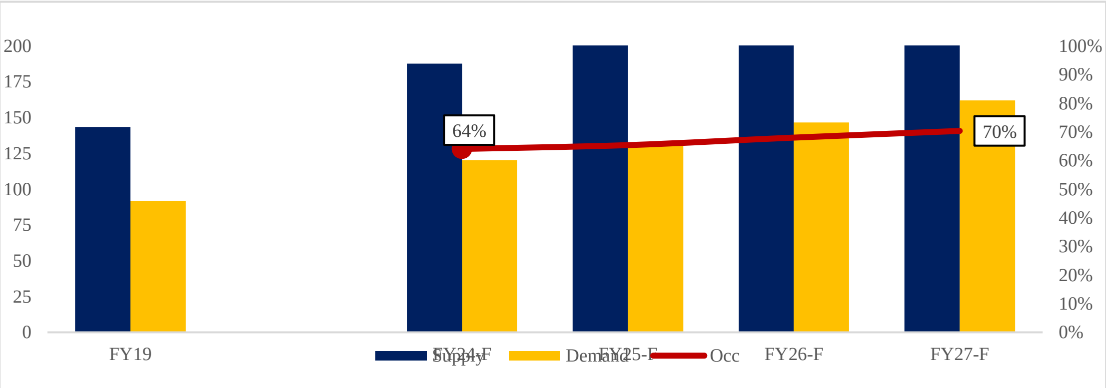
Table 11 – Supply and Demand CAGR

CAGR	FY16-FY23	FY24-27
Supply CAGR	5.5%	7.1%
Demand CAGR	6.2%	10.5%

Source: Horwath HTL

Based thereon, and with reference to our estimates of Future Supply described earlier, the occupancy estimates upto FY27 evolve as reflected in Chart 5.

Chart 5: All India – Rooms Supply vs Demand and Occupancy Estimates – (FY23–FY27)



Source: Horwath HTL

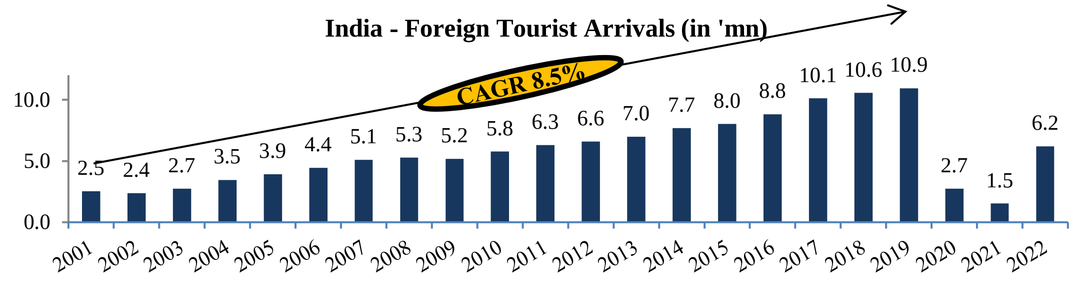
5. Overview of Key Impact Factors

In this section we provide an overview of several key factors that impact demand for hotels, performance of the hotel sector and future development of the industry.

5.1 Foreign Tourist Arrivals (FTA)

FTA was reported at 10.1 mn, 10.6 mn and 10.9 mn for Calendar Year 2017 (CY17), CY18 and CY19 respectively *(Source: Ministry of Tourism, Govt. of India)*, crossing the 10 mn mark for the first time in CY17. FTA for the aforesaid 3 years was about twice the FTA for CY07-CY09. After the Covid period decline, FTA for CY22 has recovered well to 6.2 mn, particularly considering that the normally very busy months of January and February 22 were slow due to Omicron wave. Recovery has continued with FTA for January – February 2023 being 1.7 mn.

Chart 6 – India – Foreign Tourist Arrivals (mn)



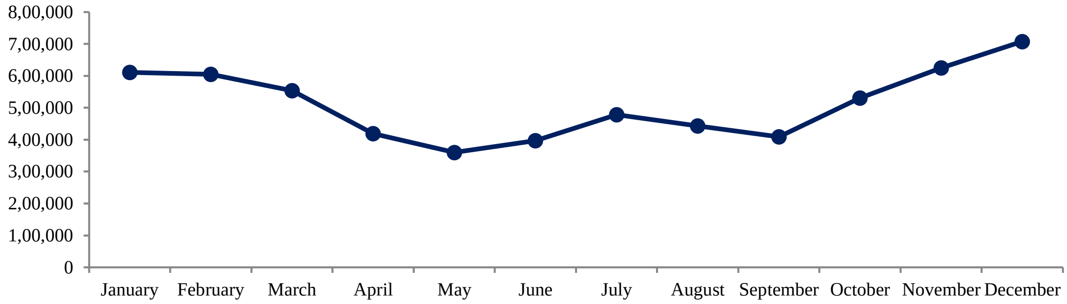
Source: Ministry of Tourism, Govt. of India

Cross-border travel is impacted by several factors including security, political and economic issues at the destination or source market. Thus, FTA declined in FY09 due to the terror attacks in Mumbai on 26 November 2008 and global financial crisis. Travel from Russia and Europe was impacted at different times due to economy related issues. Business failure of major tour operators in Europe materially constrained short-term demand in charter destinations such as Goa.

India's FTA numbers include arrivals from SAARC nations – these comprised 28.2% of total FTA for the years 2016-2021. (*Source: Ministry of Tourism, Govt. of India)*

Seasonality of FTA is reflected in Chart 7. The winter months are clearly preferred for travel into India, particularly for discretionary travel.

Chart 7 – FTA Seasonality (2001-2019)

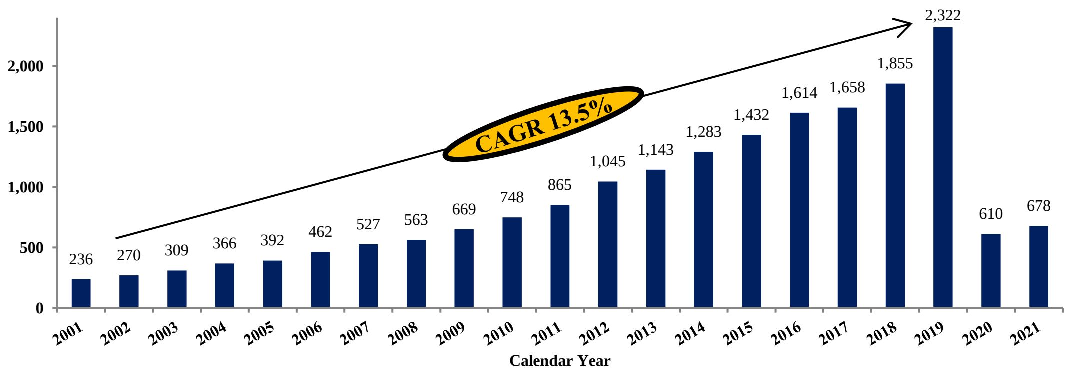


Source: Ministry of Tourism, Govt. of India

5.2 Domestic Tourism:

Domestic travel visits grew at 13.5% CAGR between CY01-CY19, based on provisional data for 2019 provided by Ministry of Tourism. Thus, domestic travel numbers have grown nearly 10 times, from 236.5 mn visits in 2001 to 2.32 billion visits in 2019.

Chart 8 – India – Domestic Tourists (mn)



Source: Ministry of Tourism, Govt. of India

Per estimates, about 2% of domestic visits result in hotel stays. This trend is gradually changing with the development of chain affiliated hotels, across varied price points, in second and third tier markets and pilgrim centres. Increase of hotel use during domestic visits, even for 0.5% of domestic visits, would provide 70% occupancy for about 50,000 new rooms.

In the pandemic period, domestic leisure, staycations, remote working from resorts and weddings demand were the mainstay of demand revival for the hotel sector. Domestic travel is expected to maintain strong growth, particularly as a large middleclass population, young working population, and overall increased individual incomes drive more discretionary travel. The domestic sector has become a key demand generator, even prior to the pandemic, with leisure, recreation, weddings and MICE demand driving weekend and off-season occupancies and enabling hotels and resorts to achieve significantly higher occupancies. Multiple markets have benefitted from this – for example, city hotels in Mumbai, hotels and resorts in Goa and Varanasi, etc.

Changes in stay patterns for domestic visits will also arise as nuclear families have smaller homes and stay for family events will need hotel accommodation,

Domestic travel numbers for CY22 are yet not available, but can reasonably be expected to show good pace of recovery.

Table 12 below reflects the demand contribution by foreign and domestic visitors at different hotel segments.

Table 12 – Hotels – Domestic vs Foreign Guests

Composition (%)	Five Star Deluxe		Five Star		Four Star		All India Average	
	FY19	FY14	FY19	FY14	FY19	FY14	FY19	FY14
Domestic Guests	65.6%	51.9%	71.1%	63.3%	76.3%	68.4%	79.3%	75.6%
Foreign Guests	34.5%	48.1%	28.9%	36.7%	23.8%	31.4%	20.7%	24.4%
Source: India Hotel Survey 2018-19 published by Federation of Hotel and Restaurant Associations of India (FHRAI), Horwath HTL & STR; India Hotel Survey 2013-14 published by FHRAI & HVS								

Five Star and Five Star deluxe hotels have greater demand share from foreign guests while the Four Star and lower hotels attract a larger share of domestic visitors. The seeming decline in relative share for foreign guests is due to a combination of factors such as (a) substantial domestic travel growth, compared to inbound travel; (b) spread of hotels to second-tier and other markets which have limited scope for foreign guests; (c) MICE and weddings related demand growth predominantly from domestic guests.

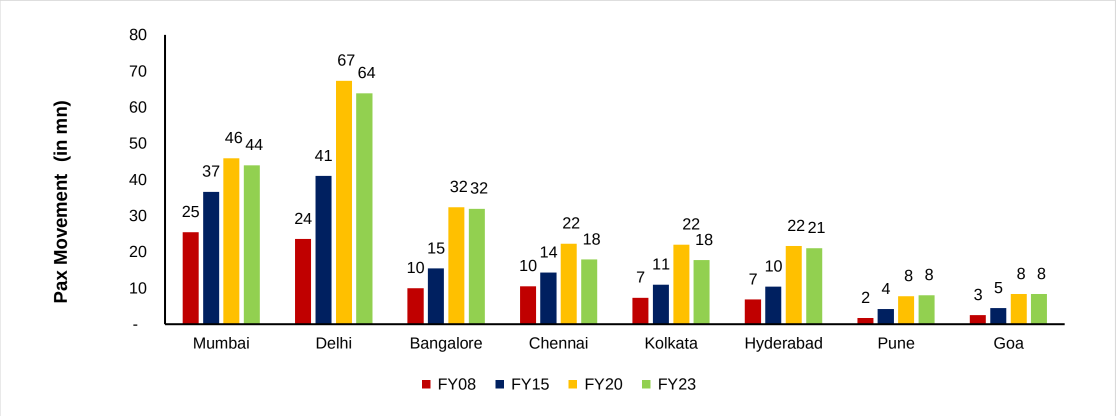
5.3 Access Infrastructure

Better roads and airport infrastructure have enabled easier domestic and inbound travel, growth of established markets and development of newer markets including second and third-tier cities and towns. Highway and expressway linkages between metro cities, regional cities and destinations, development of new airports, airport expansions and upgrades, and opening of several regional airports through Ude Desh ka Aam Nagrik (UDAN) initiatives have each widened the business, leisure, destination weddings and MICE location options. The benefit is seen at Key Markets and numerous other destinations, for example Dehradun, Rishikesh and hill stations in Uttarakhand and Himachal Pradesh, Varanasi, Indore, Udaipur, Jodhpur, Jaisalmer, Pushkar, Coorg, Hampi, etc.

Air Traffic

Growth in air travel for some key cities is summarised in Chart 9 below. FY20 travel suffered a slowdown in inbound travel starting late January 20, and lockdown from 25 March 2020. Most markets are close to complete recovery of air travel in FY23 compared to FY20.

Chart 9 – Passenger (Pax) Movement in mn for Key Markets



Source: Airports Authority of India (AAI)

Between FY08 and FY20, passenger movement (domestic + international) at these select markets and on all-India basis grew at 8.3% and 9.5% CAGR.

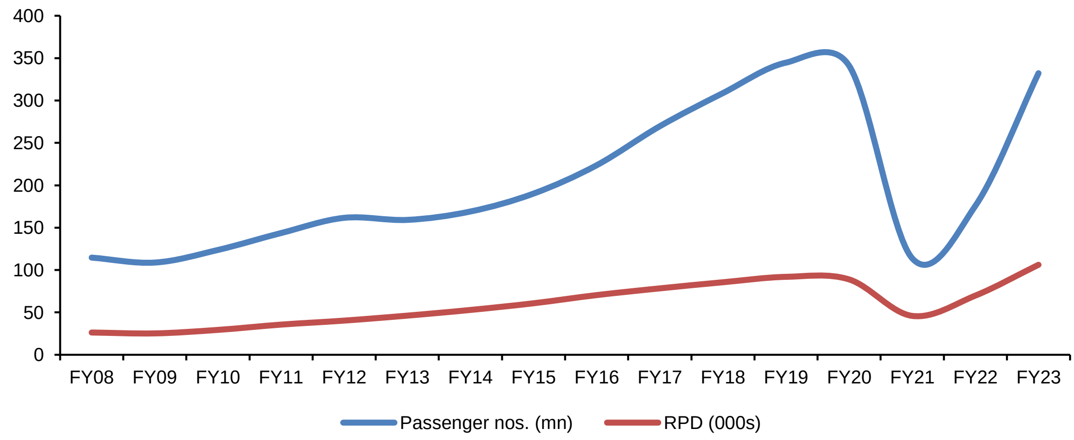
Table 13 - Pax Movement in mn

Year	Select Markets*	All India	Select Market Share
FY08	88	115	76.6%
FY15	137	190	72.2%
FY19	235	345	68.1%
FY20	228	341	66.7%
FY23	213	332	64.0%
CAGR (FY08-19)	***9.3%***	***10.5%***	
CAGR (FY15-23)	***5.6%***	***7.2%***	
Source: AAI			
** Mumbai, Delhi, Bengaluru, Chennai, Kolkata, Hyderabad, Goa and Pune*			

Comments:

- The Select Markets represent about 2/3rds of air travel, even considering the substantial increase in travel numbers since FY08. The travel share of these markets may have slightly reduced in FY23, due to consistent travel increase across other markets and destinations.
- Clearly, there is significant air travel growth and this trend is expected to continue going forward as daily passenger numbers on all India level crossed 450k in May 2023.
- Importantly, travel numbers will also grow into other cities and towns; ASPHL presence and expansion through ZTP brand will be beneficial as travel grows outside these key markets.
- As a destination, Goa is an excellent example of strong gain from air capacity increase by opening of a new airport at Mopa (>125 domestic flight arrivals per day).
- Chart 10 below indicates the movement of airline passenger movement and hotel rooms demand since FY08. It shows that the ratio of hotel rooms demand to airline passengers movement for FY23 was similar to FY15 (32%), although FY19 was lower at about 27%.

Chart 10 – Airline passenger movement vs Hotel rooms demand



Source: AAI (Air Traffic Data) and Horwath HTL (Rooms per day)

5.4 E-visa

Electronic Visa (E-visa) scheme made available effective November 2014 has successfully enabled inbound visitors to come in with short lead-time. FTA using E-visas increased from 0.7 mn in FY16 to 2.86 mn in FY20.

5.5 Foreign Direct Investment

Foreign Direct Investment (FDI) in the hotel and tourism sector has aggregated USD 18 billion, between FY06-FY23, being only 2.9% of USD 621 billion total FDI into India during the same period. FDI in the hotel and tourism sector is summarised in Table 14 below:

Table 14 – FDI in Hotel and Tourism

FY	FDI (USD mn)
FY06-FY10	3,356
FY11-FY15	5,865
FY16-FY20	7,395
FY21-FY23	1,426
Total	**18,042**

**FY18-FY23 figures are provisional; Source: Department of Industrial Policy and Promotion (DIPP)*

Although foreign exchange regulations permit 100% FDI in the hotel sector, actual inflow has been limited. In our view, this is mainly on account of (a) uncertainties and absence of expected return on investment due to project delays and other factors; (b) limited investment options by way of good portfolio of assets with an investment case; (c) limitation of credible business partners with investment capability and appetite; (d) limitation of exit routes.

The hotel industry is capital intensive and therefore has large funding needs. FDI can meaningfully contribute towards the equity funding needs of the sector.

5.6 Barriers to Entry

5.6.1 Development of hotels in India faces several challenges, principal among which are:

a. Land: Availability of land at suitable locations for hotels, high land cost of available land, and limited development entitlements - create limitations on hotel development, viability, and hotel size.

b. Regulatory Approvals: Hotel projects require multiple regulatory approvals and licenses, before project implementation and prior to opening. The process is time consuming, with timing uncertainties and delays – the resultant longer time to hotel opening causes project cost escalations, significant additional interest cost, debt-service pressures, and project quality impact.

c. Policy Changes: Policy changes by government can have a material impact on hotel development, operations and profitability. For example, (a) imposition of liquor prohibition; (b) substantial delay in completion of Delhi Aerocity hotels as security issues were not resolved in a time- bound manner; (c) recent requirement for drivers accommodation in Tamil Nadu.

d. Bank Financing: Cost and availability of debt, shorter loan tenures (8 to 10 years till 2015), and repayment structures which were inconsistent with the capital-intensive nature of hotels that typically need 2-4 years to stabilise operations. Bankers now provided extended tenures of 12-15 years which is more consistent with the industry needs and cash flow patterns.

e. Availability of Equity Capital: Shortage of sufficient long-term equity capital is a significant constraint towards capacity creation, particularly a portfolio of hotels or large hotels, and funding working capital shortages.

f. Manpower Shortages: Increasing manpower shortages - staff and managers with sufficient operating experience and skills – and high attrition across managerial and staff levels poses service limitations for hotels. Increased use of technology and larger talent pool of hotel chains will be sought.

g. Brand Competition: In an environment where global hotel companies and brands can easily operate in India, the ability to create new hotel companies and brands is constrained by competitive pressure and more diversified backbone and management system needs for hotel companies. The international players, with a diversified portfolio, and global loyalty programs have established a strong presence in India. In this context, a hotel company with owned hotels and management for third parties carries an advantage to establish deeper presence and brand strength.

5.7 Key Demand Drivers

Demand for hotels arises for various purposes. The key demand drivers are briefly described herein:

5.7.1 Business Travel comprises inbound and domestic visitation for business related purposes. This includes travel on corporate account and by individual business travellers in primarily business-oriented locations. Demand often predominates between Monday and Thursday, slowing down towards the weekend or public holidays; domestic business travellers at upscale and mid-priced hotels often stay through till Saturday. Business travel also slows down during vacation periods.

5.7.2 Leisure Travel is discretionary in nature and comprises long and short stay vacations, staycations at city hotels, weekend stays for recreation and entertainment, leisure attached to a business trip or to a trip for weddings and meetings. Greater affordability, changing attitudes towards lifestyle, and improved connectivity have encouraged staycations and weekend stays at hotels with good F&B, recreation and entertainment facilities. The ability to attract weekend leisure demand at city hotels is vital to high occupancy levels for city hotels.

5.7.3 MICE – corporate, government, institution and association events (conventions, conferences, retreats, incentives and promotions, training programs, customer-facing events, staff events etc), Corporate and government demand is mainly during the working week or on Saturday; institution and association demand can be on weekends. MICE demand occurs through the year, barring the main holiday periods and the months from March through May. Cities with international convention centres are able to attract large international events.

5.7.4 Weddings and Social demand involve mainly destination weddings, residential and non-residential weddings and other social / celebratory events.

5.7.5 Diplomatic Travel comprises government leaders and representatives of other countries, often accompanied by large trade delegations, and diplomats posted to India using upper-tier hotels during the transition period.

5.7.6 Airline Crew helps create a core of demand at hotels, albeit at significantly discounted pricing. Airlines also generate limited demand for layovers due to significantly delayed flights.

5.7.7 Transit Demand comprises persons on overnight transits during air or road travel to a domestic or international destination.

Each demand segment attracts domestic and inbound travel of varying measures, also dependent upon the hotel and destination character. Demand quantum, profile and rate paying capacity is also impacted by seasonality factors which may apply differently to business and leisure hotels – for example, higher rate paying leisure travel predominates in winter; business travel predominates on weekdays and business hotels are more reliant on leisure and other demand on weekends.

6. ASPHL: Revenue composition and Operating Performance Comparison

6.1. In this section we have reviewed the operating performance of ASPHL hotels, under several parameters, relative to industry and market performance data, to the extent such data was available in the public domain. Collated data for FY23 for industry as a whole is not yet available.

6.2. Table 15.1 below provides a comparison of ASPHL performance with the reported numbers of several listed companies for FY21, FY22 and FY23.

Table 15.1 – Revenue and EBITDA - Select Listed Hotel Companies (Rs. Mn)

Company#	**FY21**			**FY22**			**FY23**		
	Revenue	**EBITDA**	**%**	**Revenue**	**EBITDA**	**%**	**Revenue**	**EBITDA**	**%**
IHCL	17,399	-1,970	-11%	32,114	5,599	17%	59,488	19,435	33%
ITC Hotels	6,639	-675	-10%	13,477	3,466	26%	26,891	8,520	32%
EIH	5,470	-230	-4%	10,440	574	6%	20,964	6,750	32%
Chalet Hotels	2,021	-1,170	-58%	4,100	-307	-7%	10,281	3,383	33%
Lemon Tree Hotels	2,650	745	28%	4,163	1,327	32%	8,786	4,511	51%

ITDC	1,938	-278	-14%	3,037	130	4%	4,805	924	19%
Taj GVK	968	-5	-0.5%	2,283	521	23%	4,124	1,477	36%
Oriental Hotels	1,231	-248	-20%	2,264	305	13%	4,080	1,261	31%
Kamat Hotels	675	104	15%	1,456	378	26%	2,990	1,127	38%
Royal Orchid Hotels	888	-31	-4%	1,559	404	26%	2,797	980	35%
Total / Avg@	**37,679**	**-5,759**	**-15.3%**	**70,345**	**8,911**	**12.7%**	**137,002**	**45,630**	**33.3%**
ASPHL	1,903	228	12%	2,678	583	21.8%	5,256	1,771	33.7%

Source: Listed Company annual reports / quarterly reports; ASPHL management for ASPHL data
 # consolidated numbers unless otherwise stated; Revenue includes Other income
@ excludes Taj GVK and Oriental Hotels as these are included in IHCL consolidated numbers

Earnings before Interest, tax, Depreciation and Amortisation (EBITDA) margins for ASPHL for FY21, FY22 and FY23 are higher than the average margins for several listed companies (as per Table 15.1).

6.3. Table 15.2 below provides a comparison of ASPHL F&B performance with the reported F&B numbers of certain listed companies for FY21, FY22 and FY23. For each financial year the numbers of hotels rooms for which the data is provided in Table 15.2.

Table 15.2 – F&B and Total Revenue - Select Listed Hotel Companies (Rs. Mn)

	FY21	FY22	FY23
Listed Cos#			
Rooms (in '000s)	25	26	17
Total Revenue (Rs. Mn)	31,041	56,868	90,733
F&B Revenue (Rs. Mn)	9,337	18,223	32,303
% (F&B to Total Rev)	30%	32%	36%
ASPHL			
Total Revenue (Rs. Mn)	1,728	2,435	4,866
F&B Revenue (Rs. Mn)	623	883	1,902
% (F&B to Total Rev)	36%	36%	39%

Source: Listed Company annual reports / quarterly reports; ASPHL management for ASPHL (hotels only) financial performance data
 # consolidated numbers unless otherwise stated; Revenue includes Other income

F&B contribution to total revenue at ASPHL hotels for FY21, FY22 and FY23 is higher than average F&B contribution referred in Table 15.2. In case of ASPHL, the F&B revenue mainly arises from its outlets and entertainment oriented products.

The F&B contributions and EBITDA margins at ASPHL hotels also reflect the benefit of location value of their hotels.

7. Market Performance Analysis

In this section we provide an analysis of the performance of hotels on all India basis and for Select Markets. Data is presented for the full market (comprising hotels of all positioning). As data availability varies from market to market based on extent of participation by hotels in different cities, data provided may cover different periods for various markets.

7.1. All India

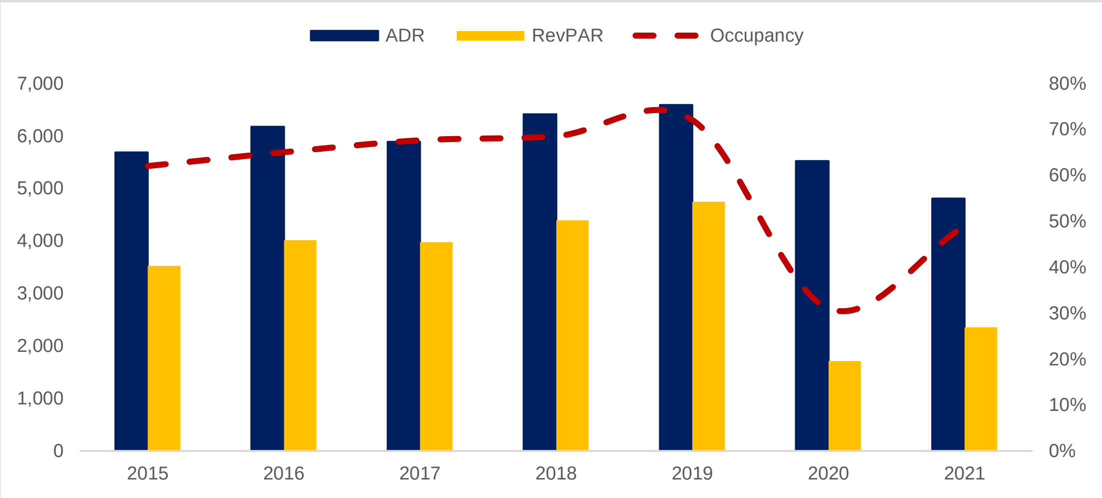
7.1.1 We present below the following information and charts:

a. Chart 11 showing all-India performance of chain-affiliated hotels, across all segments, for the years 2015-2021. This is effectively for several years in the pre-Covid period.

b. Key growth parameters (CY15-Q1-CY23) of chain-affiliated hotels on all India basis, in Table 16

c. Chart 12 provides monthly all-India monthly performance from January 2022 reflecting the strong recovery and business growth in 2022 which was considered to be among the best performing years for the hotel sector.

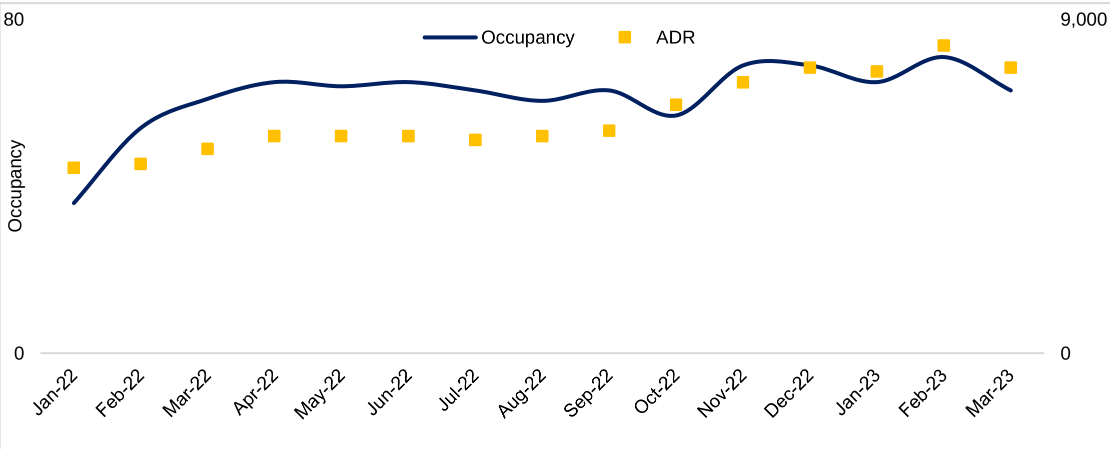
Chart 11 - India Hotel Market Performance



Source: Horwath HTL

Chart 12 - India Hotel Market Monthly Performance – January 2022 to March 2023

The data provided in the market reports contain a performance range for occupancy and ADR. The numbers presented in the chart are a simple average of the range provided in the report.



Source: HVS Anarock – Hotels and Hospitality Overview Report

Table 16 - Key Growth Parameters – all India CAGR

	CY15-CY19	CY19-Q123	CY15-Q123	CY20-Q123
Supply	7.0%	4.0%	5.6%	5.0%
Demand	11.5%	2.0%	7.1%	47.3%
ADR	3.7%	5.6%	4.6%	17.0%
Revenue per Available Room (RevPAR)	7.7%	2.9%	5.5%	63.9%

CY20-Q123 reflects much higher numbers because of the unusual situation due to the initial steep decline and then recovery from Covid-19 pandemic

Source: Horwath HTL & HVS Anarock – India Hospitality Industry Overview 2022 Report and Hotels and Hospitality Overview Report

7.1.2 From a macro-perspective, the following elements emerge:

a. The hotel sector had a difficult period from late 2008, mainly because expected demand growth did not occur to match supply created in anticipation of demand growth. The economy and investment climate were not supportive of demand growth; security issues occurred in some years. During this period, supply growth was 44k rooms while demand grew by 25k rooms.

b. Slowing occupancy invariably leads to softer ADR thereby impacting RevPAR levels. Rates were impacted by the dual factor of slower demand and occupancy generally, and diversification of supply profile so that wider options of quality and price points became available; this appealed well to the growing domestic demand.

c. Rate revival often lags occupancy revival; rates are pushed higher only once hotel managements have greater confidence of business levels. Simultaneously, constraints on bookings push a reluctant demand side to pay higher room rates. Further, a positive business climate creates more positivity in travel and draws a wider profile of international and domestic business travellers – this also helps to improve the rate sentiment.

d. Demand pattern changes in favour of shorter booking lead times also create occupancy uncertainty among revenue managers, causing reluctance for stronger rates.

e. Barring the impact from the Covid-19 pandemic, occupancy has revived since 2015 as demand conditions improved and new supply had slowed. The upward trend in RevPAR upto December 2019 was materially occupancy led, with improved occupancy gradually enabling ADR increases.

f. The Covid-19 pandemic was a major disruption with severe travel and operating restrictions, and material drop of occupancies and ADR - corporate, MICE, inbound, and crew travel reduced very materially. Recovery started in the late summer of 2020 and then gained momentum; recovery from wave 2 of Covid was much more rapid enabling a strong H2-21 performance. The Omicron wave was disruptive between mid-December 21 to February 22 but has then given way to strong performance through April 23.

   The overall challenging period of recovery from Covid saw some hotels and groups showing greater creativity and resilience in responding to the crises thereby enabling more rapid recovery.

g. As stated earlier in the report, All-India and market-level ADRs were also impacted by changed supply composition, with increased supply share of upscale and lower priced hotels.

8 Performance and Outlook for Select Markets

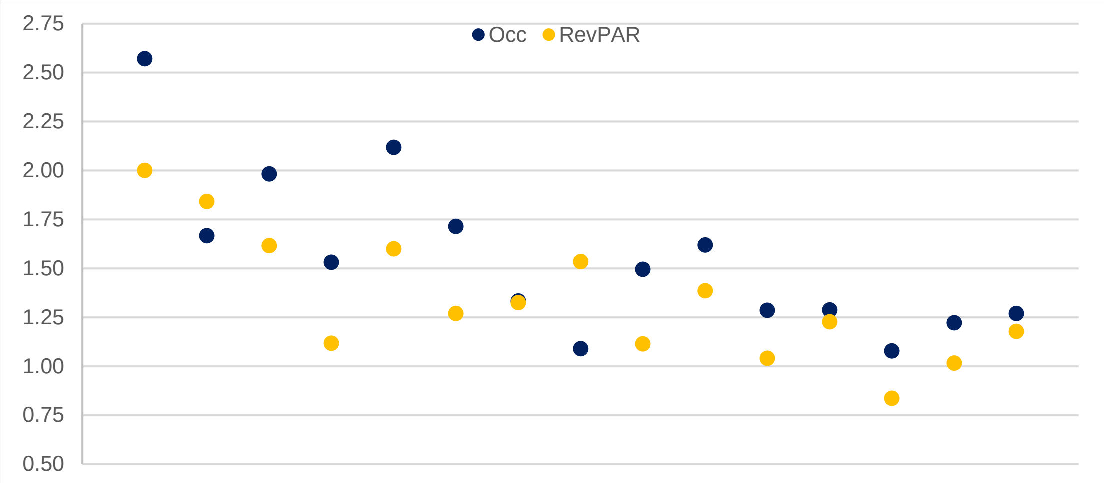
8.1 High occupancy levels at The Park Hotels (TPH) hotels enable strong RevPAR. RevPAR is a key performance parameter reflecting the effective yield on guest rooms. The occupancy and RevPAR indices (hotel performance for Occupancy and RevPAR over the market Occupancy and RevPAR) below reflect that TPH parameters are ahead of the market in 29 of the 30 data points. In this sub-section, we present the rooms performance of individual ASPHL owned hotels relative to the performance of respective markets.

Table 24 – Comparison between ASPHL owned hotels performance and respective market performance

City	New Delhi	Bengaluru	Kolkata	Hyderabad	Chennai
Occupancy Index					
FY21	2.12	2.57	1.67	1.53	1.98
FY22	1.62	1.71	1.33	1.50	1.09
FY23	1.27	1.29	1.29	1.22	1.08
RevPAR Index					
FY21	1.60	2.00	1.84	1.12	1.62
FY22	1.38	1.27	1.32	1.11	1.53
FY23	1.18	1.04	1.23	1.02	0.84

Source: Amadeus Demand360 TM

Chart 23 – Comparative Performance Index – Occupancy and RevPAR Index for FY21, FY22 and FY23



Source: Amadeus Demand360 TM

Considering that the market data available for this purpose normally comprises upper-tier hotels with naturally higher ADR than for upscale hotels (such as TPH), the RevPAR index reflects positively on the effective yield for guestrooms at TPH.

8.2 **Kolkata**

8.2.1 Outlook

- The city has reasonably absorbed new supply between 2014 and 2018, with city occupancy holding between 64% and 67%, and ADR fluctuating in a narrow band of Rs. 200. The city had a sharp occupancy recovery after the second wave of Covid, with Occ then broadly stabilising around 70% after the Omicron wave ended. ADR levels were slower to recover and crossed Rs 6k only in Q4-22.
- Substantial supply (1.2k rooms) was added across segments between 2014 and 2018. On the other hand, new supply pipeline is limited (about 700 rooms) upto FY26, providing space for hotels to regain stronger positions. Supply growth in the core city centre with proximity to affluent residential areas has been limited (only 300 rooms added since 2010; pipeline of only 150 rooms).
- The city has limited strength of corporate demand and the absence of MICE has constrained market performance. F&B revenue, weddings and social demand continue to be strong.
- New hotels positioned at luxury-upper upscale level may help improve city-wide ADR in the medium term.
- The Park has established segmental leadership particularly gaining from its high occupancy and F&B capabilities.
- The city thrives on MICE and weddings demand and, more recently demand from sports related events. Greater business travel demand would be very beneficial.
- Strong local demand for dining, entertainment and weddings is expected to sustain, and benefit hotels with the facilities, product and recognition for quality and innovation; good F&B is also a driver for rooms demand for weddings and on weekends.

8.3 **New Delhi**

8.3.1 Outlook

- The city saw strong occupancy recovery after the second wave of Covid with average occupancies estimated at around 65-67%. As is typical, ADR recovery was initially slow but then gathered momentum to enable most hotels to achieve double-digit ADR growth, surpassing pre-Covid ADR levels.

- The hotel sector has gained from strong domestic demand (business travel, weddings, MICE, leisure, staycations, transit) and moderate recovery of inbound demand which has also gained from G20 related travel. More sustained recovery of foreign business and leisure travel will help sustain business levels and growth for Delhi hotels
- The sector will also benefit from limited supply pipeline comprising about 1.2k rooms through FY27.
- The capacity and positioning of Delhi Airport will be an advantage in the medium term, as well as in the long term as the airport expands; some demand shift could arise as Jewar airport is commissioned (projected as Q3-2024), although this is not likely to draw business from central Delhi hotels, where THE PARK Delhi is located. On the other hand, the city will gain MICE and events demand from the new convention centre at Pragati Maidan (close to central Delhi) and the Delhi Metro Rail Corporation (DMRC) led convention centre on Dwarka Expressway.

8.4 **Bengaluru**

8.4.1 Outlook

- The city with predominant IT sector focus also has the largest hotel room inventory in India and is yet to fully rebound to consistently higher occupancy and ADR.
- Bengaluru suffered very severely in the pandemic as lack of inbound travel and WFH impacted demand from the IT and ITeS sectors. Recovery has been gradual and gained momentum as travel restrictions were lifted, new joinees were inducted and MICE demand started reviving.
- The IT sector continues to materially work remotely, affecting domestic and inbound travel needs; while air traffic has recovered smartly, this includes personal travel and is yet to fully translate to more consistent business travel and particularly inbound visitation. On the other hand the city has gained from G20 related demand and travel for newer projects and investments across various sectors.
- Bengaluru also has a significant balance of supply share across various price points, thereby creating the likelihood for a lower city-wide ADR.
- Expansion of Bengaluru airport, large existing inventory of commercial spaces and resumption of growth efforts, significant expansion of the aero and defence sector, are all positive factors towards a stronger future, with reduced WFH at the IT and ITeS sectors being the key tipping point when it occurs.
- The changed travel profile for the last 24-30 months has created more demand at city centre hotels, at some cost to hotels that are more IT Parks centric. The city centre area (where THE PARK is located) remains a strong core for business and entertainment.
- The hotel supply pipeline has slowed (1.7k rooms by FY26).
- Bengaluru demographics point to opportunity for entertainment and F&B spends, at hotels with the requisite appeal and draw

8.5 **Chennai**

8.5.1 Outlook

- Occupancy recovery from Covid has been slow, particularly as the IT sector travel and demand growth have yet to recover and fructify, respectively. Lower occupancies at hotels serving the IT corridor (about 26% of total inventory) has restrained city wide occupancy to an estimated level of 60-63%. On the other hand, ADR levels have gained over 10% growth to pre-pandemic levels benefitting from stronger business performance (Occupancy and ADR) at city centre hotels and hotels that are not IT demand centric.
- A very limited supply growth pipeline (0.7k rooms upto FY27) should help the market stabilise and consolidate occupancy and ADR; yet, Chennai has seldom reached ADR levels of other business cities.

- Changing demographics will push for more experience-based and differentiated products, particularly for F&B and entertainment.
- Completion of metro projects in the city-centre (where THE PARK is located), will facilitate easier demand flow into city centre hotels.

8.6 **<u>Mumbai and Navi Mumbai</u>**

8.6.1 Outlook

- Mumbai has seen a sharp rebound of business post Covid, with Occupancies crossing 75% in the first half of 2023; occupancy levels for the first quarter are estimated at about 77-78%, declining marginally in the summer. The city has also gained material ADR growth; with double digit growth in ADR at most hotels, and the substantial upper tier share of supply in the city, market wide ADR is reasonably estimated around Rs 9k.
- Demand is led by business travel, MICE, weddings and crew and is supported by social and leisure travel. Each of these are in growth mode.
- The supply pipeline comprises 4k rooms by FY26; we reasonably expect this to be absorbed by new organic growth demand, major demand from the recently opened Jio World Convention Centre and Nita Mukesh Ambani Cultural Centre (NMACC), and the opening of Navi Mumbai international airport by end 2024. Occupancy and ADR levels can expect to remain very positive.
- Navi Mumbai business conditions, mainly linked to the IT and other services sectors and project demand are expected to remain healthy as IT companies resume work from office, newer facilities are developed and the airport opens.

8.7 **<u>Goa</u>**

8.7.1 Outlook

- Goa enjoyed a true V-shaped recovery from the pandemic and has continued to grow demand, and consequently growth in ADR. With strong performance and demand for upper tier resorts, and a higher rate propensity in the domestic market, we estimate the market-wide ADR to be around Rs. 10k, possibly above the 5-digit level. Several luxury and upper upscale hotels have gained 20-35% ADR growth over pre-pandemic levels.
- Together with Rajasthan, Goa is the torch-bearer of India's leisure sector surge.
- Mopa airport has added travel capacity and enabled a strong Occupancy and ADR push in this market – leisure, MICE, weddings, casinos, and limited business travel are the key demand elements.
- The supply pipeline through FY26 comprises only 2.6k rooms through FY27, while demand continues to grow.
- Importantly, there is hardly any supply creation on beach front properties – in the last about 10 years, growth of chain affiliated supply includes only 2 resorts on beach fronts (including one which is a conversion of an older independent resort, to a chain affiliated resort). This creates added value for beach front properties.
- Demand for Goa could see a negative impact from the Goods and Services Tax (GST) to be levied on casinos with effect on hotels that materially rely on casino demand. On the other hand, beach front resorts and differentiated products that are leisure orientated will gain from the more leisure related demand that will flow to the destination.

8.8 **<u>Vizag</u>**

8.8.1 Outlook

- A major business city in Andhra Pradesh, it benefits from business travel, leisure, MICE and weddings demand. Vizag is set to become the state capital of Andhra Pradesh.
- With limited inventory of less than 2k rooms, Vizag has substantial growth potential, in occupancy and ADR.

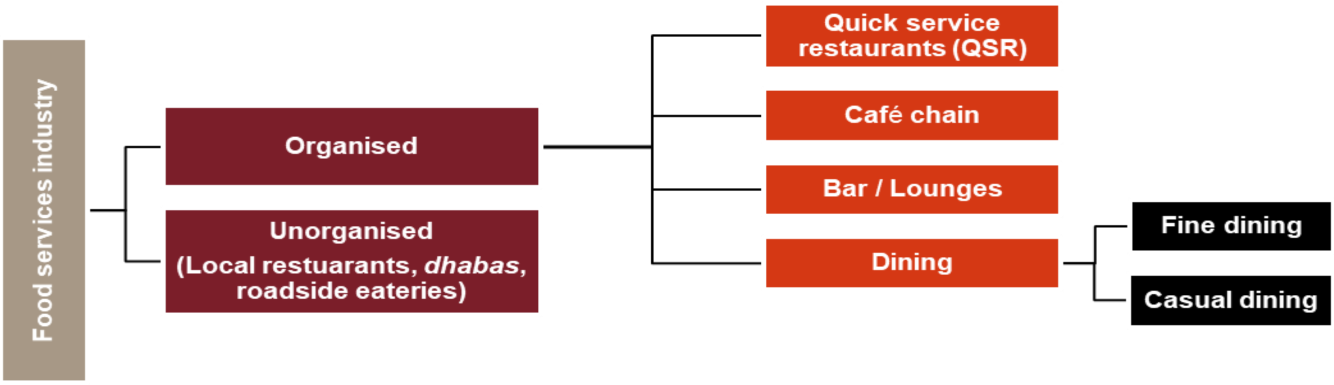
- The city has substantial spend character and propensity for F&B and entertainment, to be benefit of hotels that have the facilities and quality for these.
- The city Occupancy is estimated around 60-63% with scope to grow as travel demand becomes more consistent and is supplemented by MICE, weddings and leisure demand.
- A new airport is being developed for the city and this will create larger travel capacities for domestic and inbound visitors.
- Being on the coast, Vizag has opportunity for business travel and leisure. Hotels that are on beach front (such as The Park and Radisson Blu) having an advantage to attract business, leisure and group demand.

8.9 **<u>Pune</u>**

8.9.1 Outlook

- Pune is a business and MICE city, with demand from manufacturing and services.
- It recovered well from supply surge between 2010-2014 – occupancy and ADR were generally on an upward curve in the pre-Covid period; supported by continued supply growth for commercial space.
- It has also recovered well from the Covid pandemic, with occupancy levels for 2022 and early 2023 in the high 60's. Hotels have also gained ADR, benefitting from over 25% ADR gain at certain luxury hotels which has created space for ADR growth across segments.
- Healthy demand potential from business travel and for corporate MICE; demand for residential weddings is also positive although at upper tier hotels.
- Expect positive trend in occupancy and ADR over the long-term.
- Material foreign demand, and younger demographics will help create demand for quality F&B outlets and entertainment facilities.

Overview of the food services industry



Source: CRISIL MI&A Research

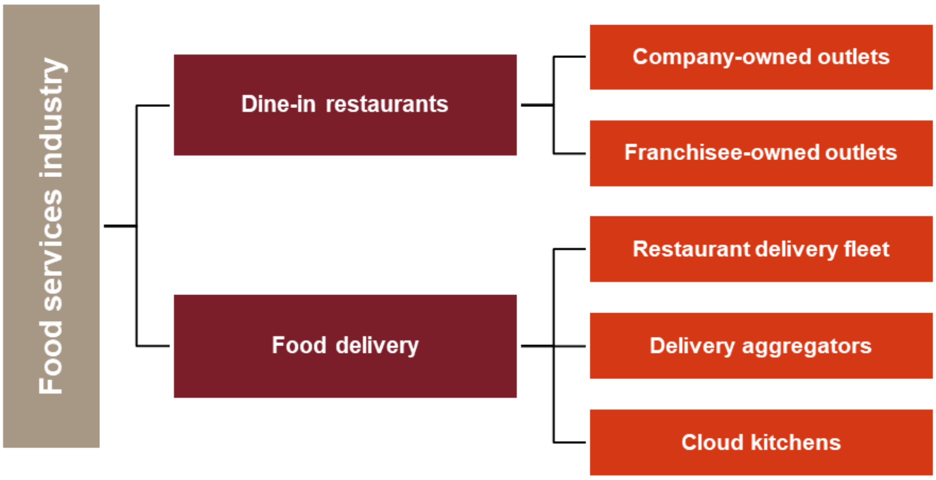
The Indian food services industry, which has been dominated by unorganised entities such as local restaurants and roadside eateries, has witnessed growth in the organized food sectors in the recent years. A key reason to the growth of this segment has been its offering of quality and service consistency assurance across outlets as well as quality food produce with more control over the food supply chain.

Unorganised entities such as local restaurants and roadside eateries, which include street stalls, hawkers, trolleys and standalone sweet shops have dominated the Indian food services industry and continue to hold a major share in the total food and beverage (F&B) service industry.

On the other hand, organised outlets offer quality and service consistency assurance across outlets as well as quality food produced with more control over the food supply chain. The organised format includes quick service restaurants (QSRs), café chains, bars/lounges and dining outlets. The organised food services industry in India comprises independent/standalone as well as chain formats of restaurants, bars, and cafes. On the basis of food service formats, the industry can be categorised as follows:

- QSRs: offer processed fast foods such as burgers and pizzas at low prices, typically with self-service or minimal service, and also provide home delivery and takeaway services; usually located in public places such as malls and entertainment zones
- Cafes: offer coffee and other beverages, along with quick bite foods such as sandwiches in a casual atmosphere with minimal services
- Bars/lounges: primarily offer alcohol-based beverages, along with snacks and full-fledged meals, in an ambience varying from loud music for party gatherings to a social and cordial environment
- Casual dining restaurants: offer food at moderate prices in a casual atmosphere with services provided by semi-trained staff, and also provide home delivery and takeaway services for food items
- Fine dining restaurants: offer fine quality food, typically of a particular cuisine, at high prices in an elegant ambience with services provided by highly trained staff, and usually located in premium hotels and prime locations in major cities

Overview of business models in the Indian food services industry



Source: CRISIL MI&A Research

The food services industry broadly operates through two business models – dine-in and delivery – based on the point of food consumption.

Dine-in restaurants

In case of dine-in restaurants, the patrons consume the food served by the restaurant on the premises of the restaurant itself. Food is prepared on-premises in the kitchen, which is typically attached to the dining area. Based on operational control, this business model can be further sub-divided into two categories:

- **Company-owned outlets:** In this case, the company that holds the rights to the restaurant brand owns the outlet and completely manages the operations, which not only gives it complete control over pricing but also entails higher financial and operational risk
- **Franchisee-owned outlets:** Such model includes licensing a restaurant's brand to a third party who operates the business, adheres to standards, and shares revenues, allowing the licensor to earn fixed revenue without bearing financial or operational risks.

Food delivery

In case of food delivery, food is delivered to consumers at a place of their choice for consumption. The food is prepared in the on-premises kitchen or a standalone kitchen, depending on whether the restaurant has a dine-in facility. This business model can be further sub-divided into three categories:

- **Restaurant delivery fleet:** In this case, restaurants use their own workforce to deliver food to customers, who place their orders directly with the restaurants. The restaurant pockets the entire order transaction value, while bearing the delivery cost, which may be passed on to customers
- **Delivery aggregators:** In this case, a restaurant lists itself on restaurant aggregator platforms, where customers can find the restaurants and place their orders. The aggregator handles technology integration, delivery & logistics, and marketing for a fixed fee aligned with a portion of the transaction value
- **Cloud kitchens:** In this model, a restaurant operates without a dining area, with choice of managing its marketing and delivery on its own or through delivery aggregators. Such restaurants save rental costs but see a dip in transaction value due to the absence of premium ambience

Most dine-in restaurants also provide food delivery to consumers in their vicinity through their own fleet and food delivery platforms.

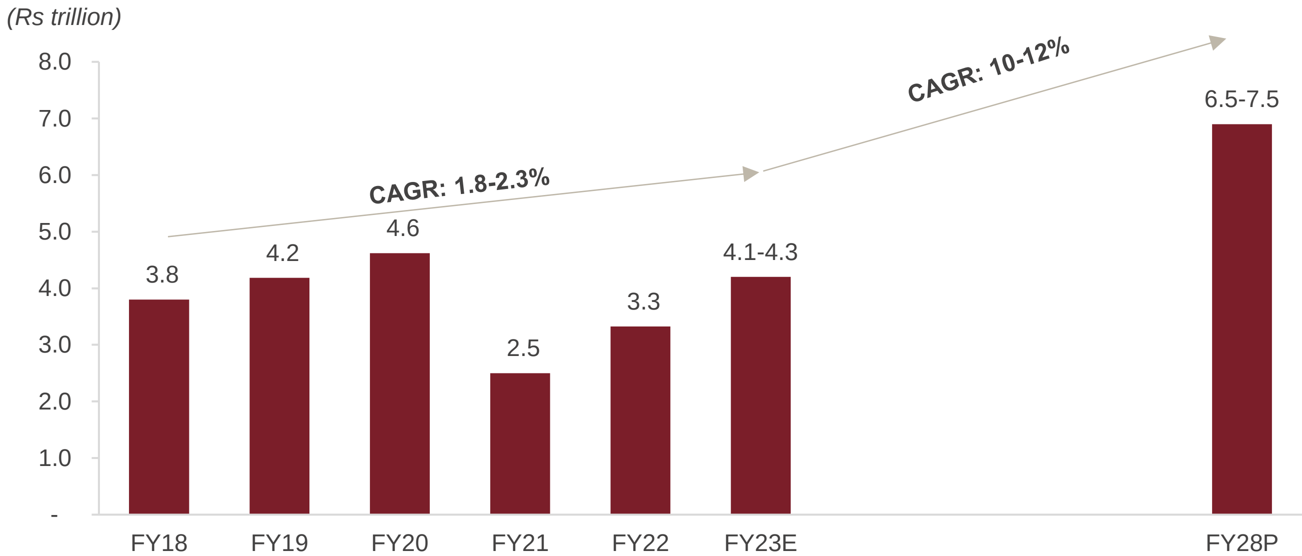
Estimated size of the Indian food services industry

Domestic restaurant services industry estimated to grow at 10-12% CAGR till fiscal 2028

The Indian food services industry was valued at an estimated Rs 4.6 trillion in fiscal 2020, growing at a CAGR of around 10% from FY18 to 20. Growth was driven by India's rising disposable income and an uptick in discretionary spending on eating out. Increasing availability of restaurants offering a variety of cuisines, along with the proliferation of food-ordering platforms, has also aided growth of the food services industry. But the industry saw a heavy dip in fiscal 2021 due to the Covid-19 pandemic which led to nationwide lockdowns, limited mobility of people, work-from-home and a general fear of traveling outside.

In fiscal 2023, the industry is estimated to have grown 25-30% (YoY) to about Rs 4.1 to 4.3 trillion backed by increased mobility and higher discretionary spending.

Figure 1: Growth set to spurt significantly for restaurants



E-Estimated, P-Projected

Source: CRISIL MI&A Research

Going forward the trend of higher consumption is expected to continue, especially among millennials who like to try new restaurants and cafes to enhance their social presence. Also, the rise in disposable income, entry of new brands, an increase in presence of QSRs in tier 2+ cities, and lack of time to cook among working professionals is also expected to support the growth of the Indian food services market. Food aggregators also had a significant effect on the market, especially during the pandemic in fiscal 2021 and 2022. With an increase in smartphone penetration, the rise of cloud kitchens in new category restaurants, the food aggregators would further enable growth in the Indian food services market. As a result, the industry's revenue is expected to grow at a 10-12% CAGR to ~Rs 6.5-7.5 trillion by fiscal 2028 from fiscal 2023.

Growth drivers of the food services industry

Gains of a growing economy and rising income levels trickle down to food services

The Indian economy grew at a 5.7% CAGR between fiscals 2012 and 2023, which resulted in a strong consumption sentiment. Rising income levels due to the growing economy have improved the spending power of India's population, especially in urban areas, encouraging consumers to spend more on food services.

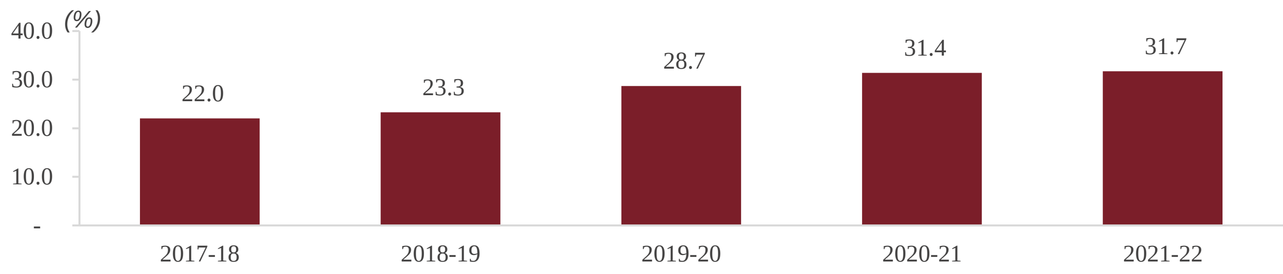
Demographic dividend to boost discretionary spending on food services

As per World Bank data, the share of people in the age group of 15-64 in India's population, largely touted as the country's demographic dividend led by young students and the working population, increased from 60.9% in 2000 to 67.5% in 2021. The share is expected to increase further in the next few years, along with an uptick in the earning and spending ability of this set of consumers. The preference of youngsters for eating out, awareness about global cuisines, and an increase in dependency on food ordering due to a busy lifestyle is expected to drive consumption-driven growth.

More families ordering and eating out due to the growing presence of women in working population

Economic growth in India has led to increased participation of women in formal jobs. The worker population ratio, defined as the percentage of employed persons in the population, for women aged 15 & above increased from 22% in 2017-18 to ~32% in 2021-22.

Figure 2: Worker population ratio: women in the age group of 15 and above (in %)



Source: PLFS annual report 2021-22

Aggregators have eased discovery of restaurants and cuisines

Aggregators provide listings of restaurants in any desired location, and also enable customers to search specific eateries serving cuisines of their choice. Apart from providing essential details and peer reviews of restaurants, aggregators allow users to reserve tables at select restaurants. Food delivery aggregators help users order food online from select restaurants and provide seamless delivery through their fleet.

Aggregators also run loyalty programmes and offer discounts to incentivise higher dine-in footfall and food delivery order volume. These programmes encourage higher spending on food services.

Challenges facing the food services industry

Raw material costs are subject to weather and economic conditions

Food material prices, influenced by factors like monsoon, supply chain inefficiencies, and inflation, contribute to a significant portion of a restaurant's operating costs, impacting their margins in a competitive market.

Lease rental cost for a restaurant depends on its format and location. It could be high if the outlet is situated at a prime location or in a mall. Rentals are significant fixed costs, and they increase with expansion. Increase in rental costs could impact the profitability of the business.

Constantly evolving customer preferences keep R&D costs high

To stay relevant with customers who have exposure to social media, food blogs, and aggregator platforms, restaurants must stay updated with industry trends and innovate their offerings.

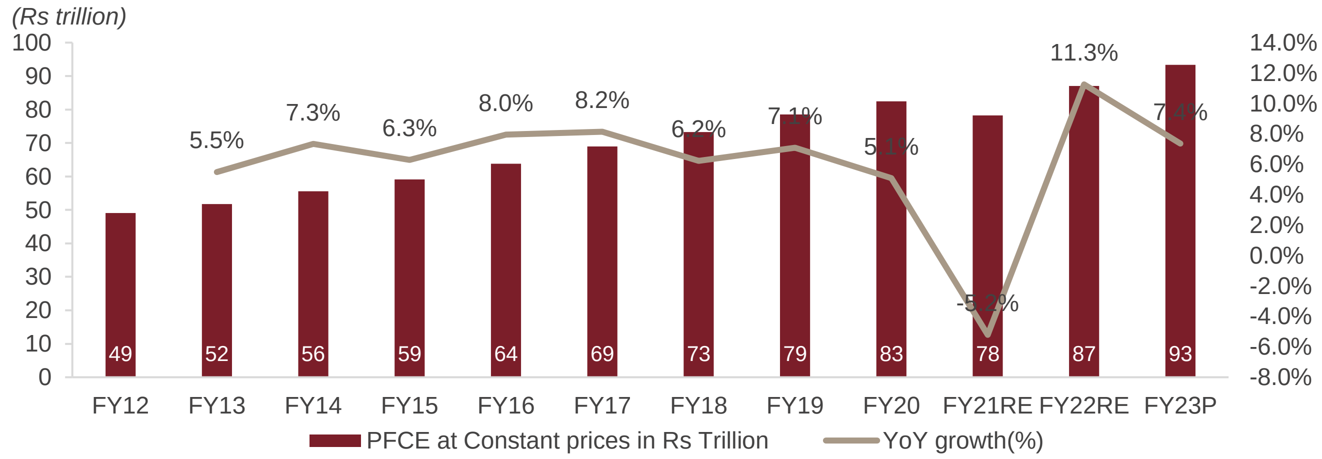
Stringent regulatory environment increases compliance costs

Starting a restaurant in India requires obtaining multiple licences, including a food safety licence, health or trade licence, eating house licence, no objection certificate (NOC) from the fire department, and shop and establishment act licence. These need to be secured from various authorities and require substantial time and paperwork. The lack of single window licencing and the complexity of the system may increase the time and effort spent on securing requisite licences, resulting in high compliance costs.

Overview of India's consumption spend

The country's PFCE, an indicator of consumer spending, clocked a 6% CAGR, to reach ~Rs 93.4 trillion by the end of fiscal 2023. In fiscal 2021, PFCE declined 5.2% due to strict lockdowns, limited discretionary spending and disruptions in demand-supply dynamics.

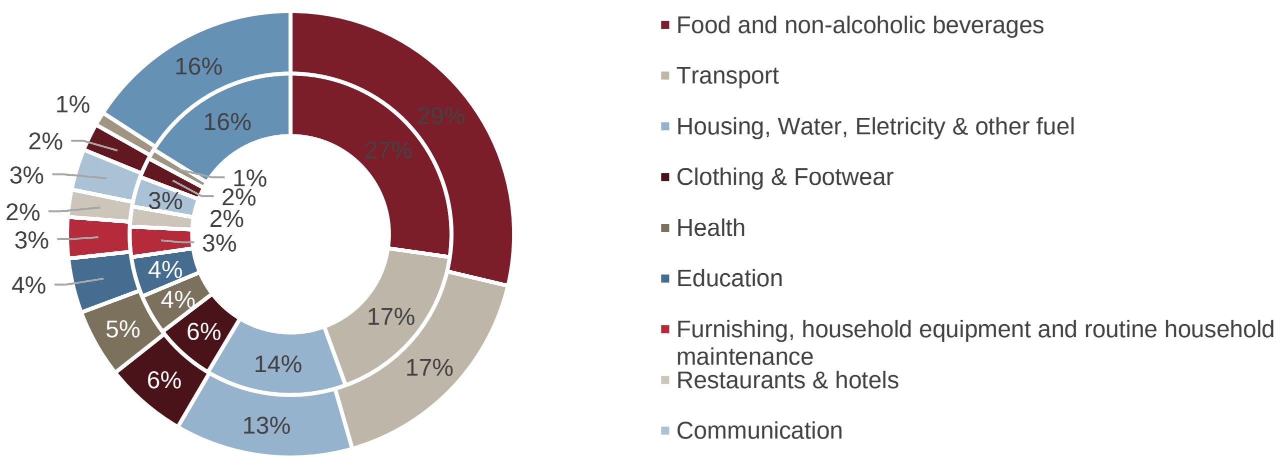
Figure *3*: Trend in PFCE



Source: MoSPI, CRISIL MI&A Research

RE: revised estimates, P: projected

Figure 2: Spending by activity (fiscal 2018 vs fiscal 2022)

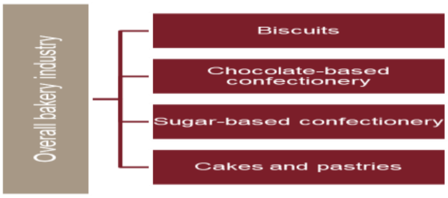


Note: Inner circle – FY18; Outer circle – FY22

Source: MoSPI, CRISIL MI&A Research

The share of Food and non-alcoholic beverages in the PFCE, increased from 27% in fiscal 2018 to 29% in fiscal 2022.

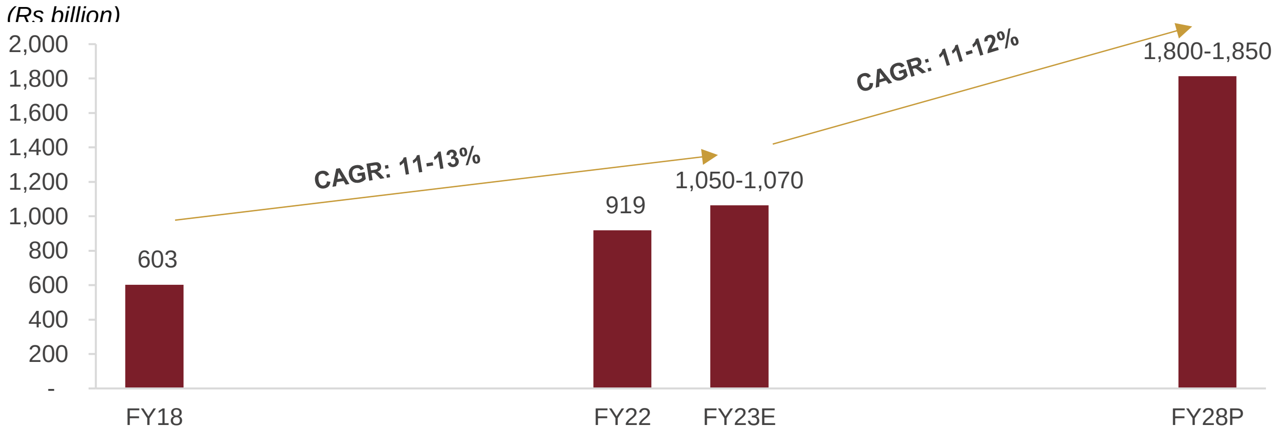
Indian bakery market



[Note: For this report, CRISIL MI&A Research has included biscuits, chocolates, and cakes & pastries, and excluded breads, in the confectionery market.]

The Indian bakery market is estimated to have reached ~Rs 919 billion in fiscal 2022 from ~Rs 603 billion in fiscal 2018, clocking a CAGR of 11%. Some of the factors that have contributed to the industry's growth are rising disposable income, increased penetration in rural areas, gradual premiumisation, change in lifestyle and new product launches. The industry's revenue is expected to grow at 11-12% CAGR to reach Rs 1,800 – 1,850 billion by fiscal 2028 from 1,050 – 1,070 billion in fiscal 2023.

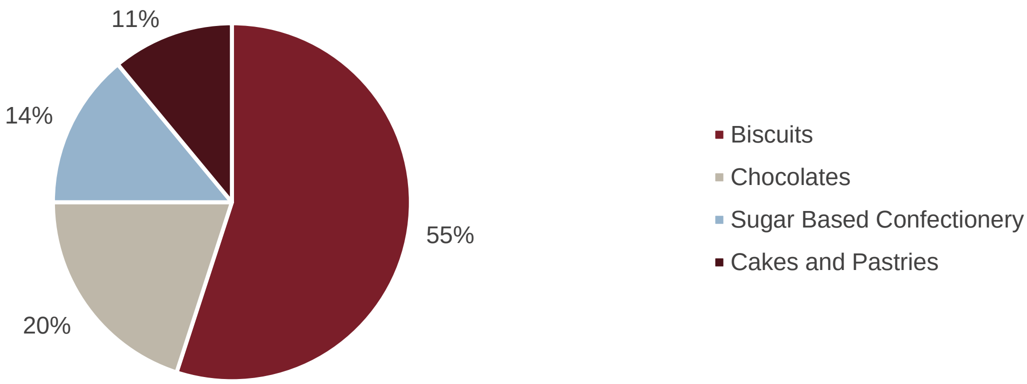
Figure 4: Trend in bakery market growth, fiscals 2018 to 2028



Note: E — estimated; P — projected

Source: CRISIL MI&A Research

Bakery market by segment, fiscal 2023



Source: CRISIL MI&A Research

The biscuits segment dominates the bakery market with an estimated 55% share in fiscal 2023, followed by chocolates (20%) and sugar-based confectionery (14%). The penetration of organised players is estimated to have reached around 74% by the end of fiscal 2023. The chocolates segment is highly organised, with penetration of 86-88% as of fiscal 2023.

Chocolates and confectionery items are expected to witness an uptick in fiscal 2024. Improved penetration of the organised snacks sector, led by the pandemic, and new product offerings in regional flavours are expected to drive industry growth this fiscal.

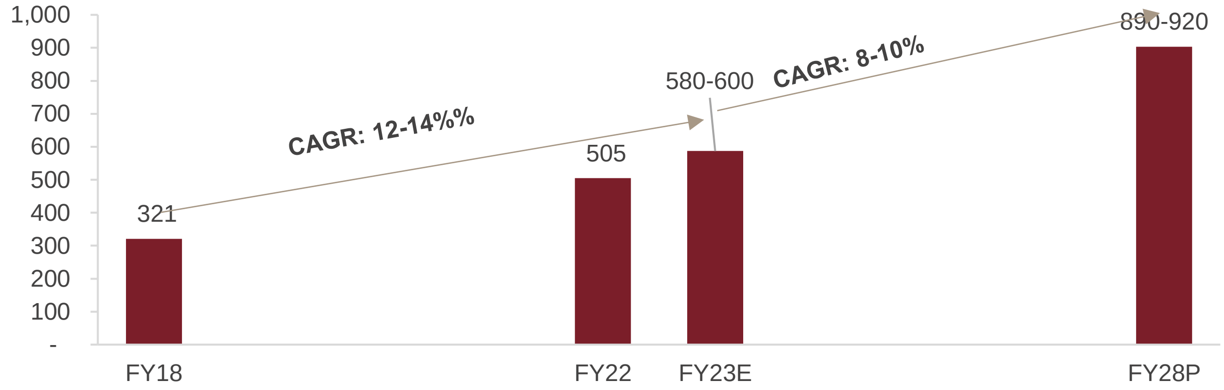
Overview of biscuits segment

Biscuits dominates the confectionery market in India

The biscuits segment dominates the domestic confectionery market, backed by high distribution reach, come in a wide variety of options, and are cheaper than other bakery products.

Biscuits are considered a mass consumption product usually consumed as a snack between meals. Though biscuits are widely consumed in urban as well as rural areas, the country's per capita consumption remains significantly low at 2-2.5 kg per annum, as against 10 kg in the US and 4.5-5 kg in Southeast Asia, due to the availability of several other traditional snacking options. In recent years, rising urbanisation and the expanding variety of biscuits and cookies have driven the demand for these products.

Figure 5: Trend in biscuits segment growth, fiscals 2018 to 2028



Note: E — estimated; P — projected

Source: CRISIL MI&A Research

Between fiscals 2018 and 2023, the domestic biscuits segment is estimated to have clocked a healthy 12-14% CAGR in value terms, driven by increased consumption amid moderate price hikes by manufacturers. Steadily rising population and disposable income, increased penetration of manufacturers into rural areas, and new product launches, especially for the health-conscious, also contribute to the growth of this segment.

Biscuit segment to continue its growth trajectory

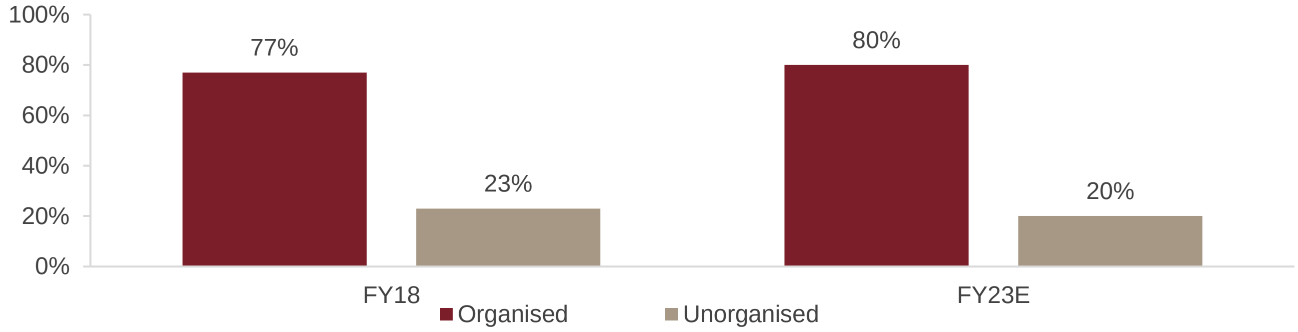
CRISIL expects the biscuit segment to clock 8-10% CAGR between fiscals 2023 and 2028. Last fiscal, the segment is estimated to have grown around 16% on-year, owing to price hikes by players to counter rising input costs. Demand in this segment is expected to grow backed by the changing lifestyle, rising trend of any-time snacking, preference for product consistency, rising premiumisation, and growing demand for on-the-go snacks especially among the urban workforce.

Moreover, supply-side factors such as focus on expanding the distribution network, innovative packaging, and launch of a wide range of products (including healthier options) by key manufacturers and new D2C biscuit brands will continue to propel the market.

Organised players hold a majority share

The biscuit segment is dominated by organised players, with estimated ~80% market share in fiscal 2022. Biscuits are generally manufactured in large scale and have minimal scope for customisation, unlike cakes and pastries. Also, given their small ticket size compared with cakes and pastries, the segment thrives on volume sales.

Figure 6: Organised vs unorganised biscuit players



Note: E — estimated

Source: CRISIL MI&A Research

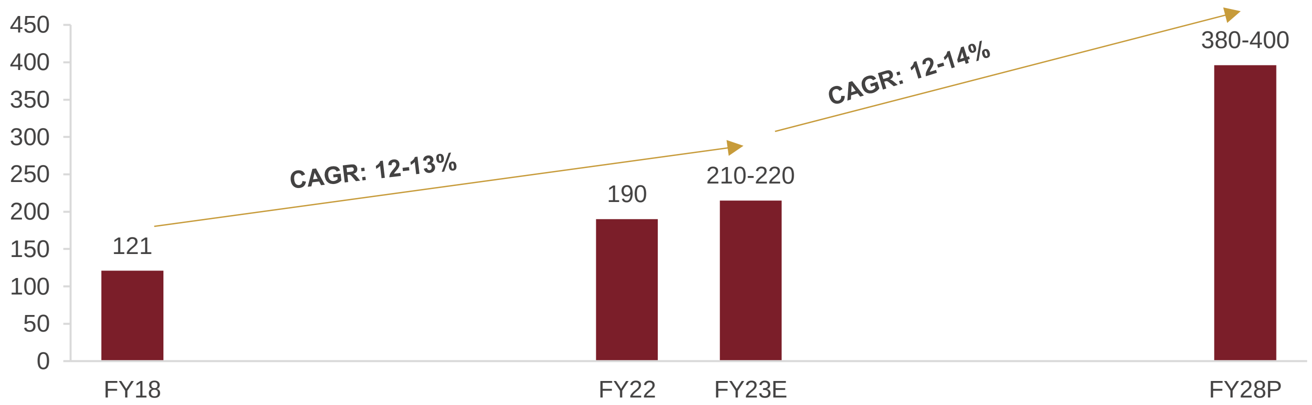
In terms of CAGR, the organised segment outpaced the unorganised segment between fiscals 2018 and 2023, driven by an increase in company investments, an improved distribution network, higher penetration in rural areas, launch of innovative products and their easy availability, and increasing branding and promotional activities.

Overview of chocolates and confectionery segment

The domestic confectionery (chocolate) segment is a part of the bakery market and is sub-divided into chocolate-based confectionery and sugar-based confectionary.

Chocolate-based confectionery, which includes bars and candies, commands a larger market share by value because of premium pricing over sugar-based candies. However, in terms of volume, sugar-based confectionery dominates the market because of easy storage and more variety. Sugar-based confectionery is further broken up into segments. Based on value, the hard-boiled candies segment holds the largest share, followed by gums and eclairs.

Figure 7: Trend in chocolate-based confectionery market, fiscals 2018 to 2028



Note: E — estimated, P — projected

Source: CRISIL MI&A Research

In the last four years, the chocolate-based confectionery market grew ~12% to an estimated Rs 190 billion in fiscal 2022. The growth was led by a gradual rise in the country's per capita consumption, which was estimated at ~150 gm in fiscal 2012, as against just 40 gm in fiscal 2005.

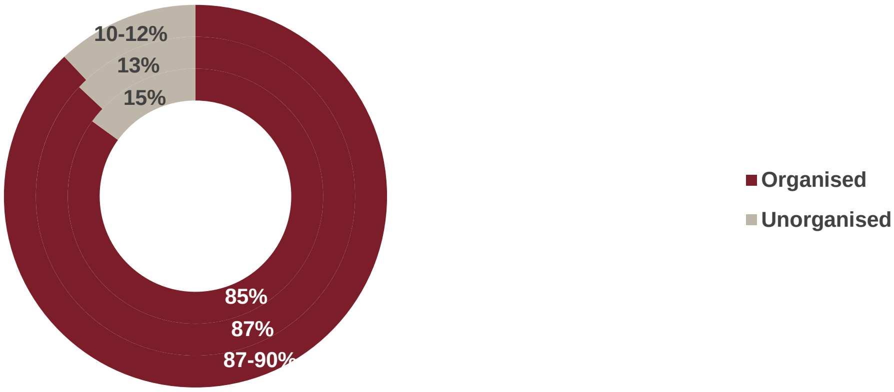
The rise in consumption of chocolates was driven by improvement in cold-chain storages, which has helped players store chocolates at warehouses near rural areas. Furthermore, at the retail level, a decline in power cuts has helped retailers use refrigerators regularly, especially in rural areas. An increase in product offerings and push-marketing strategies adopted by most players have also helped.

In metro cities, increasing disposable income, premiumisation, rising health consciousness, and shifting preference from traditional sweets are increasing demand for premium chocolates.

Outlook for chocolate-based confectionery market good

The chocolate-based confectionery market is expected to log a CAGR of 12-14% between fiscals 2023 and 2028, driven by the expected rise in premiumisation, increasing trend of gifting chocolates on special occasions, improving infrastructure (such as uninterrupted power supply), better storage facilities (refrigerator provided by manufacturers), and availability of sugar-free chocolates.

Figure 8: Organised players hold a major share in chocolate-based confectionery market



Note: Inner circle — fiscal 2018; middle circle — fiscal 2023E; outer circle — fiscal 2028P

Source: CRISIL MI&A Research

Organised players dominate the segment with ~87% share, primarily owing to high entry barriers in terms of production expertise for manufacturing high-quality, premium-priced chocolate bars. The recipes used to make chocolates are difficult to reproduce, and the technological requirements for manufacturing require heavy investment.

Within the cakes and pastries market (including bakery snacks), the organised segment (bakery chains) is estimated to have accounted for 29% share in fiscal 22, as against ~27% share in fiscal 2018. Between fiscals 2018 and 2023, the premium segment logged 17-19% CAGR, outpacing the 9-10% CAGR of the overall cakes and pastries market.

The premium segment is estimated to have accounted for 13% of the overall cakes and pastries market last fiscal, up from ~10% estimated in fiscal 2018.

The higher trajectory of the organised market (bakery chains) was on account of increased consumer preference for quality, the ability of the segment to provide standard offerings across locations, a wider distribution network, affordable pricing, etc.

Table 1: City Wise - Key bakery chains in major cities

City	Premium bakery chains/ brands	No of outlets
Ahmedabad	TGB Cafe n Bakery	32
Bengaluru	Smoor	27
	Slurpy Shakes	24
	Oven Fresh	16
	WarmOven Cake & Desserts	26
	Sweet Chariot Café	20
Chandigarh	Nik Baker's	5
Chennai	ZinGii	23
	The Old Madras Baking Company	4
	Cake Park	11
	Cake Waves	22
	The Cake World	37
	FB Cake House & Sweets	45
Delhi-NCR	L'Opera	17
	Honey & Dough	9
	Theobroma	21
	Breadz	3

City	Premium bakery chains/ brands	No of outlets
	Choko La	9
	Crust N Cakes	3
	Shugaa	10
	Flury’s	1
Hyderabad	Euphoria	5
	BrownBear	13
Kochi	KR Bakes	14
Kolkata	Flury's	24
	Paris Café	3
	Krazy For Chocolates	10
Mumbai	Baker Street	11
	Flury's	5
	Theobroma	32
	LSD - Love Sugar & Dough	4
	The Pastel Works Co	2

Note: The outlet count is as of May 31, 2023, via secondary research. This may not be exhaustive.

Source: Industry, Company websites, CRISIL MI&A Research; Flury’s data basis outlet count provided by client including café and tea room outlets

Going forward, the growth will be supported by the growing influence of western bakery products, willingness of the young population to explore healthy snack options, and moderate premiumisation in tier II and III cities. The premium bakery segment is expected to account for 14-16% of the overall cakes and pastries market by fiscal 2028.

Key growth drivers for the bakery industry in India

Biscuits

Gradually rising disposable income

- The consumption of bakery and confectionary products is linked to disposable income, which is rising steadily in India. The demand for this segment will increase with economic recovery and rising consumer spending.

Increased focus on healthy products

- The pandemic led to consumer awareness regarding healthier food choices, resulting in a rise in demand for nutritious bakery products.

Low per-capita consumption

- Per-capita consumption of biscuits is only ~2.5 per kg per annum in India, whereas it is 10-12 kg in the US, the UK, and other developed nations due to the availability of traditional snacks options.

Cakes, pastries, and chocolates

Innovation and affordability

- Demand for pastries and cakes is driven by innovations in flavour, design, and affordability, Increased focus on innovation is expected to benefit the sector.

Increasing trend of gifting

- The trend of gifting cakes and pastries during festivities is expected to positively impact the industry.

Cafés

- Cafés that offer a variety of beverages and bakery products, including cakes and pastries, are gaining popularity. The rising trend of socialising, especially among the youth, will continue to drive the demand for such cafes.

Key market trends observed in the bakery industry in India

Going organic

- Increasing consumption of organic products is leading to bakery owners taking the organic route, especially in key urban cities. These products use organic ingredients and do not have added preservatives. Organic ingredients used in baking include organic butter, flour, and sugar or natural sweeteners.

Sugar-free bakery products

- Owing to increasing awareness regarding the adverse health impacts of sugar, young people are trying to stay off sugar. Hence, bakers have started offering sugar-free bakery products, which are witnessing growing demand, especially in key urban cities.

Growing online presence

- With a rapidly developing e-commerce landscape, online ordering of cakes and flowers is on the rise. The growing number of bakery chains and robust growth in the overall industry have led to bakeries selling their bakery products, especially cakes and pastries, on online portals. Online cake ordering, though largely restricted to major cities in India, is steadily increasing.
- Unorganised bakery players, who do not have their own website or delivery system for online ordering, are benefitting from the rise of food aggregators.

Presence across all formats

Bakery chains, especially premium ones, have been opening outlets across all formats—in-store, kiosks (at airports), and restaurants (in order to tap into customers of all types and across all demographics.

Key challenges faced by the bakery industry in India

Rapidly changing consumer needs

- There has been a rapid change in the demand for bakery products, with consumer preference shifting to organic, natural, and sugar-free products. The bakery segment needs to have adequate capacity to meet the new-age demand.

Low entry barriers

- The bakery industry is highly unorganised, largely on account of low capital investments (at least for standalone and home bakers) and limited technical expertise required.

Market assessment and outlook for the café market in India

1.1 Overview of the café market

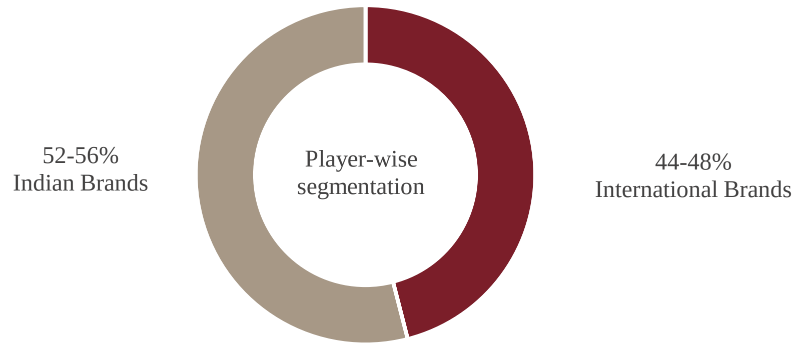
Cafés sell light meals and non-alcoholic drinks, such as tea, coffee, and other beverages. Light meals include savoury snacks, such as sandwiches, open toasts, continental starters, and breakfast, along with bakery items such as muffins, cakes, and pastries. They offer a casual meeting place for customers to engage with their friends, colleagues, and family members.

Cafés have value proposition as centres of social interaction. Some cafés also offer reading spaces and books or corners to conduct ones' regular business activities. Amid increasing ubiquity of internet usage, cafés also offer Wi-Fi services for its patrons to connect to the internet via their devices, encouraging them to use the coffee table as a desk and spend more time at the establishment.

Indian brands dominate café chains

Domestic Indian brands, such as CCD, Café Mocha, Chai Point, and Chaayos, dominate the café chain industry in India with a share of 52-57% in fiscal 2023, while the rest is covered by international brands such as Starbucks and Costa Coffee. The share of Indian brands was even higher in fiscal 2020, at 72-77%. The dip in the market share of domestic cafe players can be attributed to the decline in the market share of CCD, which was the market leader in fiscal 2020, and rise of international café chains, such as Starbucks and McCafé, which saw positive growth from fiscals 2020 to 2022 despite the impact of the pandemic.

Figure 9: Estimated break-up of domestic and international brands in the Indian café chain industry (fiscal 2023)

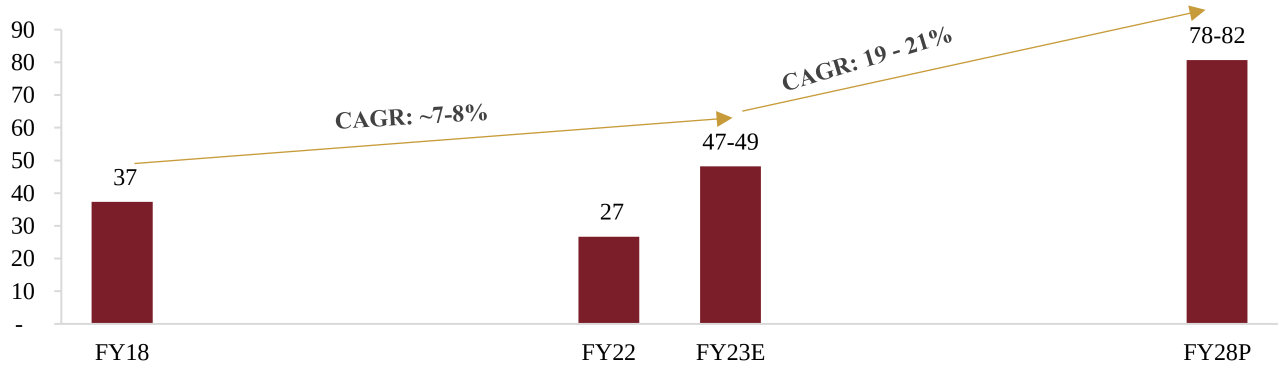


Source: CRISIL MI&A Research

Indian café chain space to grow at healthy pace up to fiscal 2028

The Indian café market recovered to pre-Covid-19 levels in fiscal 2023 following subsiding of infections and consumers once again eating out, and several corporates restarting offices, among other tailwinds. Between fiscals 2023 and 2028, the Indian café market is expected to grow at *19-21%* CAGR, reaching Rs 78-82 billion on continued healthy demand owing to increase in disposable incomes, favourable demographics, rising aspirations of the middle class, penetration into newer markets by organised players, increasing focus on health and wellness, and technological advancements offering convenience.

Figure10: Market size of Indian café chain industry



E: Estimated, P: Projected

Source: CRISIL MI&A Research

Key growth drivers for the industry

Growing café culture among Indian youth

Coffee shops have grown in appeal among the young people as these offer high-quality coffee with a social environment and provide services such as wi-fi. Within the space, products such as cold brew coffee and chocolate-based beverages are seeing high demand from the younger population.

Tea cafés are gaining a foothold by introducing traditional drink in modern formats

In India, tea has typically been prepared at home or consumed at roadside tea stalls or in cafeterias / canteens. However, lately, tea cafés and outlets have grown in presence. The modern outlets are offering tea in a café environment with light snacks, targeting the working class.

Increased discretionary consumption supporting café industry

Rising per capita income and discretionary spending are supporting the growth in café industry in India. Several coffee and tea shops in urban India are being opened, with the added value proposition of offering food and beverages and a place for social interaction.

Public spaces have led to demand of new service formats such as kiosks

Previously, kiosks of organised F&B players were only restricted to malls or shopping streets. However, with growing urbanisation and development of public infrastructure, the options have increase to metro stations, transportation hubs and highways. Kiosks are a relatively new format, entering the retail spaces, such as shopping malls and metro stations.

Key industry trends and recent developments

Riding on the success of domestic and international café outlets and enthused by demand from consumers, the Indian market has also seen the emergence of domestic brands.

Table 2: Key Investment deals in the café industry

Date	Player	Investors	Funding
January 2023	Blue Tokai	A91 Partners and others	$30 million
June 2022	Chaayos	Alpha Wave Ventures and others	$53 million
December 2021	Third Wave Coffee	Sujeet Kumar, Arpan Sheth, and others	$6 million

Source: News articles, CRISIL MI&A Research

Competitive assessment

Flurys Profile

Flury's Swiss Confectionery Pvt Ltd was incorporated in May 1946, with first Flury's store started at 18, Park Street, Kolkata by Mr and Mrs J Flury in 1927. It was acquired by the Apeejay Surrendra Group in 1965. Flury's operates tea-room outlets that also serve confectionery, bakery, and breakfast. Flurys Swiss Confectionery Pvt Ltd, has, vide a Business Transfer Agreement dated 19 December 2019, transferred business of the brand "Flurys" to Apeejay Surrendra Park Hotels Limited with effect from 1st October 2019.

Key offerings

Bakery	Food	Chocolates	Beverages
Cakes, cookies, cheesecakes, pastries, brownies, muffins, bread	Breakfast, croissants, sandwiches, French toast, patties, pancakes, quiches, on toast, bagel	Gourmet chocolates	Freshly brewed coffee, hot coffee, cold coffee, iced tea, flavour-infused tea, sundae, juices, milkshakes

Source: Company website, CRISIL MI&A Research

Geographical presence

As of 31st March,23, Flury's operates 68 outlets across Kolkata, New Delhi, and Mumbai in café, restaurant and kiosk formats.
Please note - Flurys store data is basis count provided by client

Competitive assessment of key players

Revenue

Players	Revenue (Operating + non-Operating income in Rs million)			YoY Growth % (FY21-FY22)	YoY Growth % (FY22-FY23)	CAGR % (FY21-FY23)
	FY21	FY22	FY23			
Flurys Swiss Confectionery Pvt Ltd (Flurys)	178	246	382	38%	55%	47%
Bliss Chocolates India Pvt Ltd (Smoor)	490	836	NA	71%	NA	NA
French Bakery Pvt Ltd (L'Opera)	130	230	NA	76%	NA	NA
Theobroma Foods Pvt Ltd (Theobroma)	1224	2560	NA	109%	NA	NA
Barista Coffee Company Ltd (Barista)	377	540	NA	43%	NA	NA
Coffee Day Enterprises Ltd (Café Coffee Day)	9753	6519	10331	(33%)	58%	2%
Tata Starbucks Pvt Ltd (Starbucks)	4174	6703	NA	61%	NA	NA

Source: CRISIL Research, company website, company filings
Flurys data based on unaudited financials provided by client

EBITDA

Players	EBITDA (in Rs million)			YoY Growth % (FY21-FY22)	YoY Growth % (FY22-FY23)	CAGR % (FY21- FY23)
	FY21	FY22	FY23			
Flurys Swiss Confectionery Pvt Ltd (Flurys)	30.9	60.9	65.7	97%	8%	46%
Bliss Chocolates India Pvt Ltd (Smoor)	4.0	(14.3)	NA	NM	NA	NA
French Bakery Pvt Ltd (L'Opera)	(56.3)	(34.2)	NA	(39%)	NA	NA
Theobroma Foods Pvt Ltd (Theobroma)	131.4	76.0	NA	(42%)	NA	NA

Barista Coffee Company Ltd (Barista)	58.5	87	NA	49%	NA	NA
Coffee Day Enterprises Ltd (Café Coffee Day)	(36.3)	700.2	(1373.1)	NM	NM	NM
Tata Starbucks Pvt Ltd (Starbucks)	503.8	1229.9	NA	144%	NA	NA

Source: CRISIL Research, company website, company filings
Flurys data based on unaudited financials provided by client
EBITDA- Earnings before interest, tax, depreciation & amortization

EBITDA Margins (in %)

Players	EBITDA Margins (in %)		
	FY21	FY22	FY23
Flury's Swiss Confectionery Pvt Ltd (Flury's) #	17.41	24.75	17.18
Bliss Chocolates India Pvt Ltd (Smoor)*	0.82	(1.71)	NA
French Bakery Pvt Ltd (L'Opera) *	(43.20)	(14.89)	NA
Theobroma Foods Pvt Ltd (Theobroma)*	10.74	2.97	NA
Barista Coffee Company Ltd (Barista) #	15.54	16.10	NA
Coffee Day Enterprises Ltd (Café Coffee Day) #	(0.37)	10.74	(13.29)
Tata Starbucks Pvt Ltd (Starbucks) #	12.07	18.35	NA

Source: CRISIL MI&A, company website, company filings
Flurys data based on unaudited financials provided by client
EBITDA- Earnings before interest, tax, depreciation & amortization
Note:
** - reported financials as per Indian GAAP (Generally Accepted Accounting Principles applicable in India)*
 # - reported financials as per Ind AS (Indian Accounting Standards)

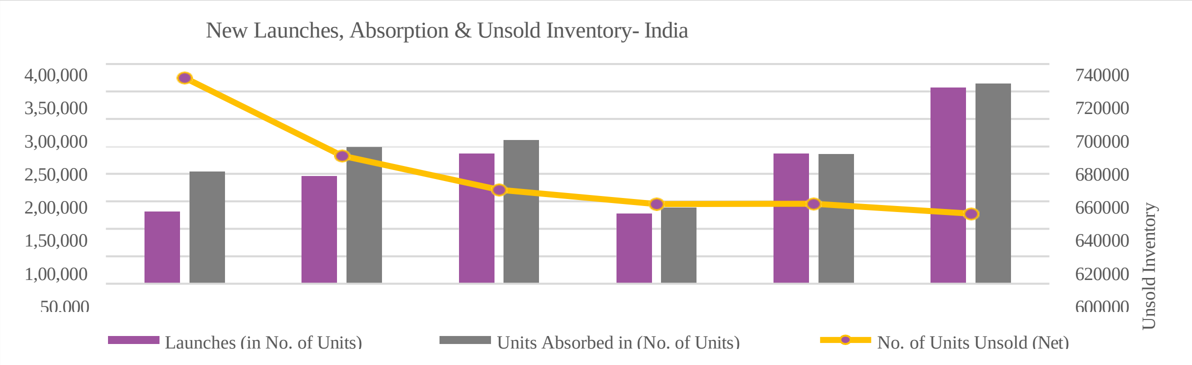
In fiscal 2022, among the players considered above which reported financials as per IND AS (Indian Accounting Standards), Flury's had the highest EBITDA margin of 24.75 %, followed by Tata Starbucks at 18.35 %.

RESIDENTIAL REAL ESTATE - INDIA

India Residential Real Estate sets new records in 2022 despite all headwinds; witnesses strong yet restricted new supply, record-breaking housing sales across top 7 cities and all-time low inventory overhang. The top 7 cities recorded new unit launches of around 3,57,600 units in 2022 as against nearly 2,36,700 units in 2021, an increase of 51% over the previous year. Total new launches in 2022 remained lower than the previous peak of 2014 when 5.45 lakh+ units were launched in top 7 cities. Key cities contributing to 2022 new unit launches included MMR (Mumbai Metropolitan Region), Hyderabad, Pune, and Bengaluru, altogether accounting for 86% of the total addition. Residential sales stood at 3,64,900 units in 2022 against 2,36,500 units in 2021 across the top 7 cities – rising by 54% on a yearly basis. Housing sales in top 7 cities created a new peak in 2022, breaching the previous high of 2014 when the top seven cities accounted for 3.43 lakh unit home sales. NCR, MMR, Bengaluru, Pune, and Hyderabad together accounted for 90% of the sales in 2022.

Residential property prices across the top 7 cities witnessed considerable growth an average of 4-7%. Despite the fear of recession, stock market volatility and global inflationary trends, the salles have increased significantly and prices are anticipated to continue to rise.

Figure 1 New Launches, Absorption & Unsold Inventory- India



Source: *Anarock's published reports*

Figure 2 Capital Value Movement in INR per sq ft - India

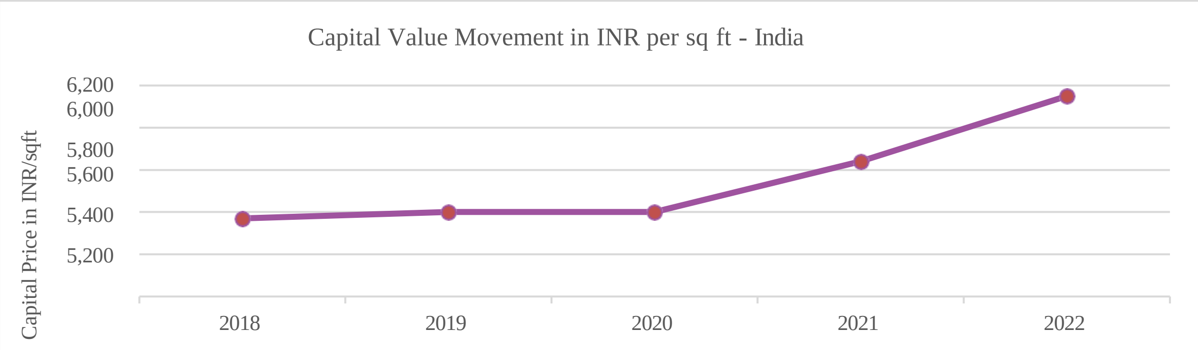
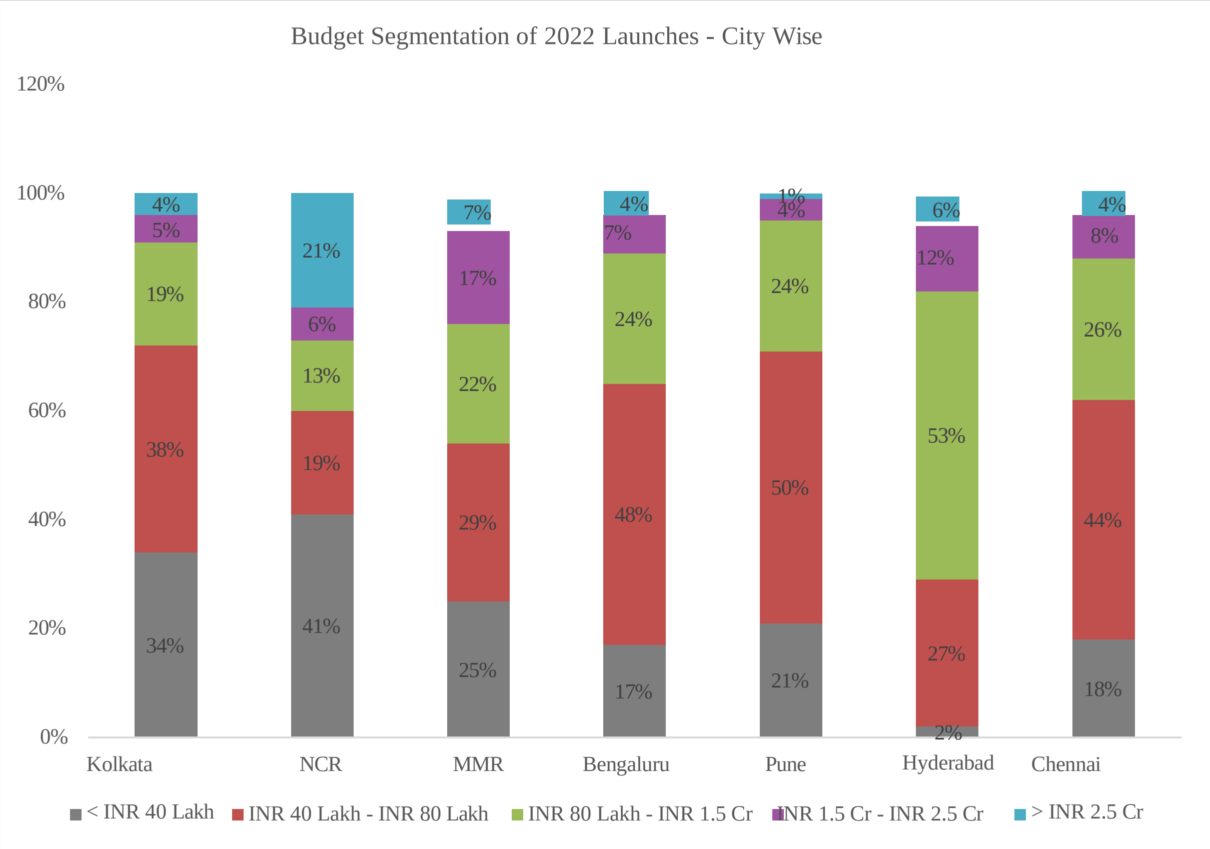


Figure 3 Budget Segmentation of 2022 Launches - City Wise



Source: *AnarocK's published reports*

KOLKATA OVERVIEW

3.1 Overview – West Bengal

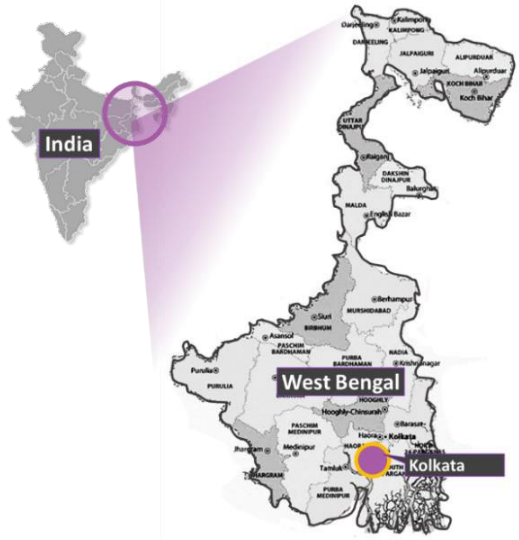
West Bengal is a state in East India, fourth-most populous state in the country, with over 91 million inhabitants and a land area of 88,750 square kilometres. A part of the ethno-linguistic Bengal region, it borders Bangladesh in the east and Nepal and Bhutan in the north. It also shares border with five Indian states namely Odisha, Jharkhand, Bihar, Sikkim, and Assam. The state enjoys a strategic location w.r.t to the eastern coast of India, large hinterland including the states in north-east of India, sharing borders with three other countries.

The locational advantage of West Bengal makes the state a traditional market for eastern India, the Northeast, Nepal and Bhutan. It is also a strategic entry point for markets in Southeast Asia. West Bengal has abundant natural resources of minerals and suitable agro-climatic conditions for agriculture, horticulture and fisheries. It is in vicinity to mineral rich states namely Jharkhand, Bihar and Odisha. It offers excellent connectivity to rest of India in terms of railways, roadways, ports and airports. The most commonly spoken language is Bengali. Hindi, Santali, Urdu and Nepali are the other dialects popular in the state.

West Bengal is India's sixth largest state in terms of economic size and the largest in East India. Its Gross State Domestic Product (GSDP) is expected to reach Rs 14.44 trillion (US$ 206.64 billion) in 2020-21. Average annual GSDP growth rate is estimated at 12.62 per cent between 2015-16 and 2020-21. The gross state domestic product (GSDP) expanded at a CAGR of 12.75% over 2015-16 to 2018-19.

Kolkata Metropolitan Area (KMA), which is one of the largest metropolitan area in India spread over four districts – part of 24 Parganas (N), 24 Parganas (S), Howrah and Hooghly districts. KMA consists of 3 municipal corporations, 39 municipalities and 24 Panchayat Samitis.

Figure 4 Location of Subject Site in Regional level



Source: *Google Map; Anarock Research, 2023*

Subject Site is located along EM Bypass area in Kolkata city of West Bengal. The locality is well connected via EM Bypass, Rashbehari Ave. Connector and Kalikapur Road. Site area has good connectivity to CBD of the city via Maa flyover. Upcoming metro line will further boost regional connectivity to Garia, Sector V, New Town and Airport area. Prominent residential nodes like Garia, Jadavpur, Ruby-Kasba, Slat Lake, etc. are close to the site area. The locality is well connected to Acropolis mall, ITC hotel, JW Marriott, Peerless hospital, Fortis Hospital and other social & physical infrastructure facilities.

3.2 Connectivity and Linkages

Kolkata City is well connected by all means of transport. The table below summarizes the connectivity & linkages including internal communication and large infrastructure / industrial initiatives.

Road – The road network in KMA consists of regional roads including five National Highways apart from arterial, sub-arterial, collector and local roads.

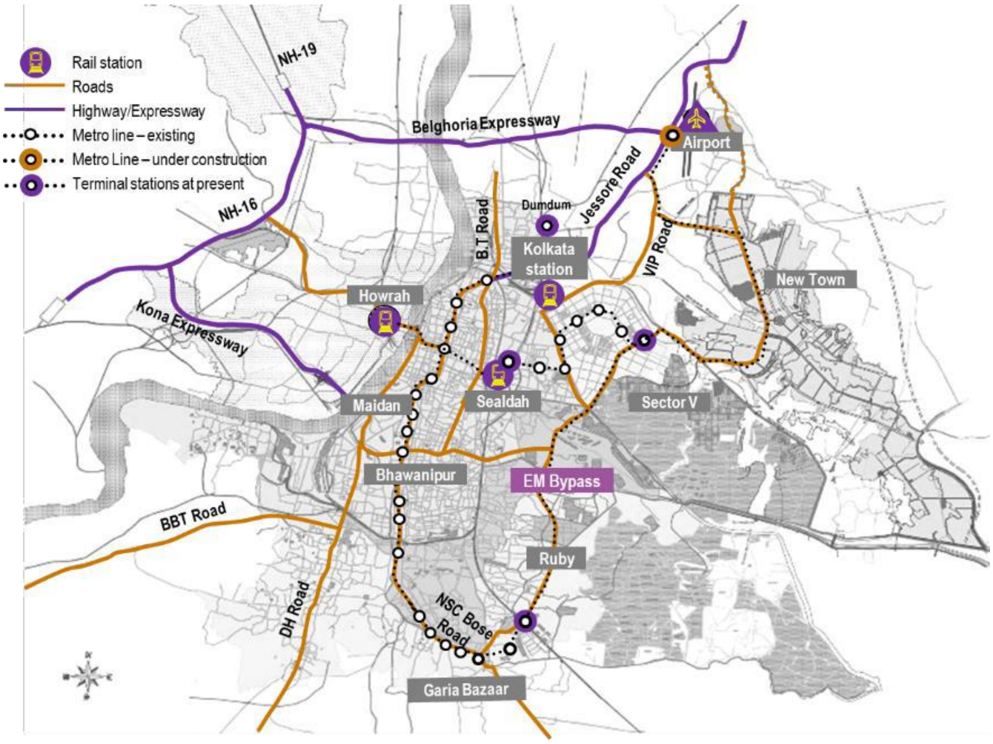
Air – The city has an international airport named Netaji Subhas Chandra Bose International Airport, with regular flights from & to important destinations both in India and abroad.

Rail – The city is served by four major stations, viz. Sealdah and Kolkata under the dominion of KMC and Howrah and Shalimar, which come under the jurisdiction of HMC and connect it to all major Indian cities.

Metro - City has metro rail network of 27.22 km runs underground as well as over ground, along the north- south direction from Garia in the south to Noapara in the north.

Others - The River Hooghly running in the north-south direction with Kolkata on the eastern side and Howrah to its west and offers huge potential for passenger movement and freight transport between the two cities.

Figure 5 Connectivity Map



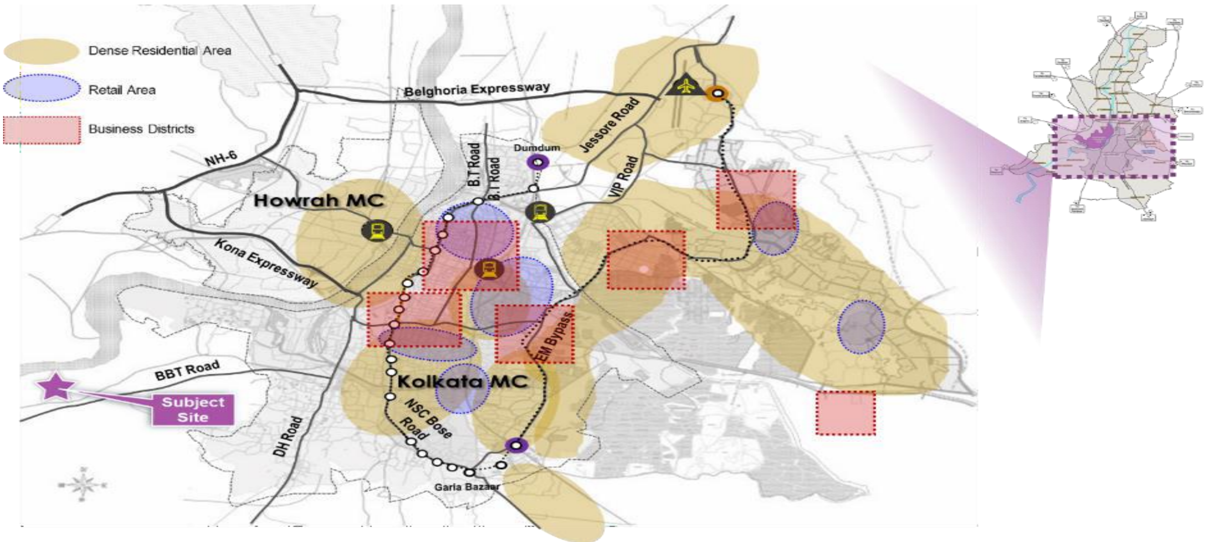
Source: Google Map; Anarock Research, 2023

RESIDENTIAL REAL ESTATE MARKET ANALYSIS - KOLKATA

The Kolkata Metropolitan Area is the third most populous metropolitan area in the country after Mumbai and Delhi. Often considered a dormant market interestingly Kolkata has the third largest GDP (PPP adjusted)[1] in the country. The city is slowly and steadily picking up and gearing its economy to various sectors other than its traditionally stronger manufacturing sector.

Kolkata and Howrah are twin cities. Old developments along the banks of river Hooghly in Kolkata and Howrah have a similar rhythm. Kolkata is the primary city in the eastern half of the country and has the facilities of a Tier I city at competitive values of a Tier II city. This chapter will provide an overview of the various real estate sectors, namely residential, commercial, retail, and hospitality to ascertain the likely growth trends and future of the city from a real estate perspective.

Figure 6 Real Estate Sectors of Kolkata - Mapping



Source: Google Map & Anarock Research, 2023

4.1 Residential Sector : Micro Market

During the earlier days, northern Kolkata had been the stronghold of the Bengali hereditary upper-class. The landed gentry, businessmen, intellectuals and professionals. These properties are mostly located in areas such as Shovabazar (or Shobha Bajar), Shyambazar (or Shyam Bajar), Creek Row, parts of Central Avenue, Beadon Street and Tala. From the central areas of Kolkata, areas such as Park Street, Loudon Street, Free-school Street, and to areas south of it, up to Alipore, was the inhabited primarily by the British and the Anglo-Indian community. With the independence of India and the ensuing partition of its territory, a large immigrant population came over from the erstwhile East Bengal (present Bangladesh). Today the generally recognized upper-class residences are located at Ballygunge, Alipore, Jodhpur Park and New Alipore regions in the south of the city. In fact, the whole of the southern part of the city has developed predominantly after independence.

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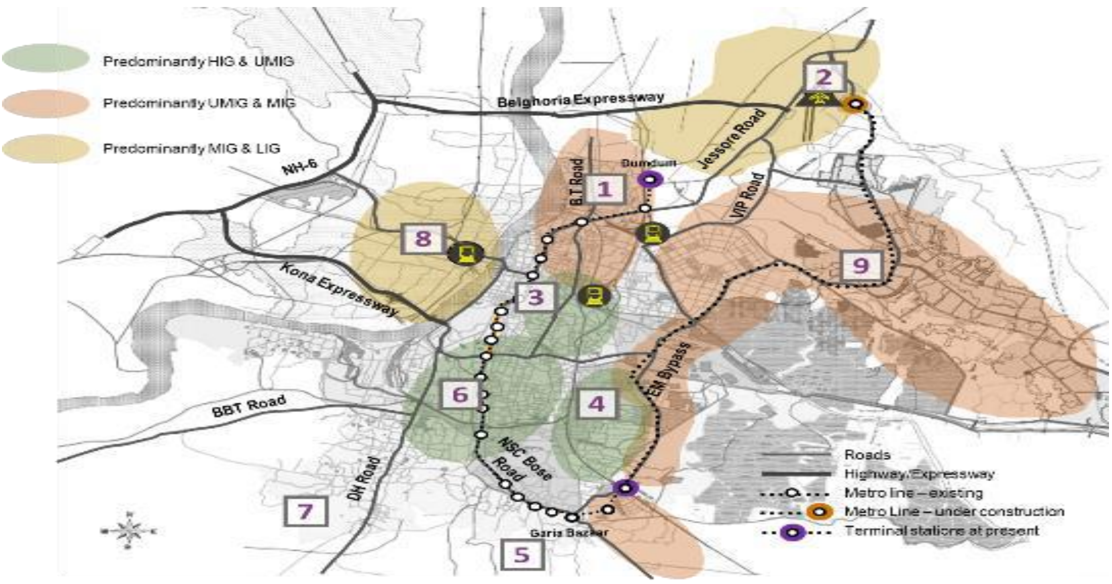
[1] *Global Metro Monitor - An Uncertain Recovery 2014, Brookings Institution*

Figure 7 Residential Sector Overview: Macro Market



Source: Google Map & Anarock Research, 2023

Table 1 City Zoning of Kolkata

Sl. No.	Zone Name	Important Location
1.	North Kolkata	Lake town Northern avenue, Dum Dum park, VIP Road
2.	Northern Suburbs	Birati, Madhyamgram, Sinthee, Sodepur
3.	Central Kolkata	Park Street, AJC Bose Road
4.	South-east of Kolkata	Ballygunge, Southern Avenue, Gariahat, Bhowanipore, Lansdowne
		Golf Gardens, Jadavpur, Santoshpur, Tollygunge Metro, Jodhpur Park
5.	South-eastern Suburbs	Naktala, Garia, Baishnabghata
6.	South - west of Kolkata	Alipore, New Alipore
		Behala
7.	South western Suburbs	Parts of Behala, Thakurpukur, Joka
		Parts of Maheshtala
8.	Western Suburbs	Howrah
		Bali, Belur, Konnagar
9.	East of Kolkata	Salt lake, Phool Bagan, Rash Behari Connector
		E. M. Bypass
		New Town Rajarhat

Source*: Google Map & Anarock Research, 2023*

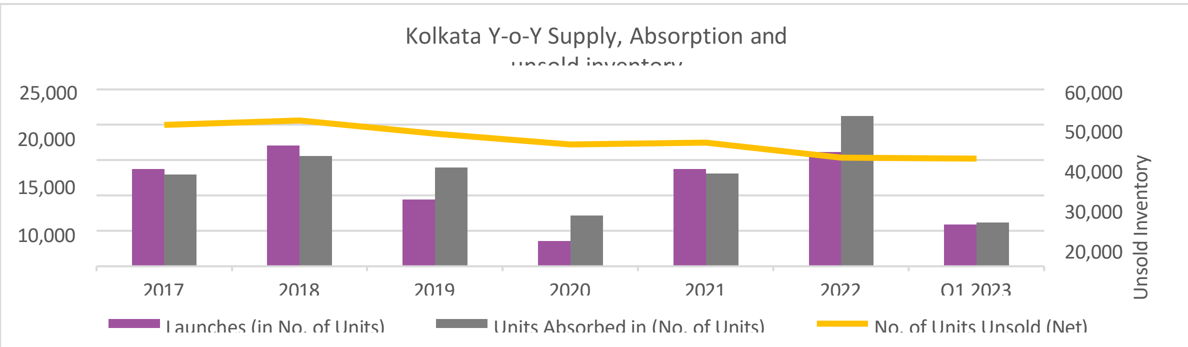
4.2 Residential Sector : Trends

There has been a stagnancy in the Capital Values of the overall market of Kolkata from 2017 to 2021. However, from 2021 onwards prices started moving upwards. Significant price appreciation has been witnessed from 2021 to 2022 at the rate ~4% on a yearly basis. In Q1 2023, the overall base prices have slightly increased.

Despite the rise in home loan interest rates, strong home buying trend has continued in Kolkata in 2022. Extension of stamp duty cut rebate by West Bengal government boosted residential property sales in Kolkata, resulting 68% YoY growth.

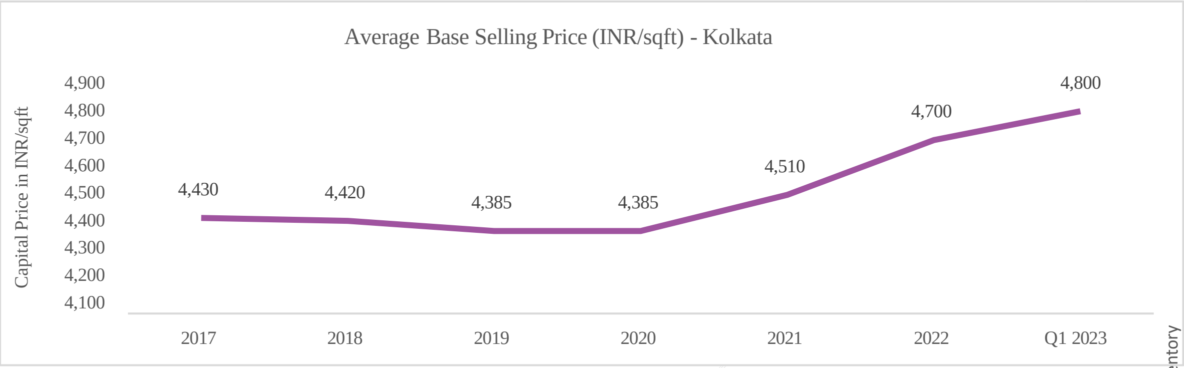
Approximately, 34% of new launches added across the city during last year have come in the affordable housing segment (units priced < INR 40 Lakh). Considering the quantum of available stock in the <INR 40 Lakh price bracket, developers have restricted launching newer projects and focused on clearing the stock-in-hand. This is visible in the reduction of affordable available stock by 4,700 units over the past 12 months – from 27,900 units in Q4 2021 to 23,200 units in Q4 2022. Ticket sizes between INR 40 to 80 Lakh, has seen highest number (approx. 38%) of launches in 2022. Till Q1 2023, approximately 70% of new launches are in the bracket of INR 40 to 80 Lakh. The demand for premium housing is on the rise in Kolkata and this trend is likely to continue in 2023.

Figure 8 Kolkata: Year Wise Supply, Absorption and Unsold Inventory



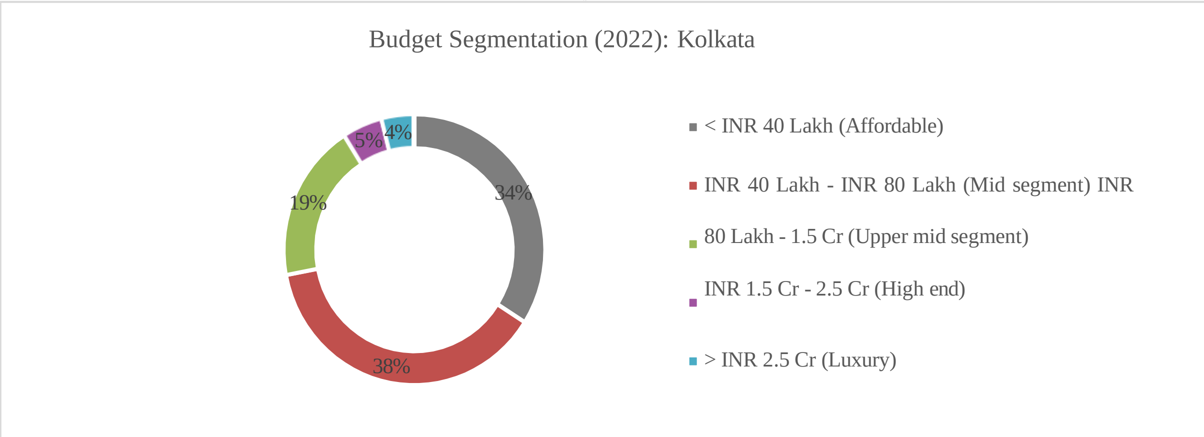
Source: *Anarock's published reports*

Figure 9 Kolkata: Average Base Selling Price



***Source**: Anarock's published reports*

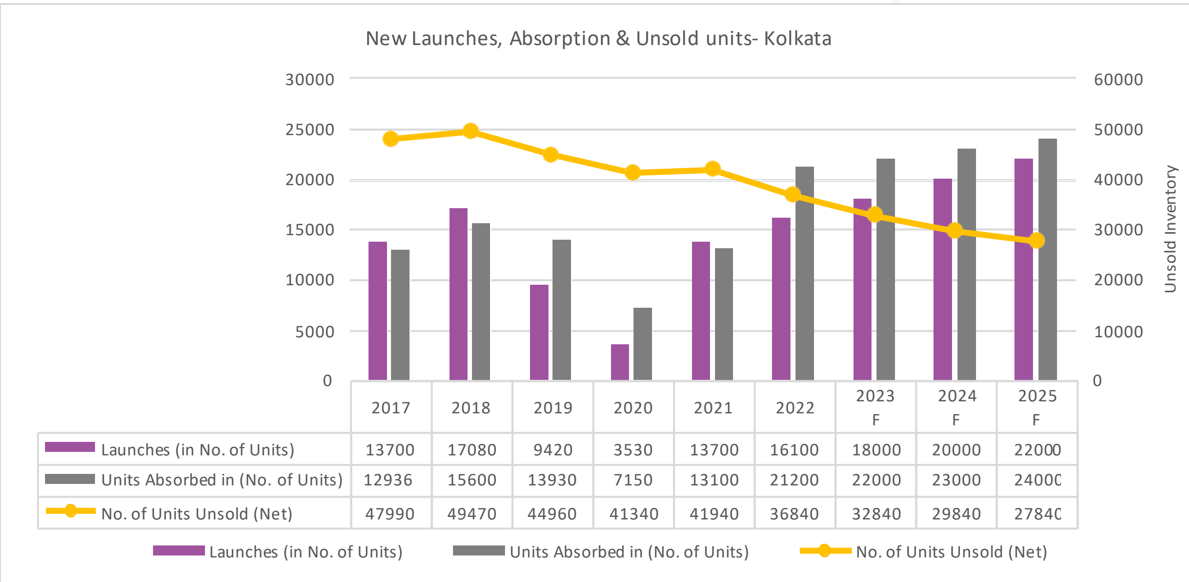
Figure 10 Kolkata: Budget Segmentation (2022)



***Source**: Anarock's published reports*

4.3 Residential Sector: Forecast

Figure 11 Kolkata: Residential Sector Forecast



	2017	2018	2019	2020	2021	2022	2023 F	2024 F	2025 F
Launches (in No. of Units)	13700	17080	9420	3530	13700	16100	18000	20000	22000
Units Absorbed in (No. of Units)	12936	15600	13930	7150	13100	21200	22000	23000	24000
No. of Units Unsold (Net)	47990	49470	44960	41340	41940	36840	32840	29840	27840

***Source**: Anarock Research 2023*

Key Growth Drivers

- Established sectors of IT/ITeS, Manufacturing, etc.
- Large hinterland
- High talent pool
- Affordable Housing availability
- Nuclearization of the families
- Strong Infrastructure backdrop

Future Trends

- After 2022, gradual rise in absorption till 2025, specially in INR 40 to 80 Lakh segment.
- Rise in new launches. In Q1 2023, city registered a marginal rise from the preceding quarter.
- Unsold units overhang will be reduced.
- The demand for luxury housing is expected to increase as city's affluent class showing interest in luxury projects.

Future Trends

Parameters	3. The ICON	4. Orbit Victoria	5. PS Anassa	6. Trump Tower	7. Atmosphere
Location	Shakespeare Sarani	Shakespeare Sarani	Tangra	EM Bypass	EM Bypass
Developer Brand	Kish Realty	Orbit Group	PS Group	Unimark & Tribeca	Forum
No. of Units	26	23	136	108	82
Year of launch	2018	2015	Under Construction	2017	2011
Present Stage	Possession 2023	Completed	Possession 2023	Possession 2023	Completed
Pricing (INR/ sq.ft)	Base Rate 18,000	Resale Price - 16,000 to 20,000	Base Rate 16,000	Base Rate 16,000 to 18,000	Resale - 20,000
Unit Size in sq.ft. (SBUA)	4BHK : 4,292	4BHK : 4,300- 5,100	4BHK : 2,084- 2,566	3BHK: 1,691 to 2,081 (Carpet)	4BHK: 5,925 to 6,205
	4BHK : 3,977		5BHK : 3,659	4BHK : 1,956 to 2,312 (Carpet)	5BHK: 6,427 to 9,238
				5BHK : 2,286 to 2,704 (Carpet)	
Absorption	Almost sold out	sold out	80%	Above 90%	90%

- Approx. 20,000 to 23,000 units / year are expected to be sold in Kolkata for the next 3-4 years.

New Launches

- Approx. 18,000 to 22,000 units / year are expected to be launched in Kolkata for the next 3-4 years.
- Approx. 40%-50% of the new launches are expected from Tier-1 developers.

SERVICED APARTMENT PROJECTS

5.1 Services Apartment Projects (Residential developed under Commercial Usage)

List of Serviced Apartment Projects

Parameters	1. Vivara	2. One Rajarhat
Location	EM Bypass	New Town, AA-I
Developer Brand	Mani Group	Anik Industries
No. of Units	50	242
Year of launch	2013	2018
Present Stage	Completed	Almost completed
Pricing (INR/ sq.ft)	Base Rate - 15,500 to 16,500	Price – 10,000 – 12,000
Unit Size in sq.ft. (SBUA)	4BHK: 7,752 4BHK: 8,715 Penthouse: 14,576	2BHK: 1244 sq.ft 3BHK: 2070 sq.ft 4BHK: approx. 3000 sq.ft
Absorption	70-80%	Over 95%

Source: primary data procured from developers., 2023

5.2 Luxury Residential Projects (Ticket Size less than 6 Cr.)

List of Luxury Residential Projects (Ticket Size less than 6 Cr.)

Parameters	8. Urbana (Phase 2)	9. PS Reserve	10. Orbit Ekam
Location	Anandapur	AJC Bose Road	Ballygunge
Developer Brand	SouthCity Group	PS Group	Orbit Group
No. of Units	610 (Phase 2)	119	30
Year of launch	Possession on 2022	2016	2018
Present Stage	Under construction, Possession in 2027	Possession in 2023	Completed
Pricing (INR/ sq.ft)	Base Rate – 11,500	Base Rate 19,500 (Built-Up)	Base Rate 18,000 to 19,000
Unit Size in sq.ft. (SBUA)	3BHK: 2430 to 2750 sq.ft 4BHK: 3730 to 4470 sq.ft	4, 5, 6, 8 BHK : 2,762 to 10,000 (Built-Up)	4BHK : 3,350 5BHK : 3,800
Absorption	10%	70%	60%

Source: primary data procured from developers., 2023

KEY TAKEAWAYS

Location

- Serviced and Luxury apartments in the specified segment (Ticket size of INR 6 crores and above) are prominent in 2 micro markets (CBD area and Prime stretch of E M Bypass)

Format & Size

- Segment of luxury single apartments with configuration of 3 BHK & 4 BHK are most popular. Buyers generally prefer apartment size ranging between 2,000 to 3,500 sqft.

Amenities

- Club house, Swimming Pool, Lounge, Gymnasium, Banquet Hall, Spa, Game Room, Infinity Pool, Jacuzzi, Badminton Court, Basketball Court, Tennis Court, Movie Theater.

Brand Names

- Serviced Apartments are few – only Mani Group & Anik industries have projects. However, in luxury residential segment, Tier I developers like Mani Group, Forum Group, Orbit, PS Group, etc, are involved.

Pricing

- Luxury apartments in main city – INR 18,000 – 25,000 sq.ft.
- Luxury apartments in EM Bypass area – INR 12,000 – 18,000 sq.ft.

Sale Velocity

- Ticket Size between 6 to 10 Cr.: Average of approx. 7 units are sold per year for a project or a particular phase of a project in its early stage. Later on, sale velocity may go upto 20 per annum. Over the entire project period, the average sale velocity is typically around 10-12 units per year.

- Ticket Size 3 to 6 Cr.: Average of approx. 25 units are sold per year for a project or a particular phase of a project in its early stage. Later on, sale velocity may go upto 60 per annum. Over the entire project period, the average sale velocity is typically around 40-50 units per year.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 20 for a discussion of the risks and uncertainties related to those statements, and also "Risk Factors" on page 28 for a discussion of certain risks that may affect our business, financial condition, or results of operations, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 343, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the financial years ended March 31, 2023, 2022, and 2021 included herein is derived from the Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Summary Statements" on page 262.

Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Apeejay Surrendra Park Hotels Limited on a standalone basis, and references to "the Group", "we", "us", "our", are to Apeejay Surrendra Park Hotels Limited on a consolidated basis. Please also see "Definitions and Abbreviations" on page 1 for certain terms used in this section.

*Unless the context requires otherwise, the industry-related information contained in this section is derived from reports titled "Industry Report – Upper Tier and Upper Midscale Hotels" dated August 18, 2023, prepared by Horwath HTL, "Assessment of the confectionery and café market in India" dated August 2023, prepared by CRISIL, and "Market Assessment Study for the Residential Development on E M Bypass, Kolkata, West Bengal, India" dated July 17, 2023 prepared by ANAROCK (collectively the "**Industry Reports**"). We commissioned the Industry Report and paid an agreed fee for the purpose of confirming our understanding of the industry exclusively in connection with the Offer. Further, a copy of the Industry Reports shall be available on the website of our Company at https://www.theparkhotels.com/corporate-information.html in compliance with applicable laws. For further details and risks in relation to commissioned reports, see "Risk Factors — Other internal risks - This Draft Red Herring Prospectus contains information from industry reports from certain agencies commissioned by us, including Horwath HTL, CRISIL, and Anarock which has been exclusively commissioned and paid for by our Company solely for the purposes of the of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks." on page 65.*

OVERVIEW

We are the 8th largest hotel chain amongst hotel chains with asset ownership in India (*Source: Horwath HTL Report*). We operate hospitality assets under our own brands, "THE PARK", "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and "Stop by Zone". We have a long-standing expertise of over five decades in the hospitality business of owning and operating hotels, with our first hotel being launched under our brand "THE PARK" at the iconic Park Street in Kolkata. We have established presence in the retail food and beverage industry through our retail brand *'Flurys'*. We have pioneered the concept of luxury boutique hotels in India under our brand, "THE PARK", extending it further through and "THE PARK Collection", and in upper-midscale categories with our brands "Zone by The Park" and "Zone Connect by The Park".

Our hotel portfolio has a PAN-India presence, and we continue to attract our customers with our diversified portfolio. We categorize our hotel portfolio into two distinct hotels categories based on brand classification – upscale, and upper mid-scale. We operate hotels under following four brands, namely "THE PARK, "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and have recently launched our economy motel brand, "Stop by Zone":

- "**THE PARK**" brand is positioned as an upscale brand with a luxury boutique offering, with a brand philosophy that concentrates on design, style, and service to create differentiated and unique experiences at each hotel.
- "**THE PARK Collection**" brand encompasses small luxury properties located at selected travel destinations targeted at the luxury hotel category delivering personalized guest experiences.

- "**Zone by The Park**" brand is positioned at the upper midscale level. It is designed for the price conscious and design conscious customers.

- **"Zone Connect by The Park"** is an upper midscale brand that channels its spirit and design philosophy from Zone by The Park.

- **"Stop by Zone"** is an economy motel brand which aims at providing convenient accommodation with easy access to parking, free Wi-Fi along with food services.

We believe that our extensive experience in developing a large hospitality business has resulted in us gaining a strong understanding of industry and market trends. Our vision of "*Leadership through Differentiation*" provides us with a competitive edge in our business, delivering superior operating performance. We operate individual hotels with distinctive character and provide curated experiences to our guests. Our hotels are differentiated through design and art, events, and entertainment and in providing unique, memorable, and immersive service experiences. Differentiation is also part of "Zone by the Park" brand which is being specially developed for India's tier 2 and tier 3 cities through use of modern design and local influences. Our focus is on profitability, return on capital employed and growth of the Company for the long-term benefit of our stakeholders.

Our food and beverage outlets and entertainment offerings within our hotels provide a diversified experience for our customers. As of March 31, 2023 we operate 80 restaurants, night clubs and bars, offering a wide selection of culinary experiences. The night club and entertainment division contribute to our brand positioning and allows cross-selling opportunities. We have created award-winning brands such as Zen, Someplace Else, Tantra, Roxy, iBar, The Leather Bar, Pasha and Aqua.

Sale of food, and beverage, together with sale of wine, and liquor contributed ₹ 2,280.26 million, ₹ 1,126.50 million, and ₹ 797.90 million, comprising 43.48%, 42.06% and 41.93% of our total income, for the years ended March 31, 2023, 2022 and 2021, respectively. This reflects the strength of our food, beverage, and entertainment offerings. Non-cyclical earnings from food and beverage business diversify risk associated to seasonal and cyclicality hospitality industry while complementing our hotel business by driving their occupancy levels, ARR, RevPAR and provide resilience to overall revenues of the Company. Food and beverage contribution to total revenue at Company's hotels for Fiscal 2021, Fiscal 2022, and Fiscal 2023 is higher than average food and beverage contribution to revenues of select listed companies (*Source: Horwath HTL Report*).

F&B and Total Revenue – Select Listed Hotel Companies (in ₹ million)

	Fiscal 2021	**Fiscal 2022**	**Fiscal 2023**
Select Listed Companies#			
Rooms (in '000s)	25	26	17
Total Revenue (in ₹ million)	31,041	56,868	90,733
F&B Revenue (in ₹ million)	9,337	18,223	32,303
% (F&B to Total Rev)	30%	32%	36%
Apeejay Surrendra Park Hotels Limited			
Total Revenue^ (in ₹ million)	1,728	2,435	4,866
F&B Revenue^ (in ₹ million)	623	883	1,902
% (F&B to Total Rev)	36%	36%	39%

Source: Listed company annual reports / quarterly reports; Company's management for Company's (hotels only) financial performance data
 # Consolidated numbers unless otherwise stated; Revenue includes Other income

(Source: Horwath HTL Report)
^Total Revenue and F&B Revenue as disclosed in Horwath HTL Report excludes revenue derived from Flurys.

For further details, see "*Industry Overview – ASPHL: Revenue composition and Operating Performance Comparison*" on page 156 of this Draft Red Herring Prospectus.

We also operate a premium retail chain in the food and beverage business under the brand *'Flurys'*, which possesses a successful and profitable track record of Industry leading EBITDA margins. In Fiscal 2022, among the identified players which reported financials as per IND AS (Indian Accounting Standards), Flury's had the highest EBITDA margin of 24.75 % (*Source: CRISIL Report*). 'Flurys' operates 70 outlets pan India under multiple formats such as restaurants, cafés, and kiosks. As of the date of this Draft Red Herring Prospectus, we operate 62 outlets in Kolkata and rest of West Bengal, seven outlets in Mumbai and Navi Mumbai, and one outlet in New Delhi. According to the CRISIL Report, we have outperformed our identified peers based on EBITDA margin for Fiscals 2022, and 2021 contributing 24.75% and 17.41%. We intend to leverage on our expertise in the hospitality industry to develop and grow our presence in the retail food and beverage industry and expand the outlets of Flurys across India.

Operating and financial metrics

As on the date of this Draft Red Herring Prospectus, we operate 27 hotels across luxury boutique. upscale, and upper midscale categories, with pan-India presence in metros such as Kolkata, New Delhi, Chennai, Hyderabad, Bangalore, and Mumbai as well as in other major cities such as Coimbatore, Indore, Goa, Jaipur, Jodhpur, Jammu, Navi Mumbai, Visakhapatnam, Port Blair, Pathankot representing 2,111 rooms.

THE PARK hotels recorded RevPAR of approximately ₹ 5,571.00, an occupancy rate of 91.77% and average room per revenue of ₹ 6.070.51 for the year ended March 31, 2023. High occupancy levels at The PARK hotels enable strong RevPAR (*Source: Horwath HTL Report*). The occupancy and RevPAR indices reflect that Company's parameters are ahead of the market in 29 of the 30 data points (*Source: Horwath HTL Report*). For details, see "*Industry Overview - Performance and Outlook for Select Markets"* on page 159.

The following table sets forth certain information of our Company for the years indicated below:

(₹ in million, unless otherwise specified)

	As at and for the year ended March 31, 2023	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Operational Metrics			
Average Occupancy rate (in %) (1)	91.77	79.10%	67.26%
RevPAR (in ₹) (2)	5,571.00	3,009.05	2,186.61
Average Room Revenue (in ₹) (3)	6,070.51	3,804.27	3,250.90
No of Hotels (4)	25	21	17
Inventory (No. of Operating rooms) (5)	2,009	1,865	1,612
Inventory growth (6)	7.72%	15.69%	NA
Financial Metrics			
Total Income (7) (A)	5,244.30	2,678.30	1,902.90
Total Income Growth (8) (Y-o-Y)	95.81%	40.75%	-
EBITDA (9) (B)	1,770.95	582.93	228.46
EBITDA Margin (10) (C = B/A)	33.77%	21.76%	12.01%
Restated profit/(loss) for the year (D)	480.62	(282.02)	(758.84)
Restated profit/(loss) for the year Margin (11) (E=D/A)	9.16%	(10.53%)	(39.88%)
Net debt (12) (F)	5,500.10	6,137.59	5,834.00
Total Equity(13) (G)	5,554.62	5,083.30	5,362.02
Net Debt – Equity Ratio (H=F/G)	0.99	1.21	1.09
Net debt / EBITDA (I=F/B)	3.11	10.53	25.54
Revenue from contracts with customers	5,061.30	2,550.20	1,788.30
Total assets(14)	13,617.90	12,751.76	12,803.39

(1) Average Occupancy is calculated as the total rooms occupied (less number of rooms for complimentary and in-house usage) in a relevant year divided by the total available rooms (less number of rooms which were out of order) in the same relevant year.
(2) RevPAR is calculated as Average Room Revenue for a relevant period multiplied by Average Occupancy Rate for that period.
(3) Average Room Revenue is calculated as total revenue from sale of rooms received for a relevant period divided by the total room occupied.
(4) No of Hotels are the total number of operational hotels of the relevant year.
(5) Inventory is the total number of operational Keys/ rooms in the company's portfolio of hotels for the relevant period.
(6) Inventory Growth (%) is calculated as a percentage of Inventory of the relevant year minus inventory of the preceding year, divided by Inventory of the preceding year.
(7) Total Income means addition of revenue from contracts with customers and other income.
(8) Growth in Total Income (%) is calculated as a percentage of Total Income of the relevant year minus Total Income of the preceding year, divided by Total Income of the preceding year.
(9) EBITDA = Restated profit/ (loss) for the year + finance costs + depreciation and amortisation expense + exceptional loss + total tax expense/(credit).
(10) EBITDA Margin = EBITDA / Total Income.
(11) Restated profit/(loss) for the year Margin = Restated profit/(loss) for the year / Total income.
(12) Net debt = Non-current liabilities – borrowings (including current maturities of long-term borrowings) + Current liabilities – borrowings (excluding current maturities of long-term borrowings) less Cash and cash equivalents
(13) Total Equity = Equity Share Capital + Other Equity – Non-Controlling Interest
(14) Total Assets = Non-current assets + Current assets

EBITDA margins of Company for Fiscals 2023, 2022 and 2021 are higher than the average margins for several listed companies (*Source: Horwath HTL Report*)

Revenue and EBITDA - Select Listed Hotel Companies (in ₹ million)

Company#	FY21			FY22			FY23		
	Revenue	EBITDA	%	Revenue	EBITDA	%	Revenue	EBITDA	%
IHCL	17,399	-1,970	-11%	32,114	5,599	17%	59,488	19,435	33%
ITC Hotels	6,639	-675	-10%	13,477	3,466	26%	26,891	8,520	32%
EIH	5,470	-230	-4%	10,440	574	6%	20,964	6,750	32%
Chalet Hotels	2,021	-1,170	-58%	4,100	-307	-7%	10,281	3,383	33%
Lemon Tree Hotels	2,650	745	28%	4,163	1,327	32%	8,786	4,511	51%
ITDC	1,938	-278	-14%	3,037	130	4%	4,805	924	19%
Taj GVK	968	-5	-0.5%	2,283	521	23%	4,124	1,477	36%
Oriental Hotels	1,231	-248	-20%	2,264	305	13%	4,080	1,261	31%
Kamat Hotels	675	104	15%	1,456	378	26%	2,990	1,127	38%
Royal Orchid Hotels	888	-31	-4%	1,559	404	26%	2,797	980	35%
Total / Avg@	37,679	-5,759	-15.3%	70,345	8,911	12.7%	137,002	45,630	33.3%
ASPHL	1,903	228	12%	2,678	583	21.8%	5,256	1,771	33.7%

Source: Listed Company annual reports / quarterly reports; Company's management for Company data
 # consolidated numbers unless otherwise stated; Revenue includes Other income
@ excludes Taj GVK and Oriental Hotels as these are included in IHCL consolidated numbers

(*Source: Horwath HTL Report*)

The following table sets forth certain information on our key operational hotels for the years indicated below:

Owned hotels of THE PARK

	Fiscal ended March 31,		
	2023	**2022**	**2021**
THE PARK Kolkata			
Occupancy (%)	99.44%	77.55%	61.52%
RevPAR (in ₹)	6,472.12	3,758.85	2,629.30
Average Room Revenue (ARR) (in ₹)	6,508.75	4,847.07	4,274.12
Inventory (No. of Operating rooms)	149	149	149
THE PARK New Delhi			
Occupancy (%)	94.99%	91.01%	79.43%
RevPAR (in ₹)	7,371.14	3,913.90	2,808.68
Average Room Revenue (ARR) (in ₹)	7,759.71	4,300.74	3,535.94
Inventory (No. of Operating rooms)	220	220	220
THE PARK Chennai			
Occupancy (%)	92.24%	84.41%	50.61%
RevPAR (in ₹)	5,471.68	2,786.16	1,520.79
Average Room Revenue (ARR) (in ₹)	5,932.20	3,300.87	3,004.76
Inventory (No. of Operating rooms)	214	214	214
THE PARK Hyderabad			
Occupancy (%)	83.25%	67.68%	83.86%
RevPAR (in ₹)	4,716.32	2,410.07	2,341.36
Average Room Revenue (ARR) (in ₹)	5,665.31	3,560.81	2,792.05
Inventory (No. of Operating rooms)	263	263	263
THE PARK Bangalore			
Occupancy (%)	89.59%	72.13%	58.48%
RevPAR (in ₹)	6,218.06	2,483.94	1,603.26
Average Room Revenue (ARR) (in ₹)	6,940.61	3,443.53	2,741.42
Inventory (No. of Operating rooms)	109	109	109
THE PARK Visakhapatnam			
Occupancy (%)	87.60%	77.23%	66.92%
RevPAR (in ₹)	5,374.00	4,026.45	2,687.83
Average Room Revenue (ARR) (in ₹)	6,135.04	5,213.50	4,016.55
Inventory (No. of Operating rooms)	66	66	66
THE PARK Navi Mumbai			
Occupancy (%)	98.08%	79.36%	61.41%

	Fiscal ended March 31,		
	2023	2022	2021
RevPAR (in ₹)	5,072.49	3,053.31	2,500.32
Average Room Revenue (ARR) (in ₹)	5,172.03	3,847.47	4,071.23
Inventory (No. of Operating rooms)	80	80	80

Through leveraging market opportunities, the locations of our hotels, strong brand recognition, and diversified and holistic food, beverages, and entertainment offerings, we have witnessed strong performance of our portfolio of hotels since the beginning of the Fiscal 2023. Following table sets forth our operating metrics for the period indicated below:

	Quarter ended			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Average Occupancy rate	92.80%	90.41%	91.78%	91.22%
RevPAR (in ₹)	6,769.63	6,132.02	5,346.05	5,142.03
Average Room Rent (in ₹)	7,295.15	6,782.37	5,825.16	5,636.98

Food and Beverage

Non-cyclical earnings from food and beverage business complements our hotel business by driving their occupancy levels, ARR, RevPAR and provide resilience to overall revenues of the Company. The following table sets forth certain information of our food, beverage, and sale of wine and liquor, for the years indicated below:

	Fiscal ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Total Income (in ₹ million)	5,244.30	2,678.30	1,902.90
Sale of Food, and Beverage together with Sale of Wine, and Liquor (in ₹ million)	2,280.26	1,126.50	797.90
Sale of Food, and Beverage, together with Sale of Wine, and Liquor to Total Income (%)	43.48%	42.06%	41.93%
Food, and Beverage, Wine, and Liquor revenue per occupied room (in ₹)	5,507.33	3,342.57	2,896.59

Note: Food and Beverage and Wine and Liquor revenue per occupied room is calculated as total revenue from sale of food, and beverage, together sale of wine and liquor for a relevant period divided by the total rooms occupied for that relevant period.

Flurys

The following table sets forth certain information of our retail brand *'Flurys'*, for the years indicated below:

	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Inventory (in no.)(1)	69	59	52
Inventory Growth (%) (2)	16.95%	13.46%	-
Total Income (A) (in ₹ million)	5,244.30	2,678.30	1,902.90
Revenue contribution by Flurys (B) (in ₹ million)	382.14	245.94	177.71
Flurys Revenue to Total Income (%) (C = B/A*100)	7.29%	9.18%	9.34%
EBITDA Margin (%)	17.18%	24.75%	17.41%

(1) *Inventory is the total number of outlets operated under our brand Flurys for the relevant period.*
(2) *Inventory Growth (%) is calculated as a percentage of number of outlets of the relevant year minus number of outlets of the preceding year, divided by number of outlets of the preceding year*

We are focused on leveraging brand equity for our growth through, (a) development and expansion of owned hotel properties; (b) procurement of long-term leases of the land and/or buildings for operating hotels; and (c) further expansion of asset light model requiring minimal capital expenditure and for creating a diversified portfolio of managed and leased hotels at the same quality as that of our owned hotels. We believe that our diverse model of business of operating owned, leased, and managed hotels under our brands, complement each other and capitalise on our brand for achieving growth, without substantial capital outlay as is the case for managed and leased hotels. We continue to engage our customers with a high-quality diversified portfolio.

As on the date of this Draft Red Herring Prospectus our hotel development pipeline consists of the expansion of two of our existing owned hotels in Visakhapatnam and Navi Mumbai, and development of our embedded land bank at Pune, aggregating to 380 rooms. Further, as part of our future development plans, we intend to utilise our land bank for construction of a new hotel at Jaipur, and utilise our land bank of 3.36 acres to construct a hotel and serviced apartments at Mouza Boinchtala on Eastern Metropolitan Bypass side, Kolkata.

We have entered into agreements to open three leased and licensed hotels in Patiala, Punjab; Chettinad, Tamil-Nadu; and Digha, West Bengal, representing 122 rooms. We have also entered term sheets to open 16 managed hotels, to further strengthen our reach in tier 2 and tier 3 cities including, Goa, Srinagar, Darjeeling, Siliguri, Manali, Patna, Muzaffarpur, Alibag, representing 1,383 rooms. The total portfolio of 22 properties under our pipeline for growth and expansion represents 1,885 rooms across upscale brands to upper midscale category. Additionally, we have recently opened a roadside motel in Nandakumar, Purba Medinipur, Kolkata under our brand "*Stop by Zone*", an economy motel brand which aims at providing convenient accommodation and as part of our future development plans, we have currently leased 9 additional properties in Kolkata for development of road side motels.

COMPETITIVE STRENGTHS

We believe that we can capitalise on our following competitive strengths:

We have built successful hospitality brands through product innovation and service excellence to attract customer through a diversified and holistic offering.

We are the eight largest hotel Company amongst hotel chains with asset ownership in India (*Source: Horwath HTL Report*). We operate hospitality assets under our own brands, "THE PARK", "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and "Stop by Zone". "THE PARK", "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and *'Flurys'*, are well established brands in their respective categories and have received awards and accolades. We have successfully created iconic brands as part of our food, beverage, and entertainment offerings, which include Zen, Someplace Else, Tantra, Roxy, iBar, The Leather Bar, Pasha, Aqua, Zen, Lotus, Fire, 601, The Bridge and our spa and wellness offering, "Aura". The awards that our restaurants have received include, among others, the 'Gastro-Pub of the Year (West)' award presented to Aqua, THE PARK Indore at the Food Connoisseurs India Awards in 2022, the 'Best Pan Asian – Premium Food Delivery' award presented to Lotus at the Times Food & Nightlife Awards in 2022, the 'Best Lounge Bar' award presented to Peace Bar at the Times Food & Nightlife Awards in 2022, and the 'Best World Cuisine – Premium Dining' award presented to 6 O 1 at the Times Food & Nightlife Awards in 2021. The 'Best Night Club' award presented to Pasha at the Times Food & Nightlife Awards in 2021,

We operate individual hotels with distinctive characters and provide curated experiences for our guests. We have the ability to service a wide customer base as each of our hospitality brands cater to distinct price points and customer requirements. "THE PARK" brand is associated with boutique hotels with a design-led character, combined with luxury features, guest comfort and personalized service. The design-focus theme extends to all public areas, and to the dining and entertaining experiences that are fundamental to the guests' experience at each hotel. "THE PARK collection" brand encompasses small luxury properties located at selected travel destinations targeted at the luxury hotel category delivering personalized guest experiences. Our core brands are attributes of design driven by leading Indian and international designers, architecture, and food and beverage offerings.

We have partnered with leading Indian and international designers to create the unique and differentiated spaces at our hotel properties. For example, we have partnered with Conran and Partners (UK), Skidmore, Owings & Merrill (New York), and Project Orange. We have worked with Project Orange to conceptualize "Zone by The Park" delivering a design conscious and price conscious experience and have also worked with them to create SOME PLACE ELSE, our music and entertainment club at Mumbai.

Through the strength of our brands, we have been able to expand and enhance our portfolio, and continue to focus on further expansion of our hotel portfolio at a CAGR of 21.56%, during last three fiscals. For example, since the launch of our brand "Zone by the Park" in 2014 and "Zone Connect by The Park" in 2019, the brands have gained recognition in the local hospitality industry. The hotel industry would likely benefit from increased individual incomes, which can reasonably be expected to create additional discretionary spending, particularly as supply growth occurs in tier 2 and tier 3 markets. This will also likely benefit Company with its THE PARK hotels in all metro cities and some other key markets, and expansion of Zone by The Park and Zone Connect by The Park hotels across multiple markets at upper-midscale positioning. (*Source: Horwath HTL Report*). We have expanded

"Zone by the Park" to 11 cities with 612 number of rooms and "Zone Connect by The Park" to four cities with 234 rooms, since its launch in 2014 and 2019, respectively. Someplace Else is one of the popular bar brands out of Kolkata which has been recently launched at the Jio World Drive, Bandra Kurla Complex, Mumbai. Recently, we have redesigned THE SHACK in Vizag, introduced the Beer Garden at the Park Kolkata and added The Tap Room to Aqua in Bangalore, as a testimony to our focus of curating and developing new products and services.

The following table sets forth the total number of operational hotels under our brands THE PARK, THE PARK Collection,Zone by the Park, and Zone Connect by The Park, for the years indicated below

Our Brand	Fiscal ended		
	2023	2022	2021
THE PARK	8	8	7
THE PARK Collection	3	3	3
Zone by the Park	9	7	7
Zone Connect	5	3	0
Total number of hotels	**25**	**21**	**17**

The following table sets forth certain information on our operational hotels under our brands (i) THE PARK and THE PARK Collection; and (ii) Zone by the Park and Zone Connect by The Park, for the years indicated below:

	THE PARK and THE PARK Collection			Zone by the Park and Zone Connect by The Park		
Fiscal	**2023**	**2022**	**2021**	**2023**	**2022**	**2021**
Average Occupancy rate (%)	88.01%	77.03%	66.05%	76.53%	66.40%	46.49%
RevPAR (in ₹)	5,716.26	3,210.27	2,337.23	2,559.18	1,752.18	1,085.05
Average Room Revenue (in ₹)	6,495.01	4,167.39	3,538.72	3,343.85	2,638.66	2,333.74
Number of hotels	11	11	10	14	10	07
Inventory	1,265	1,265	1,165	744	600	447

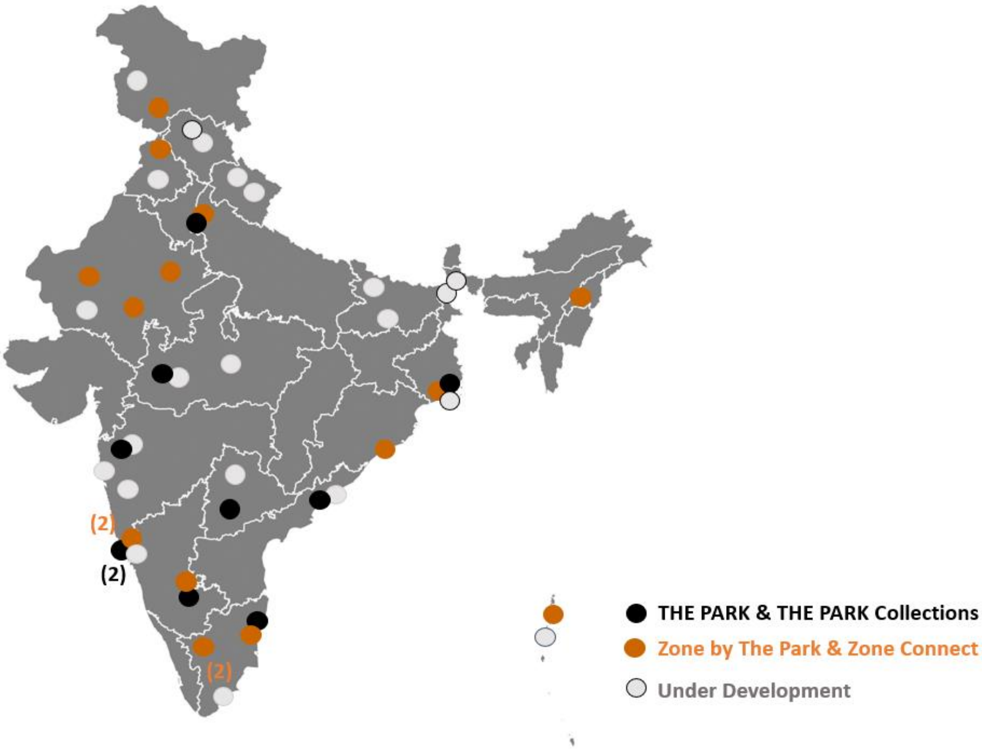
Earnings from food and beverage business, driven by our iconic brands and diversified offerings, compliments our hotel business by driving their occupancy levels, ARR, RevPAR and we believe that earnings from food and beverage business provide resilience to overall revenues of the Company. We strive to maximize occupancy rates by strategically catering to the demands of the hospitality market and by leveraging the potential of our food, beverages, bars, and entertainment offerings. Our focus is on developing and enhancing our portfolio brands, leveraging the strengths of our business model to create a strong brand recall value, and monetise our brands to provide resilience to our earnings and cashflows.

We are committed to being an innovative leader in the upscale and upper mid-scale hotels through continually improving service delivery, and the quality of our products and facilities.

A diversified Pan India portfolio of owned, leased and managed hotels that are strategically located across metros and emerging cities.

As on the date of this Draft Red Herring Prospectus, we operate 27 hotels across upscale to upper midscale category, with pan-India presence representing 2,111 rooms. We have grown our business geographically with the opening of 10 managed and leased hotels in the last 3 years, adding 499 rooms to our total portfolio.

The following map shows the locations of (i) "THE PARK", and "THE PARK Collection", (ii) "Zone by The Park", "Zone Connect by The Park" hotels, and (iii) hotels under development:



Our strength lies in our ability to accurately identify property location with growth potential. Site identification is based on our knowledge and experience developed over the last many years of the Indian hospitality market, understanding of our customer base, an analytical approach to site-selection that encompasses accessibility, local economy, potential for growth, demographics and socio-economic environment and adequate infrastructure. Site identification has remained one of our key strengths as we have identified strategic locations for development for our owned, leased and managed hotels such as Pune, Darjeeling, Manali, Srinagar, Patiala. Most of our hotels are located at accessible, central locations within or close to key business and commercial areas as well as tourist attractions. For instance, THE PARK Kolkata is located at the iconic Park Street, foremost dining district in Kolkata; THE PARK New Delhi is located at the Parliament Street, New Delhi, centre of business, commercial, and diplomatic area; THE PARK Visakhapatnam is a beachfront resort located at Beach Road, attracting business, leisure and group demand. India currently has 5 megacities i.e., Mumbai, Delhi National Capital Region (Delhi NCR), Bengaluru, Kolkata, and Chennai. Further, Ahmedabad and Hyderabad are expected to become megacities by the year 2030. Our Company has owned hotels under our brand THE PARK in six of these seven mega cities (*Source: Horwath HTL Report*). For details of operational metrics of our owned hotels, please see "*Our Business - Owned hotels of THE PARK*" on page 191.

We are further focused on leveraging brand equity for our growth including through asset light model with minimal capital expenditure and creating a high-quality diversified portfolio of hotels. Our market presence continues to flourish by developing hotels which we own, and/or lease or manage by entering into management contracts with property owners, and local or municipal government authorities, as applicable, to manage third party hotels under our brand name. We believe that our strength as a hotelier and ability to manage hotel properties is principally derived from our legacy business model where we have gained an extensive experience from our owned hotels over the last five decades. The hotel management business allows us to manage hotels under our brands without requiring us to incur any capital expenditure. This asset-light model provides us with a steady source of income, enhances our brand presence and the scalability of our hotel operations.

High occupancy rate and REVPAR with a strong financial and operational track record.

We have a strong operating track record of high occupancy, competitive average room rates and RevPAR for our hotel properties, during last three Fiscals. We have been able to achieve an average occupancy level of 91.55% for our owned hotels for the year ended March 31, 2023. Our high occupancy level reflects our expertise and credentials in the hospitality sector. Our revenue and customer management system that manages our reservation and billing processes allows us to centrally manage all of our hotels so as to maximise hotel occupancy rates and reduce the manpower required for manual updates.

The table below sets forth the average occupancy level, Average Room Revenue and RevPAR for our owned hotels operating in upscale category, for the past three Fiscals:

Particulars	For the fiscal ended		
	2023	2022	2021
Average Occupancy rate (%)	91.55%	79.27%	67.10%
RevPAR (in ₹)	5,851.70	3,149.23	2,272.96
Average Room Revenue (in ₹)	6,392.01	3,972.96	3,387.61

Notes:

(1) *Average Room Revenue is calculated as total revenue from sale of rooms received for a relevant period divided by the total room occupied.*

(2) *Average Occupancy is calculated as the total rooms occupied (less number of rooms for complimentary and in-house usage) in a relevant year divided by the total available rooms (less number of rooms which were out of order) in the same relevant year.*

(3) *RevPAR is calculated as Average Room Revenue for a relevant period multiplied by Average Occupancy Rate for that period.*

We have witnessed strong performance of our portfolio of hotels since the beginning of the Fiscal 2023. The table below sets forth the average occupancy level, ARR, RevPAR of the Company for the following period:

Our Company (Consolidated)	Quarter ended			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Average Occupancy rate	93.18%	90.14%	92.21%	91.57%
RevPAR	6,414.34	5,767.62	5,065.80	4,885.07
Average Room Rent	6,883.61	6,398.64	5,493.68	5,334.62

THE PARK and THE PARK Collection	Quarter ended			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Average Occupancy rate	89.57%	88.14%	87.34%	87.00%
RevPAR	6595.23	6083.11	5120.40	5052.40
Average Room Rent	7363.50	6901.40	5862.65	5807.30

Zone by the Park and Zone Connect by The Park	Quarter ended			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Average Occupancy rate	78.20%	81.08%	74.41%	71.57%
RevPAR	2,956.36	2,903.97	2,168.25	2,077.87
Average Room Rent	3,780.54	3,581.48	2,914.01	2,903.10

Our strong focus on sweating our portfolio through our emphasis on occupancy levels, ARR and RevPAR has enabled us to stay competitive , maintain a strong financial and operating track record and ensure a high return on capital employed. We maintain a strong balance sheet, profitability and healthy operating margins. For details, see "*Our Business – Operating and financial metrics*" on page 208.

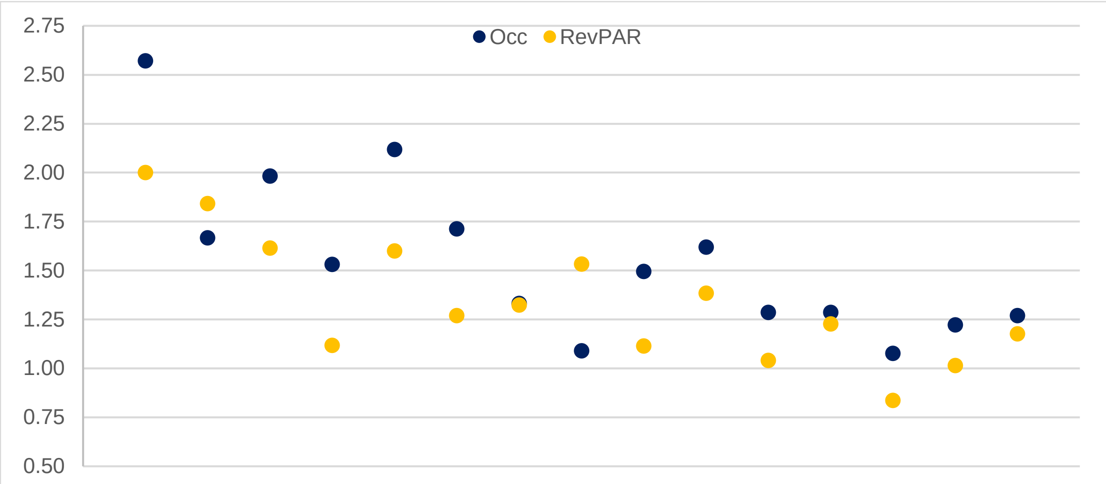
Our presence across multiple hotel categories gives us the flexibility to offer the tailored products and services to the target customer base. As a hotel owner and asset manager, we identify the focus markets and target properties for capital allocation and sustainable growth within our portfolio. We believe that targeting the mid-market category complements our existing presence in the luxury category and allows us to secure a higher volume of room occupancy from a broader spectrum of potential customers while maintaining competitive rates. High occupancy levels at our owned hotels enables strong RevPAR.

The occupancy and RevPAR indices (hotel performance for occupancy and RevPAR over the market occupancy and RevPAR) below reflect that our parameters are ahead of the market in 29 of the 30 data points (*Source: Horwath HTL Report*):

City	New Delhi	Bengaluru	Kolkata	Hyderabad	Chennai
Occupancy Index					
FY21	2.12	2.57	1.67	1.53	1.98
FY22	1.62	1.71	1.33	1.50	1.09
FY23	1.27	1.29	1.29	1.22	1.08
RevPAR Index					
FY21	1.60	2.00	1.84	1.12	1.62
FY22	1.38	1.27	1.32	1.11	1.53
FY23	1.18	1.04	1.23	1.02	0.84

(Source: Amadeus Demand360 TM; Horwath HTL Report)

Comparative Performance Index – Occupancy and RevPAR Index for Fiscals 2023, 2022, and 2021



(Source: Horwath HTL Report)

EBITDA margins of Company for Fiscals 2023, 2022 and 2021 are higher than the average margins for several listed companies (*Source: Horwath HTL Report*)

Revenue and EBITDA - Select Listed Hotel Companies (in ₹ million)

Company#	FY21			FY22			FY23		
	Revenue	EBITDA	%	Revenue	EBITDA	%	Revenue	EBITDA	%
IHCL	17,399	-1,970	-11%	32,114	5,599	17%	59,488	19,435	33%
ITC Hotels	6,639	-675	-10%	13,477	3,466	26%	26,891	8,520	32%
EIH	5,470	-230	-4%	10,440	574	6%	20,964	6,750	32%
Chalet Hotels	2,021	-1,170	-58%	4,100	-307	-7%	10,281	3,383	33%
Lemon Tree Hotels	2,650	745	28%	4,163	1,327	32%	8,786	4,511	51%
ITDC	1,938	-278	-14%	3,037	130	4%	4,805	924	19%
Taj GVK	968	-5	-0.5%	2,283	521	23%	4,124	1,477	36%
Oriental Hotels	1,231	-248	-20%	2,264	305	13%	4,080	1,261	31%
Kamat Hotels	675	104	15%	1,456	378	26%	2,990	1,127	38%
Royal Orchid Hotels	888	-31	-4%	1,559	404	26%	2,797	980	35%
Total / Avg@	37,679	-5,759	-15.3%	70,345	8,911	12.7%	137,002	45,630	33.3%
ASPHL	1,903	228	12%	2,678	583	21.8%	5,256	1,771	33.7%

Source: Listed Company annual reports / quarterly reports; Company's management for Company data
 # consolidated numbers unless otherwise stated; Revenue includes Other income
@ excludes Taj GVK and Oriental Hotels as these are included in IHCL consolidated numbers

(*Source: Horwath HTL Report*)

The table below sets forth some of our operating and financial metrics of our hotels for the past three Fiscals:

	Year ended March 31,		
	2023	2022	2021
Employee Benefits Expenses (₹ in million)	995.00	642.20	551.80
Employee Benefits Expenses % to Total Income	18.97%	23.98%	29.00%
Total Number of employees	1387	971	963
Staff per room ratio	1.08	0.79	0.79
Average Room Revenue (in ₹)	6,070.51	3,804.27	3,250.90
Heat Lighting Power Expense (HLP) (₹ in million)	371.90	247.30	191.50
Heat Lighting Power Expense to the Total Revenue (%)	7.09%	9.23%	10.06

We have been astute in our financial management. Prudent capital allocation has led to a strong balance sheet with serviceable leverage from internal accruals allowing headroom for growth.

(*in ₹ million, unless otherwise specified*)

	Year ended March 31,		
	2023	2022	2021
Net debt(1) (A)	5,500.10	6,137.59	5,834.00
Total Equity(2) (B)	5,554.62	5,083.30	5,362.02
Net Debt – Equity Ratio (C=A/B)	0.99	1.21	1.09

(1) Net debt = Non-current liabilities – borrowings (including current maturities of long-term borrowings) + Current liabilities – borrowings (excluding current maturities of long-term borrowings) less Cash and cash equivalents.

(2) Total Equity = Equity Share Capital + Other Equity – Non-Controlling Interest

High F&B and Entertainment contributions which adds to stable and non-cyclical earnings while complementing the hotel business

The food, beverage, and entertainment business has been a cornerstone of our business since its establishment. It adds a non-cyclical element to the seasonal and cyclical hospitality industry, thereby providing added stability and resilience to our earnings and cash flows. India is experiencing a demographic window of opportunity - a "youth bulge" (growth in youth as a share of total population) in the working-age population, expected to last till 2055 (*Horwath HTL Report*). A large working population also carries enhanced discretionary spend capacity and propensity to spend on lifestyle aspects, which could benefit the hotel sector (*Horwath HTL Report*). We have developed a portfolio of creative food and beverage outlets within our hotels. Our food and beverage offerings provide a diversified and holistic offering to our customers and have since gained popularity with the local community and international customers. As of March 31, 2023 we operate a total of 80 restaurants, night clubs and bars. We also offer indoor and outdoor banquet and conference spaces spread across our hotel properties in India. Our restaurant offerings include, among others, Zen, Lotus, Aish, Saffron, Fire, Italia, 601, The Bridge, The Street, Verandah, Vista, Bamboo Bay, Monsoon, Mist, Love and Bazaar.

The table below sets forth some of our key operating and financial metrics for the past three Fiscals:

(in ₹ million, except as stated otherwise)

	Fiscal ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	5,244.30	2,678.30	1,902.90
Revenue from contracts with customers	5,061.30	2,550.20	1,788.30
Room Revenue (A)	2,513.44	1,282.10	895.50
Room Revenue to Total Income (%)	47.93%	47.87%	47.06%
Sale of Food, and Beverage (B)	1,404.46	746.80	489.70
Sale of Food, and Beverage to Total Income (%)	26.78%	27.88%	25.73%
Sale of Wine and Liquor (C)	875.80	379.70	308.20
Sale of Wine and Liquor to Total Income (%)	16.70%	14.18%	16.20%
Sale of Food, and Beverage, together with Sale of Wine and Liquor (D=B+C)	2,280.26	1,126.50	797.90
Sale of Food, and Beverage, together with Sale of Wine and Liquor to Total Income (%)	43.48%	42.06%	41.93%

(in ₹ million, except as stated otherwise)			
	Fiscal ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Ratio of Room Revenue to Sale of Food, and Beverage, together with Sale of Wine and Liquor (A/D)	1.10	1.14	1.12
Rooms Occupied (in no.)	414,041	337,016	275,462
Food, Beverage, Wine and Liquor revenue per occupied room (D/E) (in ₹)	5,507.33	3,342.57	2,896.59
Average Room Revenue (in ₹)	6,070.51	3,804.27	3,250.90

(1) *Food and beverage and wine and liquor revenue per occupied room is calculated as total revenue from sale of food, and beverage, together sale of wine and liquor for a relevant period divided by the total rooms occupied for that relevant period.*

According to the Horwath HTL Report, "THE PARK" hotels' food and beverage contribution to total revenue for Fiscal 2023, Fiscal 2022 and Fiscal 2021 is higher than average food and beverage contribution to total revenue of select listed hotel companies. (*Source: Horwath HTL Report*).

F&B and Total Revenue – Select Listed Hotel Companies (in ₹ million)

	Fiscal 2021	**Fiscal 2022**	**Fiscal 2023**
Select Listed Companies#			
Rooms (in '000s)	25	26	17
Total Revenue (in ₹ million)	31,041	56,868	90,733
F&B Revenue (in ₹ million)	9,337	18,223	32,303
% (F&B to Total Rev)	30%	32%	36%
Apeejay Surrendra Park Hotels Limited			
Total Revenue^ (in ₹ million)	1,728	2,435	4,866
F&B Revenue^ (in ₹ million)	623	883	1,902
% (F&B to Total Rev)	36%	36%	39%

Source: Listed company annual reports / quarterly reports; Company's management for Company's (hotels only) financial performance data
 # Consolidated numbers unless otherwise stated; Revenue includes Other income

(Source: Horwath HTL Report)
^Total Revenue and F&B Revenue as disclosed in Horwath HTL Report excludes revenue derived from Flurys.

For details, see "*Industry Overview – ASPHL: Revenue composition and Operating Performance Comparison*" on page 156 of this Draft Red Herring Prospectus.

We believe that our restaurants, clubs, and bars not only cater to guests residing in our hotels, but attract non-resident patrons owing to the quality of the food served, service and ambience. We believe that these capabilities and our product offerings increase the resilience of our business model and the sustained achievement of our food and beverage business is a testament to the success of our differentiated food and beverage business strategy.

We offer one of the widest selections of culinary experiences among local hotels. The night club and entertainment business contribute to our brand positioning and allows cross-selling opportunities between our rooms and F&B & entertainment offerings. We have successfully nurtured unique brands like Tantra, Roxy, iBar, within their respective hotels which have received strong demand from existing clients and non-resident patrons. For details on sale and marketing initiatives undertaken by the Company, please see "*Our Business - Sales and Marketing Initiatives*"

According to the Horwath HTL Report, high occupancy levels at our hotels have enabled strong RevPAR , We believe that our hotels' higher occupancy rate has allowed us to gain material market premium and achieve higher entertainment revenues, which have enabled us to significantly reduce occupancy dips on weekend and holiday period in our business hotels. Someplace Else is one of the most popular bar brands out of Kolkata which has been recently launched at the Jio World Drive, Bandra Kurla Complex, Mumbai. Recently, we have redesigned THE SHACK in Vizag, introduced the Beer Garden at the Park, Kolkata, and added The Tap Room to Aqua in Bangalore as a testimony to our focus of creative compelling new products and services. Our diversified and holistic offerings help to gain access to new markets, prospective customers, and business opportunities.

"Flurys" is an iconic brand with a successful and profitable track record of industry leading EBITDA margins.

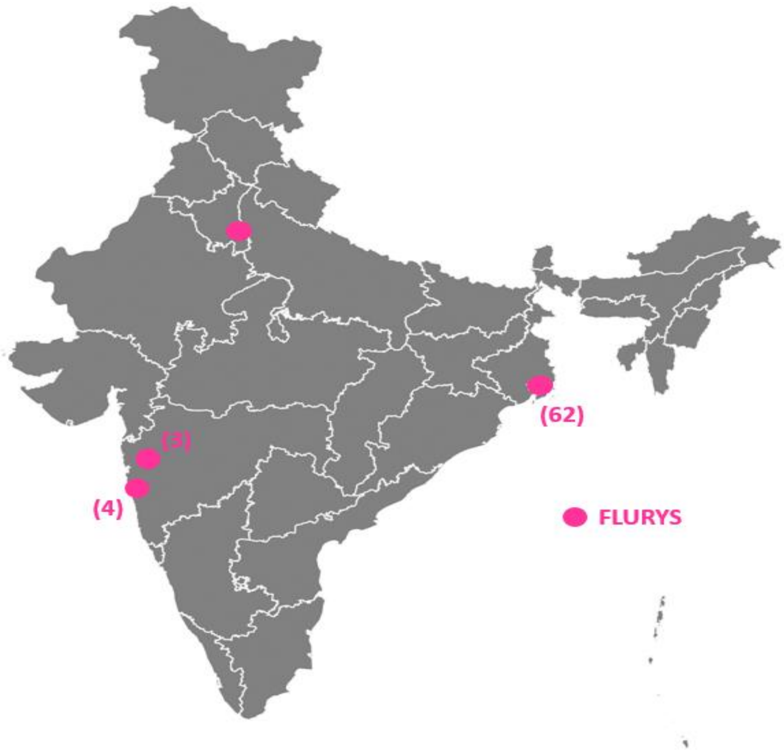
The *"Flurys"* has a distinctive track record in the retail food and beverage chain and is widely recognised brand in India. "*Flurys"* is our established retail food and beverage brand under which we operate – 70 outlets with multiple formats such as kiosk format, café format and restaurant format.

The asset-light business model adopted by Flurys provides a diversified, resilient, and scalable business model for us to leverage on. As on date of this Draft Red Herring Prospectus, we operate 70 outlets of Flurys on leased premises on rent or revenue sharing basis. According to the CRISIL Report, the Indian bakery market is estimated to have reached approximately ₹ 919 billion in the year ended March 31, 2022 from ₹ 603 billion in the year ended March 31, 2018, recording a CAGR of approximately 11 %, and is expected to reach approximately ₹ 1,800-1,850 billion over next five years, by Fiscal 2028. Between fiscals 2023 and 2028, the Indian café market is expected to grow at 19-21% CAGR, reaching ₹ 78-82 billion on continued healthy demand (Source: CRISIL Report). Some of the factors that have contributed to the industry's growth are rising disposable income, consumer awareness, uptick in discretionary spending on eating out, increasing availability of restaurants offering a variety of cuisines, proliferation of food-ordering platforms, increased penetration in rural areas, gradual premiumisation, change in lifestyle and new product launches. (*Source: CRISIL Report*) Accordingly, this business presents us with various opportunities to grow our retail food and beverage business across different distribution channels.

The following table sets forth the number of Flurys outlets that we operate under the different store formats as at March 31, 2021, 2022 and 2023 and the date of this Draft Red Herring Prospectus:

	As of March 31, 2021	**As of March 31, 2022**	**As of March 31, 2023**	**As of the date of Draft Red Herring Prospectus**
Store Format				
Tea Room	3	3	4	4
Café	20	22	26	26
Kiosk	29	34	39	40
Total	52	59	69	70

The following map shows the locations of Flurys' outlets:



According to the CRISIL Report, we have outperformed our identified peers based on EBITDA margins for Fiscals 2022, and 2021 contributing 24.75% and 17.41%. In fiscal 2022, among the identified players which reported financials as per IND AS (Indian Accounting Standards), Flury's had the highest EBITDA margin of 24.75 % (*Source: CRISIL Report*).

EBITDA Margins (in %)

Players	EBITDA Margins (in %)		
	FY21	**FY22**	**FY23**
Flury's Swiss Confectionery Pvt Ltd (Flury's) #	17.41	24.75	17.18
Bliss Chocolates India Pvt Ltd (Smoor)*	0.82	(1.71)	NA
French Bakery Pvt Ltd (L'Opera) *	(43.20)	(14.89)	NA
Theobroma Foods Pvt Ltd (Theobroma)*	10.74	2.97	NA
Barista Coffee Company Ltd (Barista) #	15.54	16.10	NA
Coffee Day Enterprises Ltd (Café Coffee Day) #	(0.37)	10.74	(13.29)
Tata Starbucks Pvt Ltd (Starbucks) #	12.07	18.35	NA

Source: CRISIL Research, company website, company filings
EBITDA- Earnings before interest, tax, depreciation & amortization
Note:
** - reported financials as per Indian GAAP (Generally Accepted Accounting Principles applicable in India)*
 # - reported financials as per Ind AS (Indian Accounting Standards)

(*Source: CRISIL Report*)

For further details, see "*Industry Overview – Competitive assessment of key players - EBITDA Margins (in %)"* on page 176.

Flurys contributed 382.14 million, 245.94 million, and 177.71 million comprising 7.29%, 9.18%, and 9.34% to our total income for the years ended March 31, 2023, 2022 and 2021. For details, see "*Our Business - Operating and financial metrics - Flurys"* on page 192. Amidst the competitive business environment, we intend to continue to tap on the domestic consumption which is emerging as an engine of growth. This reflects the strength of the '*Flurys'* brand, and differentiated value as an established retail food and beverage brand. We will continue to leverage on our strengths and offer quality products to our customers. In 2019, Flurys was featured as the "*Number One Restaurant"* in the 50 Best Restaurants in Kolkata by Conde Nast Traveller India. In 2023, Flurys won in the 'Best Bakery in Kolkata category' and 'Best All-Day Breakfast in Kolkata category' by Zomato Restaurant Awards. In 2023, Flurys won INTACH Culinary Heritage Award for its heritage tearoom at The Park Street, Kolkata.

Dedicated and experienced leadership team with high standards of corporate governance

We have an experienced and qualified management team and board of directors who have in-depth knowledge of hotel operations and hotel property development. The team has a strong understanding of the local hospitality and property market and has successfully developed our business through brand building initiatives and strategic alliances. We are led by Priya Paul, Chairperson of the Company, Vijay Dewan, Managing Director of the Company and Karan Paul, Chairman of the Apeejay Surrendra Group, who each has 35, 32 and 31 years of experience in the industry respectively. Our senior management team include qualified professionals with significant years of experience in the areas of finance, compliance and legal, project management, hospitality and public relations. We are guided by our core values to foster and underpin a culture of openness, teamwork, trust and accountability within our organisation. See "*Our Management*" on page 236.

Our senior management is supported by an experienced management team with demonstrated execution capabilities. Our core management team possesses the relevant mix of multi-disciplinary skills and experience, particularly in areas of product innovation, branding, and hotel design and construction, as well as hotel operations. With 1,953 on-roll employees as of June 30, 2023, we recognised that our success is driven by a performance-based culture which emphasizes on talent development, career advance and employee training. As an equal opportunity employer, we embrace diversity at the workplace by hiring talent from different backgrounds, cultures and language based on merit. We continue to invest in our people to enable them to build lasting and rewarding careers with us. Our people are integral to our success, and as such, we seek to create an environment where they can thrive and collaborate.

In our pursuit of business growth, we continue to maintain a compliant standard of corporate governance, accountability and transparency, which are integral to ensuring the sustainability of our business and performance as well as safeguarding stakeholders' interests and maximising long-term stakeholder value. We seek to deliver long-term value by upholding a high standard of corporate governance and ethical behaviour, nurturing a culture of sustainability and adopting responsible business practices.

STRATEGY

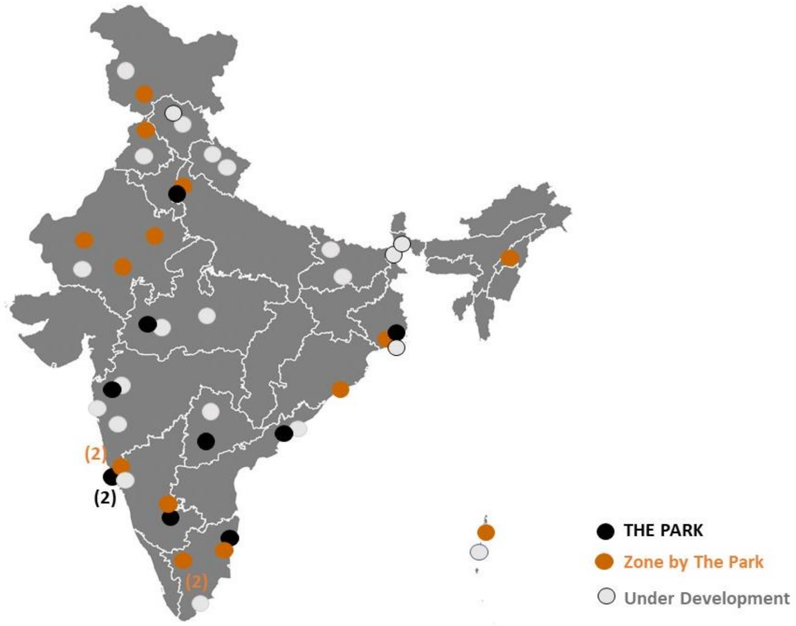
Our principal strategic objective is to build upon our existing brands, create a diversified group of upscale and upper mid-scale hotels in strategic locations in India and abroad, leverage on the synergy between our hospitality and food and beverage business while achieving strong profitability and operating margins and maintaining our strong balance sheet position. Our strategy also encompasses the expected rapid growth in India's hospitality industry at an overall supply CAGR of 7.8%, from fiscals 2023-27, across all segments *(Source: Horwath HTL Report)*. Our key areas of focus are as follows:

Continued focus on the development of existing land banks and strategic allocation of capital.

As a part of our strategy to grow through an optimum mix of owned, leased/ licensed hotels and asset light contracts, we continue to focus on development and expansion of existing owned, leased and licensed hotels, and on strategic expansion of our managed hotels. In order to maximize capital efficiency, we have adopted an asset management strategy with respect to our hotels where we capitalise on the low historic cost of land and develop existing land with low development cost per room through efficient and timely execution. According to the Horwath HTL Report, an asset-ownership based model presents several merits such as asset appreciation, larger earnings gains under strong market conditions, as the gross revenue and profits belong to the hotel chain, advantage in creating better returns, if land banks are available at historical costs, and the ability to create and showcase the value and profitability of differentiated products, . Accordingly, we will continue our prudent capital allocation strategy to utilise our existing land banks at the opportune time for value accretion, strong financial returns, and brand enhancement. We believe that this is a cost-efficient way to increase our revenue base, improve occupancy rates and enhance profitability. We have a strong pipeline of projects that are under development, which we intend to complete in the near future. For example, as part of our growth strategy, we have commenced the expansion of our existing hotel in Visakhapatnam, and Navi Mumbai and the construction of a new hotel at our existing land parcel at Pune. As part of our future development plans, we intend to utilise our land bank for construction of a new hotel at Jaipur and utilise our land bank of 3.36 acres to construct a hotel and serviced apartments at Mouza Boinchtala on Eastern Metropolitan Bypass side, Kolkata. These projects are expected to offer economies of scale benefits through operating leverage and further improve our results of operations from the underlying hotels. We believe that our strategy has allowed us to allocate capital at opportune times to acquire land at low cost and develop our hotel properties to take advantage of the growing demand to maximise revenue and returns.

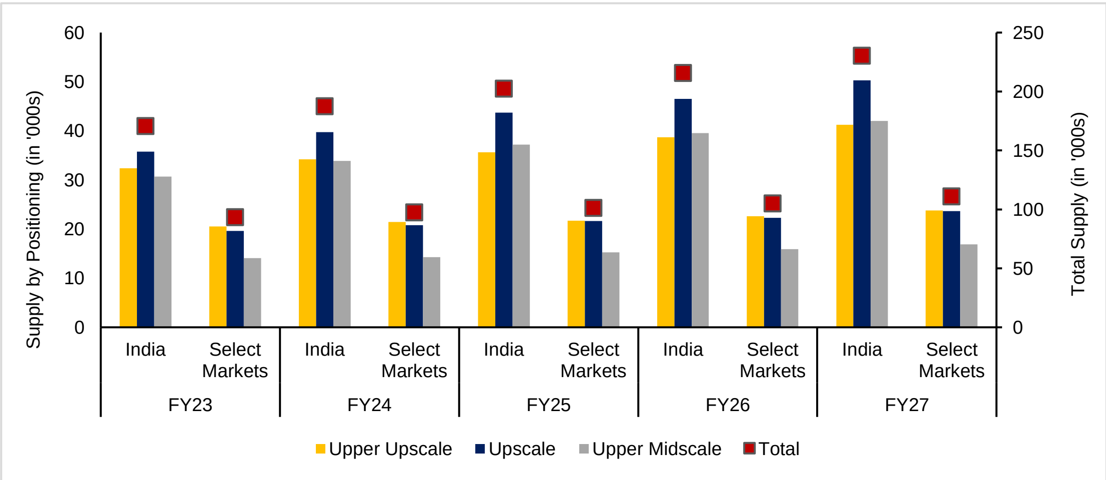
Optimise capital efficiency through the adoption of our asset light model with an optimal portfolio of owned, leased and managed hotels and to further strengthen, develop and expand our existing brands

We have developed an expertise of managing and operating hotels for over the last five decades. Currently, we have 20 operational managed and leased hotels as part of our portfolio representing 1,010 rooms, and 19 under development managed and leased hotels positioned in upper midscale category adding 1,505 rooms to our hotel portfolio, in relation to which we have entered term sheets and lease deeds, respectively for hotels under our brands "*Zone by The Park*", and "*Zone Connect by The Park*". As we seek to expand our hotel portfolio as part of our asset light business model, we intend to increase our portfolio of managed and leased properties through operation and management agreements and lease or license deeds with property owners, positioned in upper midscale category. The managed properties under asset light business model enables us to earn management fees without committing a significant capital outlay to acquire or develop such properties. The following map shows the locations of our managed and leased properties:

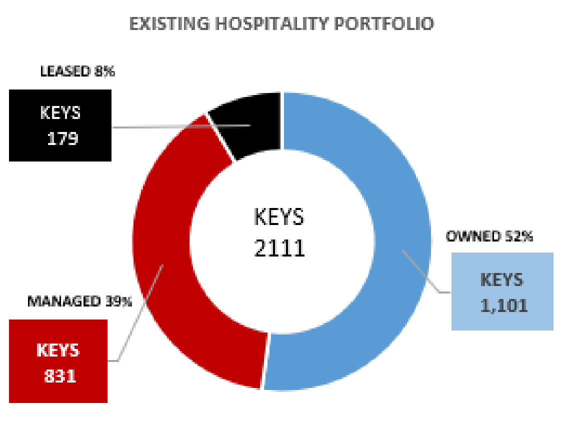


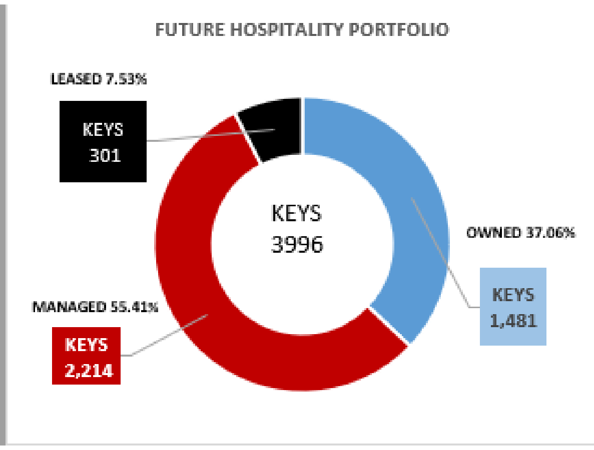
We will continue to maintain an optimal portfolio of owned, leased, or licensed and managed hotels and will seek to expand opportunistically based on overall opportunities. According to Horwath HTL Report, hotels in upscale category and upper midscale category are expected to grow at a high CAGR of 8.9% and 8.2% between fiscal 2023 to 2027. Upscale, upper midscale and midscale & economy hotels has gained traction and wider footprint, and a similar trend is broadly expected for the next 3-5 years, with supply share gains in the Upscale, upper midscale and midscale categories. (*Source: Horwath HTL Report*)

Expected Supply of Inventory



From Company's perspective, its lifestyle and design led hotels with strong focus on entertainment and dining are products that appeal to the younger generation (*Horwath HTL Report*). This boutique model has also been adopted for the Zone by The Park hotels, serving, and benefitting from lifestyle expectations of the younger population over multiple second tier markets (*Horwath HTL Report*). We have created an asset light strategy for the expansion of the "*Zone by The Park*" and "*Zone Connect by The Park*" brand, positioned in upper midscale category and we will continue to adopt such strategy to scale our operations quickly and capitalise on the growth opportunities. We are focused on leveraging brand equity for our growth through asset light model with minimal capital expenditure and creating a high-quality diversified portfolio of managed hotels.





As part of our strategic initiatives to distinguish ourselves from our competitors, we intend to develop and strengthen our brands to increase our customer loyalty and expand our food and beverage offerings at our portfolio of hotels, restaurants, night clubs and bars. Our differentiated brands strategy allows us to target distinct customer market divisions and drive growth in our various business divisions. For instance, our emerging brand "*Stop by Zone*" is an economy motel brand which aims at providing convenient accommodation with easy access to parking, free Wi-Fi along with food services and is focused to monetise the untapped customer category of road side motels, presenting a unique opportunity for market penetration and growth. We have recently opened motel in Nandakumar, Purba Medinipur, Kolkata under our brand "*Stop by Zone*".

Our Company's portfolio of hotels has a strong emphasis on contemporary design, with a flavour of the local cultural elements. We will continue to invest in renovation and refurbishment of our hotels to ensure continued delivery of high quality of service and customer experience. In order to continue to capture customers' attention and interest, we are constantly looking at refurbishing and renovating our food and beverage outlets and offerings at specific milestones to inject a fresh new look with different concepts. Having garnered consumer and industry accolades alike, we plan to build on our success by bringing unique dining concepts to our customers through expanding our food and beverage, and bars and entertainment offerings across our hotel properties and establishing these offerings as independent retail outlets beyond our hotel properties. For instance, Someplace Else one of the popular and iconic bar brands out of Kolkata which has been recently launched at the Jio World Drive, Bandra Kurla Complex, Mumbai. For details of social media campaigns, see "*Our Business – Social Media Marketing Campaigns*" on page 210. For further details, please see "*Our Business – Awards and Accreditations"* on page 217 of this Draft Red Herring Prospectus.

We will continue to position ourselves as a brand differentiated through design and art, events, and entertainment with the ability to develop new brands that are synonymous with product innovation and superior service quality. We will focus on the key drivers of success by developing and enhancing our portfolio brands, leveraging the strengths of our business model to create more vibrate brands, deepen our existing distribution network, increase our product and service innovation. With our product portfolio and expanded market access, we strive to target a greater market share in our current markets.

Improving operational efficiency to achieve superior performance.

We seek to improve our operational efficiencies by implementing holistic management plans for our hotels. These include rationalizing sourcing costs, effective workforce management using technology to enhance productivity and drive occupancy and efficient energy management. For instance, we are now migrating our corporate data center to a secured private cloud IaaS (Infrastructure as a Service) environment to ensure optimum uptime, cost-effectiveness, and scalability to accommodate future business requirements. We also seek to outsource functions that cannot be undertaken internally in a cost-effective manner and judiciously managing our use of electricity, fuel, water and other utilities. We develop, wherever possible, long-term relationships with our third party suppliers. This enables us to receive delivery of products in a timely manner. We are in the process of upgrading existing plants and equipment, including upgradation of three air conditioning plants and four heating pumps with the energy efficiency technology to optimize our energy consumption and reduce carbon footprint. The Company has used the period of COVID disruption to improve operational efficiencies, which, amongst others, have resulted in (a) improvement of our EBITDA Margin from 12.01% in Fiscal 2021, to 21.76% in Fiscal 2022, and 33.77%

in Fiscal 2023, and (b) increase in our Total income from ₹ 1,902.90 million in Fiscal 2021 to ₹ 2,678.30 million in Fiscal 2022, and ₹ 5,244.30 million in Fiscal 2023.

To derive benefits from a favorable demand environment for the hospitality industry, our strategy is to improve average room rates, RevPAR, and overall revenue across our portfolio, through operational efficiencies, which we aim to achieve through effective management of sourcing cost, rationalising operating cost, menu re-engineering, monitoring consumption, regulating waste management, optimising our revenue management system, monetising on incremental revenue opportunities, monitoring the performance of various demand generators, analysing trends in the modes and sources of bookings and identification of high occupancy periods. For instance, all our properties are seamlessly connected with a centralized reservation system equipped with the ability to manage and control distributions across all channels, bookings, and rates through a common pool of inventory. It allows revenue managers or front office managers to adjust the prices corresponding to demand for multiple distribution channels and platforms at the same time to ensure last room availability. The system allows us to centrally manage all of our hotels so as to maximise hotel occupancy rates and reduce the manpower required for manual updates For details on improvement in operational parameters such as average room rent, average occupancy rate, RevPAR, room revenue, EBITDA in last three fiscals, please see "*Our Business - Operating and financial metrics*", on page 190. We are using the hospitality BI tools to access a 360 view of global distribution system and travel agency performance, business analytics, forward demand data, market insight, performance benchmarking, rate parity and fair market share of the properties across all online travel agency channels, which provides insight to grow the corporate and leisure business. We also aim to develop robust plans for solid waste management in our hotels, promotion of green mobility and water neutrality and development of techniques for efficient energy management in our hospitality ecosystem, to bring out operational efficiency and sustainable growth. We aim to create awareness on energy conservation within the Group by engaging the Operations and Engineering team to further innovate energy saving initiatives. We intend to update our technology where possible to achieve efficiency in reservations and other functions, so as to minimise transaction times and costs. We also plan to improve staff productivity and efficiency to reduce payroll costs per room through the use of new technology, streamlined management systems, comprehensive training and performance-linked compensation. Further, we intend to effectively manage cost by strengthening our central procurement process.

Further develop and strengthen the 'Flurys' brand in the retail food and beverage business through expansion plans.

'Flurys' operates 70 outlets under multiple formats such as restaurants, cafés, and kiosks. As of the date of this Draft Red Herring Prospectus, we operate 62 outlets in Kolkata and rest of West Bengal, seven outlets in Mumbai and Navi Mumbai, and one outlet in New Delhi. As part of our expansion strategy, we intend to leverage on our expertise in the hospitality industry to develop and grow our presence in the retail food and beverage industry. The Indian bakery market is estimated to have reached approximately ₹ 1,050 - 1,070 billion in the year ended March 31, 2023 from ₹ 603 billion in the year ended March 31, 2018, recording a CAGR ranging between 11-13 %, and is expected to reach approximately ₹ 1,800 billion over next five years, by Fiscal 2028 (*Source: CRISIL Report*). Between fiscals 2023 and 2028, the Indian café market is expected to grow at 19-21% CAGR, reaching ₹ 78-82 billion on continued healthy demand (*Source: CRISIL Report*). We recognise the potential of the strength of the '*Flurys*' brand in India and intend to capitalise on the opportunities for growth. We have outperformed our identified peers based on EBITDA margins for Fiscals 2022, and 2021 contributing 24.75% and 17.41% (*Source: CRISIL Report*). In Fiscal 2022, among the identified players which reported financials as per IND AS (Indian Accounting Standards), Flury's had the highest EBITDA margin of 24.75 %. (*Source: CRISIL Report*).

We have adopted the asset-light business model for Flurys, wherein we operate our outlets on leased premises for rent or share of revenue to be shared with lessor, which provides a diversified, resilient and scalable business model for us to leverage on. We aim to expand the outlets of Flurys under asset light business model in diversified format of café, kiosks, and tea rooms. As part of our expansion strategy, we intend to expand our existing offering of 70 outlets and increase our footprint of Flurys in Kolkata, rest of West Bengal and Mumbai regions as well as expand in the Delhi NCR region, Hyderabad, Pune, and the metro domestic and international airports.

To keep pace with the growth of e-commerce and to deepen customer engagement, we intend to expand our sales channel and distribution network by further expansion of our product offerings on numerous online platforms. We seek to improve our productivity, reduce costs and address our manpower and training requirements.

DESCRIPTION OF OUR BUSINESS

Hospitality Business

As part of our hospitality business, we are focused on developing upscale luxury boutique, and upper mid-scale hotels, differentiated through design and use our experience to actively manage the property to drive hotel performance. As of the date of this Draft Red Herring Prospectus, we operate 27 hotels in 18 cities across India, with 2,111 rooms. We are the 8th largest hotel chain amongst hotel chains with asset ownership in India (*Source: Horwath HTL Report*). We have pioneered the concept of luxury boutique hotels in India under our brand, "THE PARK", extending it further through "THE PARK Collection", and in upper-midscale categories with our brands "Zone by The Park" and "Zone Connect by The Park". We have recently launched our economy motel brand, "Stop by Zone". We have a long-standing expertise of over 5 decades in the hospitality business of owning and operating hotels, with our first hotel being launched under our brand "THE PARK" at the iconic Park Street in Kolkata.

Our Brands

To cater to the different customer sections, our hotel portfolio is diversified under four distinct brands that are unified under our vision of "leadership through differentiation". Further, we have recently launched our economy motel brand, "*Stop by Zone*", which aims at providing convenient accommodation:

- "**THE PARK**" is our flagship brand with leadership in the business of the luxury boutique hotels. The brand is readily associated with boutique hotels that carry a strong design-led character, combined with luxury features, guest comfort and personalised service. The 'boutique' theme extends to all public areas, and to the dining and entertainment experiences which are equally fundamental to the experience sought to be provided at each hotel. "THE PARK" focuses on design, style, and service to create differentiated and unique experiences at each hotel. We operate this unique collection of luxury boutique hotels and restaurants, establishing global standards of product, quality and services. All of our hotels are based in prime downtown locations. There are presently eight properties with a total of 1,201 keys located in Kolkata, New Delhi, Chennai, Hyderabad, Bangalore, Navi Mumbai, Vishakhapatnam, and Indore.

- "**THE PARK Collection**" encompasses small luxury properties located at selected travel destinations targeted at the luxury hotel category delivering personalized guest experiences. Under "THE PARK Collection" brand, we presently operate three properties with 64 rooms i.e., The Park Calangute Goa, The Park Baga Goa, and The Denmark Tavern.

- "**Zone by The Park**" is positioned at the upper midscale level. It is designed for the price-conscious and design-conscious customers. The hotels are mainly located in Tier 2 and Tier 3 cities, which are focused on guests' comfort and affordability. Under the "Zone by The Park" brand, we currently manage and operate 11 hotels with 612 rooms with presence in Coimbatore, Jaipur, Chennai, Bangalore, Jodhpur, Jammu, Phalodi, Pathankot, Gopalpur, Dimapur, and Kolkata.

- "**Zone Connect by The Park"** is an upper mid-scale brand that channels its spirit and design philosophy from Zone by The Park. Under the "Zone Connect by The Park" brand, we currently manage and operate 5 hotels with 234 rooms with presence in Goa, Delhi, Coimbatore, and Port Blair.

- **"Stop by Zone"** is an economy motel brand which aims at providing convenient accommodation with easy access to parking, free Wi-Fi along with food services. We have recently opened a roadside motel in Nandakumar, Purba Medinipur, Kolkata under our brand "*Stop by Zone*", and as part of our future development plans, we have currently leased 9 additional properties in Kolkata for development of road side motels.

Our Business Model

We operate our hotels through a combination of the following: (i) direct ownership of hotel properties, (ii) long-term lease for the land and/or buildings, (iii) operation and management agreements on a contractual basis using our brand on hotels constructed by third parties. We determine, by detailed financial and operational analysis, whether we should operate a hotel based on a direct ownership of hotel properties, through lease or through operation and management agreements.

The table below sets forth the number of properties and rooms of our existing hotel portfolio and development pipeline based on the business models:

	Existing Hotel Portfolio		Development Pipeline	
Business Model	**Number of Properties**	**Number of Rooms**	**Number of Properties**	**Number of Rooms**
Direct Ownership of Hotel Properties	7	1101	3(1)	380
Long Term Lease Arrangements	3	179	3	122
Operation and Management Agreements	17	831	16	1,383
Total	27	2,111	22	1,885

Note 1: Expansion of three of our existing properties at THE PARK Vishakhapatnam, THE PARK Navi Mumbai, and development of our greenfield project, THE PARK, Pune.

- **Direct ownership of Hotel Properties**: The hotels operated by us under the ownership model are located on freehold land and leasehold land owned by us. The land is owned directly by the Company. For such hotels, the title to the buildings, and equipment and furniture or fixtures vests in us.

- **Long-Term Lease Arrangements**: Some of our hotels are located on land and building which have been leased to us by governmental authorities or private parties. The term of such leases typically varies from five years to 50 years, which is typically renewable upon expiry for another term of equivalent period, subject to mutual agreement on the terms and conditions between us and the lessor. We are required to pay a specified lease rental for the duration of the lease deed.

- **Operation and Management Agreements**: Some of the hotels are operated and managed by us through operating and management contracts. In such cases, apart from operating and managing the hotels, we also provide advice regarding project and design related services at the construction stage through a management cum technical services agreement for which we receive services fee. The operation and management agreements provide us with the discretion in the supervision of the operation of the hotel. Under these arrangements, we are entitled to basic management fee which is a fixed percentage of the gross income of the hotel, marketing fee and an incentive fee linked to the gross operating profit of the hotel. We may also receive project management fee under some of the operating and management contracts. The term of the operating and management agreements typically ranges from 8 to 25 years, but the parties are entitled to early termination, subject to a minimum lock-in period. Upon expiry of the initial term, these agreements are also typically renewable for the period of the initial term, subject to mutual agreement of terms and conditions between us and the owner.

Our Hotels

The number of rooms, year of commencement of operation and the business model of our hotels under our four brands are set forth below:

THE PARK

Hotels	Number of Rooms	Year of Commencement	Business Model
THE PARK Bangalore*	109	1995	Long Term Lease*
THE PARK Kolkata	149	1967	Direct Ownership
THE PARK Visakhapatnam	66	1968	Direct Ownership
THE PARK New Delhi	220	1988	Direct Ownership
THE PARK Chennai	214	2002	Direct Ownership
THE PARK Navi Mumbai	80	2006	Direct Ownership
THE PARK Hyderabad	263	2011	Direct Ownership
THE PARK Indore	100	2021	Operation and Management Agreements
Total	1,201		

** THE PARK Bangalore is located at 14/7, THE PARK, M.G. Road, Bangalore, Karnataka and is operated on leased land, which pursuant to a long-term lease dated August 10, 2023 executed amongst Karan Paul, Priya Paul, Apeejay Surrendra Land Private Limited, Apeejay Holdings Private Limited (collectively, "**Lessors**") and our Company ("**Lessee**"), is renewed for a period of 30 years ("**Lease Deed**"). Term of Lease Deed is subject to further renewal of another 30 years, at the option of Lessee. For our business and operations, THE PARK, Bangalore is considered as the owned hotel.*

THE PARK Collection

Hotels	Number of Rooms	Year of Commencement	Business Model
THE PARK Goa, Calangute	30	2011	Operation and Management Agreements
THE PARK Goa, Baga	28	2018	Operation and Management Agreements
The Denmark Tavern (Seram pore)	6	2018	Leased Hotel
Total	**64**		

Zone by The Park

Hotels	Number of Rooms	Year of Commencement	Business Model
Zone by The Park Coimbatore	55	2014	Operation and Management Agreements
Zone by The Park Chennai	40	2015	Operation and Management Agreements
Zone by The Park Jaipur	47	2015	Operation and Management Agreements
Zone by The Park Jodhpur	90	2017	Operation and Management Agreements
Zone by The Park, Bangalore Infantry road	48	2018	Operation and Management Agreements
Zone by The Park Kolkata	116	2019	Leased Hotel
Zone by The Park Jammu	51	2019	Operation and Management Agreements
Zone Palace by The Park Phalodi	25	2022	Operation and Management Agreements
Zone by The Park Gopalpur	40	2023	Operation and Management Agreements
Zone by The Park Dimapur	62	2023	Operation and Management Agreements
Zone by The Park Pathankot	38	2023	Operation and Management Agreements
Total	**612**		

Zone Connect by The Park

Hotels	Number of Rooms	Year of Commencement	Business Model
Zone Connect Parra Goa	49	2021	Operation and Management Agreements
Zone Connect Calangute Goa	49	2021	Operation and Management Agreements
Zone Connect Coimbatore	55	2021	Operation and Management Agreements
Zone Connect Saket	57	2022	Leased Hotel
Zone Connect Port Blair	24	2023	Operation and Management Agreements
Total	234		

Our Operating and Financial Metrics

Consolidated

(in ₹ million, except percentages)

	Year ended March 31,		
	2023	**2022**	**2021**
Revenue from Contracts with customers excluding Management fees			
Revenue from Contracts with customers excluding Management fees (A)	4,970.90	2,497.30	1,760.90
Revenue from Contracts with customers excluding Management fees to Total Income (%)	94.79%	93.24%	92.54%
Management Fees			
Income from Management Fees (B)	90.40	52.90	27.40
Income from Management Fees to Total Income (%)	1.72%	1.98%	1.44%
Other Income			
Other Income (C)	183.00	128.10	114.60
Other Income to Total Income (%)	3.49%	4.78%	6.02%
Total Income (D=A + B + C)	5,244.30	2,678.30	1,902.90
EBITDA[(1)] (₹ in million) (E)	1,770.95	582.93	228.46
EBITDA Margin (%) (F=E/D)	33.77%	21.76%	12.01%
Restated Profit/ (Loss) before tax	654.67	(417.89)	(868.04)
Restated Profit/ (Loss) for the year	480.62	(282.02)	(758.84)

Note:

(1) EBITDA = Restated profit/ (loss) for the year + finance costs + depreciation and amortisation expense + exceptional loss + total tax expense/(credit). For details, see "*Other Financial Information*" on page 236.

The following table sets forth the breakdown of our Other Income, for the years ended March 31, 2023, 2022 and 2021:

(₹ in million)

	Year ended March 31,		
	2023	**2022**	**2021**
Other Income			
Interest income on advances, deposits and tax refunds	12.90	15.30	27.10
Commission	0.40	-	0.60
Rental income	43.20	40.60	31.20
Net gain on foreign currency translation	-	-	10.70
Provision for doubtful debts no longer required written back	2.80	-	0.90
Liabilities no longer required written back	10.70	26.90	22.80
Insurance claim received	84.50	15.80	-
Miscellaneous income	28.50	29.50	21.30
Total	**183.00**	**128.10**	**114.60**

Our Hotel Operations

The key hotel operations departments are front office, housekeeping, food and beverage service, food production and spa services. We are focused on ensuring customer experience and comfort through quality product and service offerings. In addition, support departments such as finance, stores, purchase, sales and marketing, engineering and maintenance, IT and security also play a role in ensuring efficient day-to-day operations. This enables us to preserve brand integrity, create innovative product offerings with quicker time to market and maintain the quality of the hotels that we manage and the services we offer.

Sales and Marketing

Our sales and marketing team comprises of 65 employees as on June 30, 2023. The function of the sales and marketing team encompasses direct sales, marketing, corporate and leisure sales, revenue management, digital marketing and social media, public relations and customer relationship management. We have a structured performance-linked reward program for the team.

We have invested in a centralized reservation, revenue and customer management system. All properties are seamlessly connected with the global distribution channels, online travel portals and our booking website.

The strength of our sales and marketing strategy is reflected in our high performance in market share, occupancy rate and RevPAR. For detail–, see " - *Operating and Financial Metrics*" on page 190.

Customer Loyalty Program

Our online customer program, "The Park Preferred", enables our customers to access their rewards, redemptions, booking history and personal preferences on a personalised dashboard.

"The Park Preferred" is a tier-based membership program that offers benefits and privileges to the program members who can earn Preferred Points in order to enjoy lower room rates, free hotel stay, exclusive dining offers and spa packages.

Preferred Points accumulated will lead to higher membership tier which offers additional member benefits. The membership tiers are Gold, Platinum and Black offering program members competitive discount rates.

As at the date of this Draft Red Herring Prospectus, we have 100,657 members comprising 100,402 Gold members, 177 Platinum members and 78 Black members, and have a customer database of 660,934 guests. Our percentage in repeat business across hotels is at 19% signifying the loyalty of our guest to our brand.

Social Media Marketing Campaigns

We have adopted the use of social media as part of our sales and marketing initiatives, which allows us to target specific customer groups. Social media campaigns and other advertising methods amplifies our engagement with existing as well as potential customers, while marketing our properties and services, particularly our hotels and food and beverage and entertainment offerings. We believe that an increase in online traffic on our social media platforms would represent a corresponding increase in demand for our food and beverage and events and entertainment business. As on the date of filing of DRHP, (a) THE Park Hotels has a strong presence on Facebook with approximately 120,400+ followers and Instagram with over 65,000 followers; (b) Zone has an Instagram presence with over 19,300 followers and Facebook with over 114,000 followers; and (iii) Flurys with over 8,000 followers on Instagram, and 46,000 followers on Facebook. We invest in promotions and advertisements to engage our followers and leverage our social media presence for business and for building guest engagement. Relevant offers can be either demographic-specific, geo-specific or seasonal to increase chances of conversions. We have adopted the use of videos and Facebook Live as platforms for online marketing, connecting with our audiences and increasing brand visibility. Following are recent instances of our social media campaigns:

(i) Campaign in collaboration with Tarun Tahiliani showcasing our new hotel proposed to be open in Patiala.
(ii) Relaunch of Aish restaurant at THE Park Hyderabad.
(iii) Social media promotions for Zone Connect by The Park Calangute were undertaken by hosting influencers.
(iv) #MeetOurTeam campaign was organised, which focuses on showcasing our teams and staff from various departments, who work all-round curating and serving the guests in accordance with our business strategy of providing differentiated food and dining experiences at our hotels.
(v) Organised Christmas campaign for Flurys on social media.

Food and Beverage

Our food and beverage outlets within our hotels provide a diversified and holistic retail offering to our customers and have since gained popularity with the local community and international customers. As of March 31, 2023, we operate a total of 80 restaurants, night clubs and bars. We offer banquet and conference spaces spread across our hotel properties in India. Our restaurant offerings include, among others, Zen, Lotus, Aish, Saffron, Fire, Italia, A2, The Bridge, The Street, Verandah, Vista, Bamboo Bay, Monsoon, Mist, Love and Bazaar. Someplace Else is the most popular bar brand out of Kolkata which has been recently launched at the Jio World Drive, Bandra Kurla Complex, Mumbai. Our food and services capabilities are supported by chefs, some of whom were sponsored for training internationally. The night club and entertainment business contribute to our brand positioning and allows cross-selling opportunities.

Our food and beverage business add a non-cyclical element to the seasonal hospitality industry, and the synergy between our hospitality and food and beverage business allow us to extract greater value from pooled resources and technical know-how.

We have successfully nurtured unique brands like Tantra, Roxy, iBar, Someplace Else within their respective hotels which have received positive customer reviews. Our restaurants and bars not only cater to guests' residents in our hotels, but also attract non-resident patrons.

Spa and Wellness

We have also successfully developed our own spa brands, "*Aura*" at "THE PARK" hotels and "*Vitalia*" at Zone by The Park hotels, which operate as a spa, salon and fitness centre in all of our properties. Our spas provide a range of massages based on Indian remedies and natural ingredients, including deep tissue, acupressure, Swedish and reflexology techniques for our guests and other patrons.

Our Projects under Development

We periodically evaluate new sites for greenfield development as well as prospective hotel assets for conversion or acquisition. In addition, we intend to focus on developing new hotel-led mixed-use projects in prime locations with development sizes similar to our existing projects, and which feature a combination of hotels, developments and commercial office.

Hotels under Development

Our development pipeline for hotels consists of 1,928 rooms across 22 hotels and 9 motels. The table below provides certain details of our hotels under development under each of our business models:

Expansion of Existing Hotels

Location	No. of Rooms
THE PARK Vishakhapatnam*	100
THE PARK Navi Mumbai*	80
THE PARK Indore^	19
Total	**199**

**THE PARK Vishakhapatnam and THE PARK Navi Mumbai are owned hotels.*
^ THE PARK Indore is a managed hotel.

Owned Hotels

Location	No. of Rooms
THE PARK Pune	200

Operation and Management Agreements

Location	No. of Rooms
Zone by The Park Goa	262
Zone by The Park Muzaffarpur	50
Zone by The Park Srinagar	70
Zone by The Park Kasauli	80
Zone By The Park Shaheed	30
Zone By The Park Bhopal	60
Zone By The Park Siliguri	50
Zone By The Park Darjeeling	50
Zone Connect Yadagirigutta	400
Zone Connect Alibag	50
Zone Connect Mussoorie	41
Zone Connect Manali (including 15 tents)	25
Zone Connect Patna	42
Zone Connect Indore	93
Zone Connect Lansdowne	20
Zone Connect Udaipur	41
Total	**1364**

Long Term Lease

Location	No. of Rooms
THE PARK Collection, Chettinad Palace	24
THE PARK Collection, Quila Mubarakpur, Patiala	33
Zone by The Park, Digha	65
Roadside Motels in Kolkata	43
Total	**165**

Commercial and other Projects under Development

As part of our future development plans, we intend to utilise our land bank of 3.36 acres to construct a hotel and serviced apartments at EM Bypass. Pursuant to lease deed dated May 6, 2009 entered between our Company and the Kolkata Municipal Corporation, our Company has obtained leasehold rights on EM Bypass land for a period of 99 years. Our Company has entered into a binding term sheet with Ambuja Housing and Urban Infrastructure Company Limited ("**Developer**"), setting out broad terms for construction and development of the serviced apartments and hotel at EM Bypass ("**EM Term Sheet**"). Pursuant to EM Term Sheet, Developer at its own cost and expense will construct and market the serviced apartments, and revenue received from assignment or sublease of serviced apartments will be distributed amongst Developer and our Company at a predetermined ratio. Further, our Company will develop the proposed hotel of 250 rooms at EM Bypass on project management consultancy model, entrusting the Developer with responsibility of completing the structure and cladding of hotel at EM Bypass. For details, see "*Risk–Factors - Risk relating to our business - We are exposed to risks associated with* *the construction and development of serviced apartments plex at EM Bypass, of which Company has no experience. Delays in the constructions of serviced apartments plex by third party developer or inability of developer to construct the residential project as per required specifications may have an adverse effect on our business, results of operations, financial condition, and cash flows"* on page 29.

The table below provides details of the development:

Project Name	**Location and Details of land parcel**	**Total Built-Up Area (square feet)**	**Our Ownership Interest**
THE PARK, EM Bypass	Mouza Boinchtala on Eastern Metropolitan Bypass side, Kolkata	702,370	Leasehold rights for a period of 99 years

Further, as part of our future development plans, we intend to utilise our land bank for construction of a new hotel at Jaipur. Additionally, we have recently opened a roadside motel in Nandakumar, Purba Medinipur, Kolkata under our brand "*Stop by Zone*", and as part of our future development plans, we have currently leased 9 additional properties in Kolkata for development of such road side motels.

Property Development Cycle

Our project management team is involved in the development of our properties managing various aspects of our real-estate development from construction, design, approval and engineering. We have 105 personnel as of June 30, 2023 who have competencies in project execution, engineering and architecture. Our team undertakes technical feasibility assessment, wherein they test product mix as per business development and market inputs; prepares project execution plans, budget estimates and schedules and monitors project progress, as well as works to mitigate involved risks and challenges. Our team keeps track of new technologies and products to adopt cost and time effective methods of construction to drive operational efficiency.

We leverage our capability in project management for efficient development and renovation of our projects. This team works with consultants and specialist agencies to deliver target results where we believe utilizing third party project management companies will be more efficient. The property development process entails employment of standardized parameters that allow for a consistent and replicable process. Over the years we have developed a selected list of project vendors and contractors in various cities through whom we get preferential rates which helps us in attaining competitive project cost per room.

Identification Process and Land Acquisition and Development Arrangements

For our owned hotels, our site identification is based on our knowledge and experience developed over five decades in the Indian hospitality market, understanding of our customer base, an analytical approach to site-selection that encompasses accessibility, local economy, potential for growth, demographics and socio-economic environment and adequate infrastructure.

For our managed properties we carry out detailed analysis of the site including assessment of the demand potential considering among other factors the current and likely future demand, existing and future competition, pricing potential, local talent availability and prospects for increased infrastructure and accessibility. This is followed by a feasibility study financials analysis and due diligence after which the projected is submitted for the approval of the management.

Project Planning and Tenders

While our management is generally involved in the design, project management and supervision of hotel development, it hires third party contractors for construction of the hotel. Contractors are awarded projects through a tender process. Each project is generally awarded subject to a project-specific bid. While we maintain certain standard design features such as room size, bathroom size, dimensions for corridors and lobby, we continuously seek new and improved ideas that are subsequently incorporated in future developments. We have customised and differentiated design for "THE PARK" hotels while the designs for "Zone By The Park" and "Zone Connect by The Park" hotels have minimal variation and are replicable across each hotel property.

Execution, Construction and Safety Standards

The project planning and execution process commences with obtaining the requisite regulatory approvals, environmental clearances and location specific approvals. Completion and occupancy certificates are obtained from the appropriate authorities after the construction of properties is completed, in accordance with applicable law. For a more detailed explanation of the applicable regulations, see "*Key Regulations and Policies in India"* on page 219.

We monitor the development process, construction quality, actual and estimated project costs and construction schedules. The project management team and the contractor conduct site and activity reviews including a review of quality of work, adherence to project timelines and materials used.

We have endeavoured to develop each property with high safety standards. During construction, standards maintained by us are generally in line with those prescribed in India. A detailed safety manual has been created by us which ensures guidelines such as proper safety wear, safety signage, first aid protocol and task specific safety measures.

Retail Food and Beverage Business

We operate our retail food and beverage business under the brand *'Flurys'*, which possesses a distinctive track record since it was first established as a tearoom and confectionery shop in Kolkata. As of the date of this Draft Red Herring Prospectus, we operate 62 outlets in Kolkata and rest of West Bengal, seven outlets in Mumbai and Navi Mumbai, and one outlet in New Delhi.

Our Products

Flurys offers a range of traditional and modern confectionery products. Flurys is conceptualized as a premium bakery boutique that is artisanal and offers an extensive selection of cakes, breads, pastries, cookies, chocolates made fresh daily using premium and healthy ingredients. We preserve the original quality and authenticity of the original recipes of the products. At the same time, we focus on providing a modern touch to marketing the brand by introducing new flavours and products as well as innovative packaging at different price points.

The Flurys tea room is well known for all-day breakfasts, pastries, desserts and a wide variety of teas, coffees, and beverages. The tea room is an integral part of the Flurys experience and has been taken to other locations beyond Park Street. Flurys specializes in Christmas products as well as birthdays and festivals we plan to expand to a wider range of products that will be available in modern retail stores.

Our Store Format

Our business model includes three different store formats, namely kiosk format comprising store size of approximately 80 to 100 square feet, café format comprising store size of approximately 350 to 400 square feet and restaurant format comprising store size of approximately 800 to 1000 square feet.

As of the date of this Draft Red Herring Prospectus, we operate 62 outlets in Kolkata and rest of West Bengal, seven outlets in Mumbai and Navi Mumbai, and one outlet in New Delhi. The following table sets forth the number of Flurys outlets that we operate under the different business models as at the date of this Draft Red Herring Prospectus:

Location	Number of Outlets	Nature of Outlet	Nature of Ownership Interest
Kolkata	4	Tea Room	Rent/Revenue sharing
Kolkata	21	Café	Rent/Revenue sharing
Kolkata	37	Kiosk	Rent/Revenue sharing
New Delhi	1	Kiosk	100% Ownership
Navi Mumbai	3	Café	Rent/Revenue sharing
Mumbai	2	Kiosk	Rent/Revenue sharing
Mumbai	2	Café	Rent/Revenue sharing
Total	**70**		

The following table sets forth the number of Flurys outlets that we operate under the different store formats as at March 31, 2021, 2022 and 2023 and the date of this Draft Red Herring Prospectus:

Store Format	As of March 31, 2021	As of March 31, 2022	As of March 31, 2023	As of the date of Draft Red Herring Prospectus
Tea Room	3	3	4	4
Café	20	22	26	26

Kiosk	29	34	39	40
Total	**52**	**59**	**69**	**70**

Our Intellectual Property

We own the registered name and mark "THE PARK" under various classes provided for under the Trade Marks Act, 1999. In addition, we have applied for registration of trademarks under various classes, including classes such as 29, 30, 32, 33, 34, 43, such as follows:

Our Company has registered various trademarks under various classes, including under classes 8, 16, 21, 24, 25, 29, 30, 32, 33, 35, 41 and 43 with the Registrar of Trademarks under the Trade Marks Act:

For further details, see "Government and Other Approvals" on page 391 and "*Risk Factors – Internal Risk Factors – We rely heavily on our existing brand. Our inability to protect brand recognition or guard the value of our intellectual property rights may adversely affect our business*." on page 52.

The Company is continuously innovating and is in a quest to protect each of its brands.

Pursuant to the assignment deeds executed on July 14, 2007, and December 19, 2019 and December 27, 2019, Apeejay Surrendra Hotels Private Limited and Apeejay Surrendra Management Services Private Limited and Flurys Swiss Confectionery, respectively, have assigned certain trademarks in favour of our Company. For further details, please see "*History and Certain Corporate Matters*" on page 227.

Information Technology

We utilise international software and technology infrastructure including Oracle MICROS, Simphony and Opera PMS which ensure our business runs seamlessly. We have instituted a corporate data centre, which is equipped with virtual server environment supported by multi-layered advanced security infrastructure, policies and procedures and advanced threat protection tools to protect against cyber-attacks. We are now migrating our corporate data center to a secured private cloud IaaS (Infrastructure as a Service) environment to ensure maximum uptime, cost-effectiveness, and scalability to accommodate future business requirements. We have upgraded our finance and accounting system to a cloud-based central ERP to ensure superior policy enforcement and control on accounts receivables, accounts payable, expenditures, assets, incomes and other transactional records. This enterprise system ensures the benefits like central chart for accounts, central purchase, multi-unit material analytics, inter-unit stocks accounting, consolidated debtors and creditors ledger, consolidated general ledger and financial reporting.

Our customer relationship system, the Guest Management System, offers a comprehensive suite of marketing automation tools and loyalty management to engage guests and drive incremental revenue. All of our properties are seamlessly connected with a centralized reservation system equipped with the ability to manage and control distributions across all channels, bookings and rates through a common pool of inventory. It also allows revenue managers or front office managers to adjust the prices corresponding to demand for multiple distribution channels and platforms at the same time to ensure last room availability. The system allows us to centrally manage all of our hotels so as to maximise hotel occupancy rates and reduce the manpower required for manual updates. We are using the hospitality BI tools to access a 360 view of global distribution system and travel agency performance, business on books, and forward demand data. With this level of insight, our hotels have the information they need to grow the corporate and leisure business. These systems also ensure market insight, performance benchmarking, rate parity and fair market share of the properties across all OTA (online travel agency) channels. We understand the needs of new edge customer and to ensure guest satisfaction we have successfully implemented a contactless check-in / check- out and QR-based ordering and payment solution. We are in the process of implementing the smart rooms, in-room entertainments, AI-based concierge system & mobile check-in facility to enhance the customer experience. We believe we have a strong information technology setup with skilled resources such as Oracle, IDS, Prologic, Amadeus-TravelClick, and OTA Insight, that ensure secure working for our business and optimise our business operations.

Environmental Matters and Quality Standards

In connection with our ownership and management of hotels and development of properties, we are subject to various national, state and local laws and regulations relating to environmental laws. We have established construction and operating standards that comply with environmental sustainability requirements. We have incorporated U.S. Green Building Council's Gold Leadership in Energy and Environmental Design ("**LEED**") criteria in the design of THE PARK Hyderabad in order to achieve energy and water efficiency. Our future developments including in Pune, and Vishakhapatnam will be built in accordance with the Indian Green Building Council's LEED standards. Environmental and cost saving the measures implemented at certain of our hotels by us include:

- energy management systems such as use of energy-saving LED lighting, solar panels, and evaporative cooling pad systems, heat recovery from boilers, chiller de-super heater, and heat pumps;
- auto time management (for lighting, air-conditioning and ventilation fans) through timers and motion sensors;
- water management initiatives such as plant room optimiser with variable pumps and remote monitoring, sewage treatment plants which recycle water, motion sensors for public area wash rooms, and rain water harvesting; and
- installation of charging points at all hotels for electric vehicles,
- replacement of existing fleet of hotel cars with electric vehicles in a phased manner;

We are also subject to various requirements, including those contained in environmental permits required for our operations, governing air emissions, effluent discharges, the use, management and disposal of hazardous substances and wastes and health and safety. See "*Risk Factors – Legal and regulatory risks– We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise, property tax and labour laws. A failure to manage such risks or any non-compliance with, or changes in, regulations applicable to us may adversely affect our business, results of operations, financial condition and cash flows.* " on page 47.

The Company has designated Rajesh Radhakrishnan, General Manager, as the committee leader for ASPHL sustainability programme with defined objectives for our hotels to achieve waste management neutrality by year 2024, water neutrality by 2025, and energy management by year 2025.

Insurance

Our Company is subject to various risks characterised and inherent in the hospitality and real estate industry, such as risk of work accidents, business stoppages and disruptions, force majeure, etc. causing loss and damages to property, equipment and to the business and its processes at large. As a precautionary measure, our Company maintains insurance policies with independent third parties covering various aspects such as property damage, *inter alia,* in respect of buildings plinth and foundation, plant and machinery breakdowns, stock and deterioration of stocks, accidental damage, pressurised equipment such as boilers and vessels, fire insurance, and terrorism. We also maintain directors' and officers' liability insurance for our management personnel and term insurance for our employees. We believe that the insurance policies that we currently hold are adequate for our business and operations and in keeping with industry standards. For further details, see "*Risk Factors – Internal Risk Factors - Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows*. on page 58.

Employees

We employed 1,953 on-roll employees as of June, 30, 2023 as described in the following table, by function:

	Hotel Operations	**No. of Employees**
1	Rooms	306
2	Food and Beverage	1134
3	Spa and Gym	40
A.	**Operations Total**	**1480**
	Support Services	
4	Accounts and Finance	83
5	Secretarial and Legal	1
6	Projects and Engineering	105
7	Purchase and Stores	51
8	Human Resource and Training	40
9	Security	56
10	Sales and Marketing and Public Relations	65
11	Others	55
12	Administration	17
B.	**Support Services Total**	473
	Overall Total (A+B)	**1953**

In addition to our on-roll employees, we also engaged 619 personnel, as of June 30, 2023 on an outsourced contractual basis at our hotels and confectionery retail business, primarily for rooms, food and beverage and operations and maintenance functions.

With diverse qualifications in areas such as hotel management, food and beverage service and production, bar and beverage management, front office, housekeeping, engineering, digital and social media, technology, finance, law, projects and planning, designing, human resources, learning and development, sales and marketing, public relations and communication and education, our workforce remains our significant competitive advantage.

With a firm commitment to our Vision of "*Leadership through Differentiation*", our foundations in people management are based on our Mission, "We *believe our strength is our People and we will encourage their development. We respect them as individuals and believe that teamwork, commitment, integrity are values that will lead us to success.*" We strive to enhance our employees' productivity and level of competency through continuous training and collaborative teams. We promote learning and development across our workforce as we believe that a skilled and competent workforce is instrumental for the success of our business. One of our key learning and engagement initiatives is the International Professional Development Programs, and over the years, more than 100 executives have attended professional development programmes at Ithaca Campus of Cornell University's in New York, University of California, Harvard and culinary events and programs at Italian Culinary Institute, Calabria, Italy.

It is our endeavour to promote the wellbeing of our people. We extend our employees diverse opportunities to learn, grow and develop professionally and personally. Our employees are empowered to make decisions, function with autonomy, experiment, innovate and deliberate. Our people are actively encouraged and supported as they explore and achieve their Potential. recognize effort and initiative. We reward and we strive to create a stimulating, fun and open workplace that fosters teamwork, fairness, respect and diversity. Over the past few years, our teams have been recognized on various platforms further enhancing our brand.

Our Community Initiatives

We have supported charities and not-for-profit organisations for autism, disabled children, prevention of child abuse and welfare of fishermen community. Some of the days observed are Women's Day, World Environmental Day and Week, Earth Hour, Swachh Bharat and, Breast Cancer Day.

Arts, culture, design, and heritage are integral to our Company, and we support numerous initiatives ranging from commissioning artwork and sculptures by artists to an ongoing project to conserve the historic Jantar Mantar of New Delhi. In addition, to encourage young talent in design, we have instituted The Park Elle Décor Student Competition and participated in India Design. Over the years, we have nurtured The Park's New Festival which travels to six cities and showcases new performances by Indian and international talent.

Skills and Education

We are dedicated to investing in education, life skills and vocational training for our employees. Apeejay Institute of Hospitality ("**AIH**") in partnership with Apeejay Education Trust acts as the center of learning and development for our Company. We engage in various learning and development programs provided by AIH *inter-alia* B. Sc. In Hospitality Studies, Diploma in Travel and Tourism, ASPHL Management Training Program, Hotel Operations Executive Training Program, Bar Executive Training Program.

AIH offers a 3-year bachelor's degree programme in hospitality studies affiliated to the University of Mumbai. It also offers training courses authorised by the International Air Transport Association. AIH also runs the management training and operational training programmes as well as specialised training programmes in offline and online modes for all hotels of the Company.

Competition

Our hotels operate in the luxury boutique category differentiated by design and unique customer experiences. We believe that we have a niche of our own. Competition in India is intense both from domestic as well as international brands. In an environment where global hotel companies and brands can easily operate in India, the ability to create new hotel companies and brands is constrained by competitive pressure and more diversified backbone and management system needs for hotel companies. The international players, with a diversified portfolio, and global loyalty programs have established a strong presence in India. In this context, a hotel company with owned hotels and management for third parties carries an advantage to establish deeper presence and brand strength (*Source: Horwath HTL Report*). While some of these hotels may have certain competitive advantages due to greater brand awareness and global spread of sales and distribution network, we believe that our success is based on our ability to leverage our prime locations and differentiated services, our recognised brands, repeat customers, and strong food and beverage and entertainment facilities. See "*Risk Factors — Internal Risk Factors — The success of our business is dependent on our ability to anticipate and respond to customer requirements. Our business may be affected if we are unable to identify and understand contemporary and evolving customer preferences or if we are unable to deliver quality service as compared to our competitors*" and "*Risk Factors – Other Risks - The hotel industry and retail food and beverage industry are intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows"* on pages 37 and 55 respectively.

Immovable Properties

Our registered and corporate office is located at 17 Park Street, Kolkata – 16 and N 80, Connaught Place New Delhi respectively. We own the registered office on freehold basis.

For details of our owned hotels, see "*Our Business — Description of Our Business — Our Hotels*" on page 207.

Awards and Accreditations

The table below provides a list of select awards and accreditation that we have won over the last three years:

Calendar Year	Awards and accreditations
2023	Flurys won in the Best Bakery in Kolkata category by Zomato Restaurant Awards

2023	Flurys won in the Best All Day Breakfast in Kolkata category by Zomato Restaurant Awards
2023	Someplace Else (Mumbai) won the award for ‘Best Newcomer – Nightclub’ at the Food Connoisseurs Awards
2022	Aqua, THE Park Indore was awarded the ‘Gastro-Pub of the Year (West)’ at the Food Connoisseurs India Awards
2022	THE Park Bangalore won the Runner-up award for ‘Favourite LGBTQ-Friendly Hotel in India’ at the Conde Nast Traveller Readers’ Travel Awards
2022	Epicentre, THE Park Indore was awarded the ‘Best Restaurant in Indore’ at the Food Connoisseurs India Awards
2022	Lotus, THE Park Chennai was awarded the ‘Best Pan Asian Restaurant’ at the Tamil Nadu Tourism Awards presented by the Department of Tourism
2022	Lotus was awarded the ‘Best Pan Asian – Premium Food Delivery’ at the Times Food & Nightlife Awards presented by The Times of India (PetPooja)
2022	Peace Bar was awarded the ‘Best Lounge Bar’ at the Times Food & Nightlife Awards presented by The Times of India (PetPooja)
2022	Lotus, THE Park Chennai was awarded ‘Best Pan Asian Restaurant’ by Tamil Nadu Tourism Awards
2022	THE Park Chennai was awarded the TripAdvisor Travellers’ Choice Award
2022	THE Park Baga River Goa was awarded the Booking.com’s Traveller Review Awards
2021	Aqua was awarded the ‘Best Barbecue & Grills – Premium Dining’ at the Times Food & Nightlife Awards presented by The Times of India
2021	Pasha was awarded the ‘Best Night Club’ at the Times Food & Nightlife Awards presented by The Times of India
2021	Peace was awarded the ‘Best Sundowner Lounges – Casual Night Out’ at the Times Food & Nightlife Awards presented by The Times of India
2021	6 O 1 was awarded the ‘Best World Cuisine – Premium Dining’ at the Times Food & Nightlife Awards presented by The Times of India
2021	THE Park Chennai was awarded the TripAdvisor Travellers’ Choice Award
2021	Zone by The Park Jaipur was awarded the TripAdvisor Travellers’ Choice Award
2021	Zone by The Park Jodhpur was awarded the TripAdvisor Travellers’ Choice Award
2021	Zone by The Park Jammu was awarded the TripAdvisor Travellers’ Choice Award

KEY REGULATIONS AND POLICIES

The following is an overview of certain sector specific laws and regulations in India, which are applicable to the operations of our Company and its Subsidiaries. The information available in this section has been obtained from publications available in the public domain. The description of laws and regulations set out below may not be exhaustive, and are only intended to provide general information to the prospective investors. Further they are neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative actions, regulatory, administrative or judicial decisions. For details of government approvals obtained by our Company, see "Government and Other Approvals" on page 391. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

INDUSTRY RELATED LAWS

Hotel Classification Guidelines

With the aim to provide contemporary standards of facilities and services available in the hotels, the Ministry of Tourism, Government of India ("**Tourism Ministry"**) has issued guidelines dated January 19, 2018, for approving hotel related projects and their classification/re-classification. Pursuant to these guidelines, all hotel related projects are to be approved at implementation stage and classification for newly operational hotels, if approved by Tourism Ministry at project stage, must be sought within three months of commencing of the operations. Operating hotels may opt for such classification at any stage, however hotels seeking re-classification should apply for the same and complete the process at least six months prior to the expiry of the existing period of classification.

The guidelines prescribe constitution of Hotel and Restaurant Approval and Classification Committee ("**HRACC**"), which are required to inspect and assess the hotels based on the facilities and services offered by them and their compliance with the prescribed standards under the said guidelines. Basis the assessment by HRACC, the hotels can be classified either under 'Star Category' or 'Heritage Category', if such hotels apply for classification and are found fit for classification. Such classification shall be valid for a period of five years. 'Star Category' hotels include the following sub-categories: 5 Star Deluxe, 5 Star (with or without alcohol services), 4 Star (with or without alcohol services), 3 Star, 2 Star and 1 Star hotel.

Pursuant to the Tourism Ministry's guidelines for classification of heritage hotels, hotels running in palaces, castles, forts, havelies, hunting lodges or residences which were built prior to the year 1950 can seek classification in a heritage category. The classification into the sub-categories, Heritage, Heritage Classic or Heritage Grand, is based on the features and amenities of the hotel, including number of rooms, conformity of the general features and ambience to the overall concept of heritage and architectural distinctiveness, availability of sporting facilities, type of cuisine offered, quality of service and years of experience of the owner/staff. The Tourism Ministry has also issued separate guidelines for approval and classification/reclassification of other types of hotels.

The Food Safety and Standards Act, 2006 (the "FSSA")

The FSSA was enacted with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India ("FSSAI"), for laying down science based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, and to ensure availability of safe and wholesome food for human consumption including matters incidental thereto. The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. The FSSA also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by Food Safety Appellate Tribunal.

Further, the FSSAI has also framed the Food Safety and Standards Rules, 2011 ("**FSSR**") which have been operative since August 5, 2011 and have been amended in 2017. FSSR provides the procedure for registration, licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure such as appointment of 'commissioner of food safety', 'the food safety officer' and 'the food analyst' and procedures of taking extracts, seizure, sampling and analysis.

In order to address certain specific aspects of the FSSA, the FSSAI has framed several regulations such as the following:

- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011;
- Food Safety and Standards (Prohibition and Restrictions on Sales) Regulations, 2011;
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011;
- Food Safety and Standards (Food or Health Supplements, Nutraceuticals, Food for Special Dietary Purpose, Functional Food and Novel Food) Regulations, 2016;
- Food Safety and Standards (Food Recall Procedure) Regulations, 2017;
- Food Safety and Standards (Import) Regulations 2017;
- Food Safety and Standards (Approval for Non-Specific Food and Food Ingredients) Regulations, 2017;
- Food Safety and Standards (Organic Food) Regulations, 2017;
- Food Safety and Standards (Alcoholic Beverages) Regulations, 2018;
- Food Safety and Standards (Fortification of Food) Regulations 2018;
- Food Safety and Standards (Food Safety Auditing) Regulations, 2018;
- Food Safety and Standards (Recognition and Notification of Laboratories) Regulations, 2018;
- Food Safety and Standards (Advertising and Claims) Regulations, 2018;
- Food Safety and Standards (Packaging) Regulations, 2018;
- Food Safety and Standards (Recovery and Distribution of Surplus food) Regulations, 2019; and
- Food Safety and Standards (Labelling and Display) Regulations, 2020.
- Food Safety and Standards (Ayurveda Aahara) Regulations, 2022
- Food Safety and Standards (Vegan Foods) Regulations, 2022

The Legal Metrology Act, 2009 (the "Legal Metrology Act")

The Legal Metrology Act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act read with the Legal Metrology (Packaged Commodities) Rules, 2011 (framed under section 52(2) (j) and (q) of the Legal Metrology Act), seek to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. Further, the Legal Metrology Act lays down penalties for various offences, including but not limited to, use or sale of non-standard weight or measure, contravention of prescribed standards, counterfeiting of seals and tampering with license.

The key features of the Legal Metrology Act are:

- Appointment of government approved test centres for verification of weights and measures;
- Allowing the companies to nominate a person who will be held responsible for breach of provisions of the Act; and
- Simplified definition of packaged commodity and more stringent punishment for violation of provisions.

Police Laws and Fire Prevention Laws

We own and operate hotels and commercial projects in various states. Accordingly, legislations passed by such state governments are applicable to us in those states. These include legislations relating to *inter alia* classification of land use, fire prevention and safety measures by occupiers of buildings, lifts, signage and legislations dealing with license for sale of alcohol. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area we are operating in. Further, the state governments have also enacted laws regulating public order and police, which provide, *inter alia*, for the licensing of places of public amusement or entertainment, registering eating houses and obtaining a 'no objection certificate' for operating such eating houses with the police station located in that particular area, along with prescribing penalties for non-compliance.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective State Legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue health trade license for operating eating outlets, spa and wellness centres and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Excise Laws

State governments are empowered to regulate, *inter alia*, manufacture, import, export, transport, possession, purchase and sale of liquor and other intoxicants. State governments also regulate excise and countervailing duties imposed on alcoholic liquors, grant of liquor licenses and retail supply of alcohol. Any person selling alcoholic liquor is required to obtain appropriate license under the state legislation. Such license is issued and classified based upon the nature and type of alcoholic liquor. In certain states, there exists a complete ban on the sale, consumption, transportation etc. of liquor, while in most states the sale, consumption, and transportation etc. of liquor is permitted subject to certain conditions.

Shops and Establishments legislations in various states

Under the provisions of local shops and establishment legislations applicable in the states in which establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

Lift and Escalators Legislations

The State legislatures have also enacted laws for the regulation of installation, maintenance, and safe working of lifts and escalators and of all machinery and apparatus used for such lifts and escalators. Under such legislations, the owners of premises are required to apply for permissions to install and operate lifts and escalators from the prescribed statutory authority. Penalties have been prescribed for violation of the provisions of the legislations.

ENVIRONMENT RELATED LAWS

Environment (Protection) Act, 1986 ("Environment Act") and the Environment (Protection) Rules, 1986 ("Environment Rules")

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe the standards of quality of air, water or soil for various areas:

- the maximum allowable limits of concentration of various environmental pollutants for different areas;
- the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents; and
- the procedures and safeguards for extracting and utilizing ground water.

Further, pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board an environmental statement for that financial year in the prescribed form.

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act aims to prevent and control water pollution and to maintain or restore water purity. Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state pollution control board, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state pollution control board. Even before the expiry of the consent period, the state pollution control board is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state pollution control board after serving notice to the concerned industry may, among other measures, close the premises, withdraw water supply to the premises or cause magistrates to pass injunctions to restrain such polluters.

Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The pollution control board is required to grant, or refuse, the consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

The Environmental Impact Assessment Notification, 2006 (the "EIA Notification")

As per the EIA Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the schedule to the EIA Notification and meeting the thresholds specified therein can be undertaken only after the prior environmental clearance from the Central government or as the case may be, by the State Level Environment Impact Assessment Authority. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. In 2016, the Ministry of Environment, Forest and Climate Change ("**MoEF**") issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects.

Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to dispose of such waste without harming the environment.

Noise Pollution (Regulation and Control) Rules, 2000 (the "Noise Pollution Rules")

The Noise Pollution Rules regulate noise levels in industrial (75 decibels), commercial (65 decibels) and residential zones (55 decibels). The Noise Pollution Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. These Rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Pollution Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Forest (Conservation) Act, 1980 ("the FCA")

The FCA read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the deforestation of forests or use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose.

PROPERTY RELATED LAWS

The Real Estate (Regulation and Development) Act, 2016 (the "RERA") and the rules framed thereunder

RERA mandates that promoters of an ongoing real estate project and for which completion certificate has not been issued can only market the project if it has a valid registration with the Real Estate Regulatory Authority ("Authority") established under RERA. It also mandates the functions and duties of the promoters, including that the promoters must park 70% of all project receivables in a separate account. Drawdown from such account is permitted for land and construction costs only, in proportion to the percentage of project completion (as certified by an architect, an engineer and a chartered accountant). Further, a promoter can accept only up to 10% of the apartment cost prior to entering into a written agreement for sale with any person. Further, the promoter is prohibited from creating any charge or encumbrance on any apartment after executing an agreement for sale for the same. In the event such charge or encumbrance is created, it will not affect the right and interest of the allottee. Further, the promoter shall not transfer or assign his majority rights and liabilities in respect of a real estate project to a third party without obtaining the prior written permission of two-third of the allottees and prior written approval of the Authority. RERA also ensures that the promoter does make any addition or alteration in the sanctioned plans without the previous written consent of two third of the allottees. It is required that a promoter obtain all insurances in respect of the real estate projects such as insurance in respect of title of land and construction as and when the same is notified by the appropriate Government.

Non-registration of a real estate project as per RERA would result in penalties up to 10% of the estimated cost of the project as determined by the Authority. Contravention of any other provision of RERA or order issues by the Authority may result in penalties up to 5% of estimated cost of the project or imprisonment up to three years or both. Further, the promoter's contravention or failure to comply with any order of the Appellate Tribunal formed under the act will result in imprisonment for a term extending to three years or with a fine further up to 10% of the estimated cost of the project, or both.

Additionally, if the promoter fails to give possession of the apartment, plot or building in accordance with the terms of the agreement for sale, or due to discontinuance of business or suspension or revocation of registration under the RERA, he must return the amount received from the allottee, along with interest and compensation as provided under the RERA. Any delay in handing over possession would also require the promoter to pay interest for every month of delay. In case there is a defect in the title of the land due to which the allottees suffer loss, then the promoter is liable to compensate the allottees for such loss. Further, in case of any structural defect or any other defect in workmanship, quality or provision of services or any other obligations of the promoter, the promoter shall rectify such defect and if he fails to do so, the aggrieved allottee shall be entitled to receive appropriate compensation.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 ("Land Acquisition Act, 2013") and the rules framed thereunder

The Land Acquisition Act, 2013 provides for the procedure to be undertaken when the government seeks to acquire land in any area for a public purpose including carrying out a social assessment study to determine *inter alia* whether the acquisition would serve a public purpose. It also provides for compensation to be provided in lieu of the land acquired. The compensation is determined by taking into consideration the market value of the land, damage sustained by interested persons, and consequence of the acquisition on the person.

National Building Code of India, 2016 (the "Code")

The Code a comprehensive building code is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a model code for adoption by all agencies involved in building construction works, including the public works departments, other government construction departments, local bodies or private companies in the field of construction. The Code mainly contains administrative regulations, development control rules and general building requirements; fire safety requirements; stipulations regarding materials, structural design and construction (including safety) and building and plumbing services.

Transfer of Property Act, 1882 ("TP Act")

The TP Act deals with the various methods in which transfer of property or any interest in relation to that property, between individuals, firms and companies takes place. This mode of transfer between individuals, firms etc. is governed by the provisions of the TP Act, as opposed to the transfer of property or interest by the operation of law. The transfer of property as provided under the TP Act, can be through the mode of sale, gift and exchange while an interest in the property can be transferred by way of a lease or mortgage. The TP Act stipulates the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Airports Authority of India Act, 1994, as amended ("AAI Act")

The AAI Act, among others, prohibits construction of any building or erection, placement or raising any moveable or immoveable structure or fixture on or in front of any airport premises (as defined in the AAI Act), except in accordance with an approval required be obtained from the Airports Authority of India.

INTELLECTUAL PROPERTY LAWS

Certain laws relating to intellectual property rights such as copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999 are also applicable to us. The Copyright Act, 1957 (the "**Copyright Act**") governs copyright protection in India. It specifies that for the purposes of public performance of Indian or international music a public performance license must be obtained else it will invite criminal action. All those who play pre-recorded music in the form of gramophone records, music cassettes or compact discs in public places have to obtain permission for sound recordings. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Trade Marks Act, 1999 (the "**Trade Marks Act**") provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks.

OTHER RELEVANT LEGISLATIONS

Consumer Protection Act, 2019

Consumer Protection Act, 2019 ("**COPRA, 2019**") has replaced the earlier Consumer Protection Act, 1986, in seeking to provide better protection to the interests of consumers, especially in the digital age. The key features of the COPRA, 2019 include wider definition of "consumer", enhancement of pecuniary jurisdiction, flexibility in e-filing complaints, imposition of product liability, wider definition of unfair trade practices, and provision for alternative dispute resolution. Furthermore, it provides for the establishment of a regulatory authority known as the Central Consumer Protection Authority (CCPA), with wide powers of enforcement. The CCPA will have an investigation wing, headed by a Director-General, which may conduct inquiry or investigation into consumer law violations. Further, the CCPA has been granted wide powers to take *suo moto* actions, recall products, order reimbursement of the price of goods/services, cancel licenses and file class action suits, if a consumer complaint affects more than one individual.

The Consumer Protection (E-Commerce) Rules, 2020 (the "E-commerce Rules")

The E-commerce Rules, 2020, enacted pursuant to the Consumer Protection Act, include provisions regulating e-commerce transactions involving goods or services, including the marketing, sale and purchase of such goods or services. The E-commerce Rules set out obligations for e-commerce entities in relation to consumers and users of e-commerce platforms. The E-commerce Rules prescribe duties of e-commerce entities, liabilities of marketplace e-commerce entities, duties of sellers on marketplace and duties and liabilities of inventory e-commerce entities. The E-commerce Rules also apply to ecommerce entities which are not established in India but which systematically offer goods or services to consumers in India. The provisions of the Consumer Protection Act apply in respect of any violation of the provisions of the E-commerce Rules. The E-commerce Rules were amended in May, 2021 pursuant to which, certain e-commerce entities, including, among others, those which are a company incorporated in India or a foreign company under the Companies Act, 2013, are required to appoint a nodal officer or an alternate senior designated functionary who is resident in India, to ensure compliance with the provisions of the Consumer Protection Act and the rules made pursuant to the Consumer Protection Act, 2019.

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder.

The IT Act was enacted with the purpose of (i) providing legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information, (ii) facilitating electronic filing of documents; and (iii) creating a mechanism for the authentication of electronic documentation through digital signatures. It provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. In April 2011, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("DoIT"), in exercise of its power to formulate rules with respect to reasonable security practices and procedures and sensitive personal data, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("SPDI Rules") in respect of Section 43A of the IT Act, which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. Under the SPDI Rules, sensitive personal data is defined to include personal information relating to passwords, financial information such as bank account or credit card or debit card or other payment instrument details, physical, physiological, and mental health condition, sexual orientation, medical records, biometric information and so on. The SPDI Rules require every such body corporate, or person acting on behalf of a body corporate, to provide a privacy policy for collecting, receiving, possessing, storing, handling, and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The SPDI Rules further require that all such personal data be used solely for the purposes for which it was collected, and any collection or third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Digital Personal Data Protection Act, 2023 (the "DPDP Act" or the "Act")

The DPDP Act received the assent of the President on August 11, 2023, and will be effective from the date to be notified by the Central Government. The Act provides for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and for matters connected therewith or incidental thereto.. The Act defines Data Principal as individuals to whom the personal data relates and Data Fiduciary as people determining the purpose and means of processing personal data. By virtue of the Act, all Data Fiduciaries are required to obtain free, informed and unconditional consent from individuals before processing their data. This consent should be accompanied or preceded by a notice including the details of personal data and the purpose for which the same is proposed to be processed The jurisdiction of the Act also extends to the processing of digital personal data outside India if it is for offering goods or services or profiling individuals in India The DPDP Act further provides that where consent is the basis of processing personal data, the data principal providing the consent, may withdraw such consent at any time. Data principals will have the right to demand the erasure and correction of data collected by the data fiduciary. Any data processed prior to such withdrawal shall be considered lawful. The Act introduces the concept of 'deemed consent' in instances where the data principal provides personal data (i) to the data fiduciary voluntarily and for a legitimate purpose, (ii) for performance of function under any law, or service or benefit to the data principal, (iii) in compliance with a judgment or order, (iv) responding to medical emergency involving threat to life or immediate threat to health of the data principal, (v) for provision of medical treatment or health services during an epidemic, outbreak of diseases or any other public threat to public health, (vi) for taking measures to ensure safety during any disaster or any breakdown of public order, (vii) for purposes related to employment including prevention of corporate espionage, maintenance of confidentiality of trade secrets, intellectual property, classified information, recruitment, termination of employee. The data can only be processed for the specific purpose for which it is deemed to be given and must be necessary for fulfilling the purpose for which it has been provided. It further imposes certain obligations on data fiduciaries including (i) implementation of technical and organisational measures to ensure compliance, (ii) adopting reasonable security safeguards to prevent personal data breach, (iii) ensuring that personal data processed is accurate and complete, (iv) informing the Data Protection Board of India (the "Data Protection Board") regarding any personal data breach, (v) deleting or removing personal data no longer in use or necessary for legal or business purposes with exemption given to only start-ups registered with Ministry of Commerce and Industry, (vi) publishing the business contact information of the data protection officer, (vii) implementing a grievance redressal mechanism to redress grievances of data principals, and (viii) processing of data to another data fiduciary under a valid contract. The Act provides for the rights and duties to be complied by the data principals and also provides a tiered mechanism for grievance redressal. Individuals aggrieved under the law will be required to first approach the grievance redressal mechanism provided by the data fiduciary. Once they have exhausted this option, they will be allowed to approach the Data Protection Board. Appeals from the Data Protection Board will lie before the Telecom Disputes Settlement and Appellate Tribunal. Any form of noncompliance shall attract a financial penalty as prescribed in the Schedule of the Act which may extend to INR 2500 million

Taxation Laws

The tax related laws that are pertinent include the Income tax Act, 1961, the Central Goods and Services Tax Act, 2017 and the relevant state legislations for goods and services tax.

Labour Related Laws

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

1. The Employee's Compensation Act, 1923*;
2. The Payment of Gratuity Act, 1972*;
3. The Payment of Bonus Act, 1965**;
4. The Maternity Benefit Act, 1961*;
5. The Minimum Wages Act, 1948**;
6. The Employees' State Insurance Act, 1948*;
7. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952*;
8. The Equal Remuneration Act, 1976**;
9. The Payment of Wages Act, 1936**;
10. The Industrial Disputes Act, 1947***;
11. The Apprentices Act, 1961
12. Relevant Labour Welfare Fund Legislations
13. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
14. The Child Labour (Prohibition and Regulation) Act, 1986;
15. The Contract Labour (Regulation and Abolition) Act, 1970; and
16. The Rights of Persons with Disabilities Act, 2016.
17. Occupational Safety, Health and Working Conditions Code, 2020****

**The Code on Social Security, 2020, once notified will repeal, inter alia, the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.*

*** The Code on Wages, 2019, once relevant provisions are notified, will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936.*

****The Industrial Relations Code, 2020, once notified, will repeal inter alia the Industrial Disputes Act, 1947.*

*****Occupational Safety, Health and Working Conditions Code, 2020 will repeal inter alia the Factories Act, 1948, The Contract Labour (Regulation and Abolition) Act, 1970, The Building & Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1979 and others related to safety, health and working conditions of various industries and establishments in India.*

FOREIGN INVESTMENT REGULATIONS

Under the consolidated FDI Policy (effective from October 15, 2020) issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the provisions of the Foreign Exchange Management Act, 1999 along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, 100% foreign investment through the automatic route, *i.e.*, without requiring prior governmental approval, is permitted in companies engaged in the construction and development of projects including hotels and resorts, subject to compliance with prescribed guidelines and reporting requirements. However, in case any construction and development of a project has been initiated, each phase of such project would be considered as a separate project for the purposes of the FDI policy, in terms of which, investments under each phase must comply with specific conditions, including conformity to land conversion norms, obtaining necessary governmental and regulatory approvals, obtaining approval of development plans by Governmental authorities, etc. Further, FDI is not permitted in a firm that is engaged or seeks to engage in real estate businesses, farmhouse construction, or trading in transferable development rights. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 442.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated at Karnataka on November 27, 1987, as Budget Hotels Private Limited, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 27, 1987 issued by the Registrar of Companies, Bangalore at Karnataka. Subsequently, the name of our Company was changed to Budget Hotels Limited pursuant to our Company becoming a public company with effect from October 26, 1990 and noting of such conversion in the certificate of incorporation by Registrar of Companies, Bangalore at Karnataka. Further, pursuant to the Acquisition Agreements, the entire issued and paid up equity share capital of our Company constituting 571,940 equity shares of face value of ₹ 100 each ("**Pre-Scheme Capital**"), was acquired by Apeejay Hotels Delhi in two tranches and our Company became the wholly owned subsidiary of Apeejay Hotels Delhi. Subsequently, pursuant to the scheme of amalgamation approved vide orders of the High Court of Madras dated June 13, 2003, High Court of Delhi dated August 6, 2003, and High Court of Karnataka dated September 17, 2003, Apeejay Hotels Delhi, and Gemini Hotels and Holdings Limited (a wholly owned subsidiary of Apeejay Hotels Delhi) were amalgamated with our Company, with the appointed date being April 1, 2001 and effective date being November 28, 2003 ("**Effective Date**"). As on the Effective Date, (i) the entire Pre-Scheme Capital of our Company held by Apeejay Hotels Delhi stood cancelled; (ii) inter-se shareholding between Apeejay Hotels Delhi and Gemini Hotels stood cancelled; and (iii) the shares or the share certificates of Apeejay Hotel Delhi in relation to the shares held by its members stood cancelled. Our Company's equity shares were also sub-divided from face value of ₹ 100 each to face value of ₹ 10 each.

Thereafter, to closely identify the association of our Company with the Apeejay Surrendra Group, the name of our Company was changed to Apeejay Surrendra Park Hotels Limited, pursuant to the resolution passed by our Shareholders at their EGM held on March 8, 2004 and the certificate of incorporation pursuant to change of name was issued by the RoC on March 29, 2004.

Changes in the registered office of our Company

Except as disclosed below, the details of changes to the address of our registered office of our Company:

Date of change	Change in address	Reason(s) for change
July 15, 2017*	The registered office of our Company was changed from 14/7 Mahatma Gandhi Road, Bangalore – 560 042, Karnataka, India to 17 Park Street, Kolkata – 700 016	Administrative convenience
June 30, 1999**	The registered office of our Company was changed from 502, C.M Hospital Road, Indiranagar, Bangalore – 560 038 to 14/7 Mahatma Gandhi Road, Bangalore – 560 042, Karnataka	Administrative and commercial convenience

** Shareholders' resolution was passed on November 30, 2016, order dated June 22, 2017, passed by the Regional Director, South East Region, Hyderabad and certificate of incorporation issued by RoC on July 31, 2017.*

***We have been unable to trace filings with the RoC for the change in the registered office. The details of this change have been determined on the basis the minutes of the meetings of the board maintained by our Company. For, further details, see "Risk Factors – Internal Risk Factors – Some of our corporate records are not traceable. Non availability of such records may result in regulatory actions against our Company by regulatory or statutory authorities, which may an adverse impact on our financial condition and reputation. " on page 49.*

Main objects of our Company

The main objects of our Company as contained in our MoA of our Company are as follows:

1. "*To establish, conduct, manage and carry on business as properties of hotels, restaurants, refreshment rooms, lodging, houses, bars, cafeterias, snack bars, hotels, health clubs, recreation clubs, libraries, laundries, saloons, beauty parlours and shopping arcades.*
2. *To carry on business as bakers, caterers and dealers in all kinds of foods, drinks, provisions, and food products and to carry on business as refreshment contractors, confectionary and sweet meat merchants and liquor merchants*."

The main objects as contained in our MoA enable our Company to carry on the business presently being carried out and proposed to be carried out.

Amendments to our MoA

Set out below are the amendments to our MoA in the last ten years:

Date of Shareholders' resolution	Particulars
November 30, 2016*	Amended the situation clause of our Company to reflect the change in the registered office of our Company from 14/7 Mahatma Gandhi Road, Bangalore – 560 042, Karnataka, India to 17 Park Street, Kolkata – 700 016.
October 25, 2019	Each of the existing 20,000,000 equity shares of our Company of face value of ₹ 10 each in the authorized share capital of our Company were sub-divided into 200,000,000 equity shares of our Company of face value of ₹ 1 each.
October 25, 2019	The authorized share capital of our Company was increased from ₹ 200,000,000 divided into 200,000,000 equity shares of our Company of face value of ₹ 1 each to ₹ 350,000,000 divided into 350,000,000 equity shares of our Company of face value of ₹ 1 each.
December 23, 2019	Amended the objects and capital clause of the MoA to make it consistent with the requirements of the Companies Act, 2013.

** Effective date of change in the registered office is July 15, 2017*

Major events and milestones of our Company

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Particulars
1988	Opening of our hotel 'The Park' in Delhi
1994	Opening of restaurant 'Some Place Else' in Kolkata
1999	Purchased 'The Park' in Bangalore
	Budget Hotels Limited (erstwhile name of our Company) became the wholly owned subsidiary of Apeejay Hotels Delhi
2000	Opening of our 'The Park' in Bangalore
2002	Opening of our 'The Park' in Chennai
2003	Apeejay Hotels Delhi, and Gemini Hotels and Holdings Limited (a wholly owned subsidiary of Apeejay Hotels Delhi) were amalgamated with Budget Hotels Limited (erstwhile name of our Company)
2004	Name of our Company was changed to Apeejay Surrendra Park Hotels Limited
2007	Investment received from RECP IV Park Hotel Investors Ltd, RECP IV Park Hotel Co-Investors Ltd and REFS Park Hotel Investors Ltd into our Company
2010	Opening of our hotel 'The Park' in Hyderabad
2012	Undertook a branding exercise to create 'The Park', 'The Park Collection' and 'Zone by The Park'
2014	Opening of the first property under the brand 'Zone by The Park' at Coimbatore
2019	Acquired confectionery business from Flury's Swiss Confectionery
2021	Opening of restaurant 'Someplace Else' at Mumbai

Awards, Accreditations and Recognitions

Set out below are certain key awards, accreditations and recognitions received by our Company:

Calendar Year	Awards and accreditations
2023	'Beachside Resort of the Year' award won by The Park Calangute at the Business Goa Awards for Corporate Excellence
2023	Zone Connect was awarded 'Leading 4 Star Hotel in Goa' at the 2nd Annual World Signature Awards 2023
2023	Zone by The Park Jodhpur was awarded the 'Best Business Hotel' by Rajasthan Tourism & Hospitality Expo
2023	Lotus, THE Park Chennai won the award for the 'Best Modern Asian - Premium Dining' at the Times Food & Nightlife Awards
2023	Flurys won the culinary heritage award conferred by Intach, Calcutta
2023	Flurys won in the Best Bakery category by Zomato Restaurant Awards
2023	Flurys won in the Best All Day Breakfast in Kolkata category by Zomato Restaurant Awards
2023	Someplace Else (Mumbai) won the award for 'Best Newcomer – Nightclub' at the Food Connoisseurs Awards
2022	THE Park Chennai won the TripAdvisor Travellers' Choice Award
2022	THE Park Bangalore won the runner-up award for 'Favourite LGBTQ-friendly hotel in India' at the Conde Nast Traveller Readers' Travel Awards

Calendar Year	Awards and accreditations
2022	Epicentre, THE Park Indore won the award for 'Best Restaurant in Indore' at the Food Connoisseurs India Awards
2022	Aqua, THE Park Indore won the award for 'Gastro Pub of the Year (West)' at the Food Connoisseurs India Awards
2022	Peace Bar, THE Park Calangute Goa won in the award for 'Best Lounge Bar' at the Times Food & Nightlife Awards
2022	Lotus, THE Park Chennai was awarded 'Best Pan Asian Restaurant' by Tamil Nadu Tourism Awards
2022	THE Park Baga River Goa won Booking.com's Traveller Review Awards
2022	Lotus, THE Park Chennai won the award for the 'Best–Pan Asian - Premium Food Delivery at the Times Food & Nightlife Awards
2021	Aqua, THE Park Chennai was awarded 'Best Barbecue & Grills – Premium Dining' by the Times Food and Nightlife Awards
2021	Six 'O' One, THE Park Chennai was awarded 'Best World Cuisine- Premium Dining' by the Times Food and Nightlife Awards
2021	Pasha, THE Park Chennai was awarded 'Best Night Club' by the Times Food and Nightlife Awards
2021	THE Park Chennai won the TripAdvisor Travellers' Choice Award
2021	Peace, THE Park Calangute Goa won the award for 'Best Sundowner Lounges – Casual Night Out' at the Times Food & Nightlife Awards
2021	Zone by The Park Jaipur won the TripAdvisor Travellers' Choice Award
2021	Zone by The Park Jammu won the TripAdvisor Travellers' Choice Award
2021	Zone by The Park Jodhpur won the TripAdvisor Travellers' Choice Award

Details regarding material acquisition or divestment of business/ undertakings, and mergers and amalgamation in the last ten years

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business or undertaking in the last ten years immediately preceding the date of this Draft Red Herring Prospectus.

Business Transfer Agreement dated December 19, 2019, between our Company and Flury's Swiss Confectionery ("Business Transfer Agreement")

Our Company entered into the Business Transfer Agreement for the acquisition of the confectionery business of Flury's Swiss Confectionery including all its assets, liabilities, business know-how, contracts, permits, records, employees, any incorporeal assets, any benefits or incentives granted or accrued on Flury's Swiss Confectionery by any regulatory or statutory body, as a going concern on an 'as is where is' basis with effect from October 1, 2019 ("**Transfer Date**"). The confectionery business was acquired by our Company from Flury's Swiss Confectionery on slump sale basis (as defined under Section 2(42C) of the Income Tax Act, 1961) with all rights, title, interest, benefits, free and clear from all encumbrances and in perpetuity, for the lump sum consideration of ₹ 662.70 million.

Pursuant to the Business Transfer Agreement, Flury's Swiss Confectionery had transferred all licenses, approvals, insurance policies and lease deeds required for the confectionery business to our Company. Further, Flury's Swiss Confectionery had undertaken to indemnify our Company against any breach or inaccuracy of any representations and warranties, violation or failure to perform any covenant or obligation or agreement or undertaking contained in the Business Transfer Agreement in respect of the confectionery business, including claims by governmental authorities, counter parties or employees, relating to the period prior to the Transfer Date, irrespective of any claim being raised post the Transfer Date as well as any claims by existing and past employees relating to their employment, whether such claims arise before or after the Transfer Date.

For further details, see "*Risk Factors – Internal Risk Factors – If we pursue a strategy of expansion through acquisition of new hotels, we may be exposed to increased risks from future acquisitions, which we may not be able to successfully consummate or such acquisitions may not yield intended results leading to an adverse effect our business prospects, results of operations, financial condition, and cash flows.*" on page 53.

Mergers or amalgamation

Our Company has not undertaken any merger, demerger or amalgamation in the last ten years, immediately preceding the date of this Draft Red Herring Prospectus.

Revaluation of assets in the last ten years

Our Company has not revalued its assets in the ten years immediately preceding the date of this Draft Red Herring Prospectus.

Shareholders' agreements

Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreements with respect to our Company.

Share transfer agreement dated February 1, 2021 entered between Karan Paul, Priya Paul, Apeejay Surrendra Trust and Flury's Swiss Confectionery Private Limited^ (collectively, the "Previous Promoters"), RECP IV Park Hotel Investors Ltd and RECP IV Park Hotel Co-Investors Ltd (collectively, the "Investors"), as amended pursuant to an extension letter entered between the Investors and Previous Promoters dated February 17, 2021 (together, the "Share Transfer Agreement" or "STA") and amendment agreement to the Share Transfer Agreement dated August 16, 2023 ("Amendment Agreement")

The Previous Promoters and the Investors had entered into a share transfer agreement dated December 26, 2019 ("**Original Share Transfer Agreement**"), pursuant to which the Previous Promoters or their affiliates (as indicated by them) were entitled to receive 3,999,760 equity shares from the Investors, representing 2.29% of the total issued, paid-up and fully diluted share capital of our Company ("**Promoter Entitlement**"), upon execution of the following agreements:

(a) Business Transfer Agreement;
(b) termination of the royalty agreement* between our Company and ASMSL ("**Royalty Termination Agreement**");
(c) termination of the service agreement** between our Company and ASMSL ("**Service Termination Agreement**"); and
(d) the brand usage and service agreement, between our Company and ASMSL ("**Brand Usage and Service Agreement**"),

for a consideration of ₹ 100.00 and Transaction Closing. The Business Transfer Agreement was executed on December 19, 2019 and each of the (i) Royalty Termination Agreement, (ii) Service Termination Agreement, and (iii) Business Usage and Service Agreement were executed on December 23, 2019, respectively.

In supersession of the Original Share Transfer Agreement, the Previous Promoters entered into another share transfer agreement with the Investors dated February 1, 2021 ("**Share Transfer Agreement**"), pursuant to which the Investors transferred the Promoter Entitlement on February 24, 2021 to Apeejay Surrendra Management Services Private Limited ("**ASMSPL**"), a member of our Promoter Group. The consolidated shareholding of the Investors was changed from 14,161,760 equity shares representing 8.10% of the total issued, paid-up and fully diluted share capital of the Company to 10,162,000 equity shares representing 5.81% of the total issued, paid-up and fully diluted share capital of the Company. Further, in terms of the Share Transfer Agreement, the Investors also have tag-along rights, basis which in case any of the Previous Promoters propose to transfer their Equity Shares (except by way of the Offer) to any third party ("**Transferee**"), not being an affiliate of such Previous Promoter and (a) such transfer would result in a change of control of our Company, then the Investors shall have the right to sell all of their Equity Shares to the proposed Transferee; or (b) such transfer would not result in a change of control of the Company, then the Investors shall have the right to sell up to a pro rata portion of their Equity Shares to the proposed Transferee in accordance with the terms of Share Transfer Agreement, simultaneous with the transfer of Equity Shares by the Previous Promoters, on the same terms and conditions as those offered to them. Such tag-along rights are available to the Investors until the listing of the Equity Shares on the Stock Exchanges.

In accordance with the terms of the Amendment Agreement, the tag-along rights available to the Investors shall automatically cease to be valid and effective on and from the date of filing of the updated Draft Red Herring Prospectus with SEBI. Further, in the event that the Offer is withdrawn or cancelled or not completed in accordance with the timelines stipulated in the provisions of the Amendment Agreement, the tag-along rights available to the Investors under the STA shall be re-instated, in accordance with the terms of the Amendment Agreement.

* *Royalty agreement was originally entered between the Apeejay Surrendra Corporate Service Private Limited (“**ASCSPL**”) and our Company, dated July 13, 2007, pursuant to which royalty of three percent of the gross turnover of the Company plus applicable service tax was payable to ASCSPL by the Company, in consideration of the grant of license to use certain trademarks owned and possessed by ASCSPL and for provisioning of certain corporate services by the ASCSPL to our Company, in accordance with the terms and conditions thereto(“**Royalty Agreement**”). Pursuant to corporate restructuring and a court approved scheme of amalgamation and in accordance with the terms of the Royalty Agreement, the Royalty Agreement, and all the rights and liabilities under the same of ASCSPL were assigned to ASMSL.*

** *ASPL had entered into an agreement dated July 13, 2007, with our Company, pursuant to which, (i) the license to use certain trademarks, owned and possessed by the ASPL was granted to the Company, in accordance with the terms and conditions of the service agreement, and (ii) the advisory, consulting and other services in relation to the general management and operations of the Company, was provided by the ASPL, for a total consideration of ten percentage of the gross operating profit of the Company, payable to the ASPL by the Company in quarterly tranches (“**Service Agreement**”). Pursuant to corporate restructuring and a court approved scheme of amalgamation, a portion of the business of ASPL was amalgamated into ASCSPL and ASPL was dissolved. Further, pursuant to corporate restructuring and a court approved scheme of amalgamation, the Service Agreement and all the rights and liabilities under the Service Agreement of ASCSPL were assigned to ASMSL.*

^ *Flury’s Swiss Confectionery Private Limited was a shareholder and one of the Promoters of our Company. Subsequently, Flury’s Swiss Confectionery Private Limited, Fusion Beverages Private Limited, Great Eastern Stores Private Limited, Apeejay Tea Limited and their respective shareholders and creditors entered into a composite scheme of arrangement amongst themselves (“**Composite Scheme**”) which became operational from April 1, 2019. The Composite Scheme was approved by the NCLT, Kolkata Bench vide its order dated December 2, 2021, in terms of which, it was agreed to transfer by way of demerger, the real estate and investment undertaking of Flury’s Swiss Confectionery Private Limited (“**Demerged Undertaking**”) into Great Eastern Stores Private Limited (“**Resulting Company**”). Further, the assets, rights, title, interests and investments of Flury’s Swiss Confectionery Private Limited in relation to the Demerged Undertaking, including 52,500,000 Equity Shares of the Company held by the Flury’s Swiss Confectionery Private Limited, were transferred to the Resulting Company, on the Effective Date, absolutely and forever.*

Brand Usage and Services Agreement between our Company and ASMSL dated December 23, 2019

Our Company and ASMSL have entered into a Brand Usage and Services Agreement on December 23, 2019, pursuant to which (i) ASMSL has granted our Company a license for the use of the trademarks - “Apeejay”, “Apeejay Surrendra” and the logo “ ” (collectively, the “**Apeejay Trade Marks**”), owned by ASMSL, for a consideration of 0.33% of the turnover of the Company on standalone basis payable by the Company to ASMSL; (ii) ASMSL shall provide the advisory services with respect to insurance and related matters for an annual consideration of ₹ 2,500,000 payable by Company to ASMSL; and (iii) ASMSL shall provide advisory services on employee benefit schemes and related matters for a consideration of ₹ 1,500,000 payable by our Company to ASMSL, on such mutually agreed terms and conditions as set out in the Brand Usage and Service Agreement. The Brand Usage and Service Agreement was effective from October 1, 2019 and shall continue to be operative until terminated by our Company or ASMSL, by giving an advance termination notice of 90 days. Upon termination of the Brand Usage and Service Agreement, our Company will immediately discontinue any further use of the Apeejay Trade Marks and shall not use any trade mark which could be confusingly resembled, misled and mistaken with and by the Apeejay Trade Marks and shall make payments of all outstanding consideration due and payable. For further details, see “*Risk Factors – We do not own the trademark and logo associated with the “Apeejay” and “Apeejay Surrendra” brand name and derive right to use from the Brand Usage and Service Agreement. In the event such agreement is terminated or not renewed, it may adversely affect our business, financial condition, and the results of our operations*” on page 34.

Agreements by Key Managerial Personnel, Senior Management, Director, Promoter or any other employee of our Company

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by any Key Managerial Personnel, Senior Management, Director, Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder of our Company or any other third party, with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Other material agreements

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any other material agreements including with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of its business.

Details of guarantees given to third parties by the Promoters offering the Equity Shares in Offer

None of our Promoter Selling Shareholders have given guarantees to any third parties, as on the date of this Draft Red Herring Prospectus.

Time and cost overrun in setting up projects by our Company

Other than any instances of delay experienced by our Company due to the nation-wide lock down and restrictions imposed by state governments and local administrations owing to COVID-19 pandemic and in their ordinary course of business, including as a result of undertaking repair and maintenance of our hotel properties, our Company has not experienced any time or cost overrun in respect of our business operations. Such time/ cost overruns involve risks and uncertainties, including those discussed in "*Risk Factors –We are exposed to risks associated with the development of our hotel properties and land banks. Any delay in the construction of new hotel buildings or expansion of our existing properties may have an adverse effect on our business, results of operations, financial condition, and cash flows*" on page 28.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets to the extent applicable, see "*Our Business*" on page 188.

Defaults, rescheduling or restructuring of borrowings with financial institutions/ banks by our Company

As on date of this Draft Red Herring Prospectus, there are no defaults, rescheduling or restructuring in relation to the borrowings availed by our Company from any financial institutions/banks. However, in response to the COVID-19 pandemic, our Company had opted for moratorium offered by the RBI under its 'COVID-19 Regulatory Package' for certain outstanding term loans and working capital loans. For details, see "*Risk Factor – The COVID-19 pandemic or any future pandemic or widespread public health emergency, could affect our business, financial condition, cash flows and results of operations"* on page 39.

Holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have any holding company.

Subsidiaries and joint ventures

As on the date of this Draft Red Herring Prospectus, our Company has three subsidiaries. Our Company does not have any joint ventures. For details, see "*Our Subsidiaries*" on page 233.

Significant financial or strategic partnerships

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partnerships.

OUR SUBSIDIARIES

As on the date of this Draft Red Herring Prospectus, our Company has following three Subsidiaries:

(i) Apeejay Charter Private Limited;
(ii) Apeejay Hotels & Restaurants Private Limited; and
(iii) Apeejay North-West Hotels Private Limited

Set out below are details of our Subsidiaries.

1. Apeejay Charter Private Limited ("ACPL")

Corporate Information

ACPL, a private limited company was incorporated on April 1, 2005 under the Companies Act, 1956. The CIN of ACPL is U74999WB2005PTC102618 and its registered office is situated at Apeejay House 15, Park Street Kolkata - 700016.

Nature of Business

ACPL is currently engaged in the business of operations of yachts for tourism purposes.

Capital Structure

The capital structure of ACPL is as follows:

Particulars	Number of equity shares of ₹ 10 each	Amount (₹ in million)
Authorised share capital	500,000	5.00
Issued, subscribed and paid up share capital	10,000	0.10

Shareholding Pattern

The shareholding pattern of ACPL is as follows:

S. No.	Name of the equity shareholder	Number of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Apeejay Surrendra Park Hotels Limited	5,170	51.70
2.	Karan Paul	3,200	32.00
3.	Philips Carbon Black Limited	1,600	16.00
4.	Apeejay Surrendra Park Hotels Limited jointly with Ashoke Ghosh	10	0.10
5.	Apeejay Surrendra Park Hotels Limited jointly with Vijay Dewan	10	0.10
6.	Apeejay Surrendra Park Hotels Limited jointly with Karan Paul	10	0.10
Total		10,000	100.00

2. Apeejay Hotels & Restaurants Private Limited ("AHRL")

Corporate Information

AHRL, a private limited company, was incorporated on February 5, 2018 under the Companies Act, 2013. The CIN of AHRL is U55209WB2018PTC224524 and its registered office is situated at 17, Park Street Kolkata - 700016.

Nature of Business

AHRL is currently engaged in the hospitality business.

Capital Structure

The capital structure of AHRL is as follows:

	Number of equity shares of ₹ 10 each	Amount (₹ in million)
Authorised share capital	10,000	0.10
Issued, subscribed and paid up share capital	10,000	0.10

Shareholding Pattern

The shareholding pattern of AHRL is as follows:

S. No.	Name of the equity share holder	Number of equity shares held	Percentage of total equity holding (%)
1.	Apeejay Surrendra Park Hotels Limited	9,980	99.80
2.	Apeejay Surrendra Park Hotels Limited jointly with Priya Paul	10	0.10
3.	Apeejay Surrendra Park Hotels Limited jointly with Karan Paul	10	0.10
Total		10,000	100.00

3. Apeejay North-West Hotels Private Limited ("ANWHPL")

Corporate Information

ANWHPL, a private limited company, was incorporated on January 18, 2021 under the Companies Act, 2013. The CIN of ANWHPL is U55101DL2021PTC375792 and its registered office is situated at 15, Parliament Street, Sansad Marg, Central Delhi, Delhi - 110001.

Nature of Business

ANWHPL is currently engaged in the hospitality business.

Capital Structure

The capital structure of ANWHPL is as follows:

	Number of equity shares of ₹ 10 each	Amount (₹ in million)
Authorised share capital	10,000	0.10
Issued, subscribed and paid up share capital	10,000	0.10

Shareholding Pattern

The shareholding pattern of ANWHPL is as follows:

S. No.	Name of the equity share holder	Number of equity shares held	Percentage of total equity holding (%)
1.	Apeejay Surrendra Park Hotels Limited*	10,000	100.00
Total		10,000	100.00

** Includes 10 equity shares held jointly with each Karan Paul and Priya Paul*

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company

Common Pursuits

Except for AHRL and ANWHPL, which are also involved in the hospitality business like our Company, there are no common pursuits between our Company and its Subsidiaries. However, there is no conflict of interest amongst these Subsidiaries and our Company as these Subsidiaries are controlled by us. If required, our Company will adopt necessary procedures and practices as permitted by law to address any conflict situations, if and when they arise.

Business Interest between our Company and its Subsidiaries

Except as disclosed in "*Our Business*" and "*Related Party Transactions*" on pages 188 and 260, respectively, none of our Subsidiaries have any business interest in our Company.

Other confirmations

None of our Subsidiaries are listed on any stock exchange in India or abroad. Further, neither have any of our Subsidiaries been refused listing in the last ten years by any stock exchange in India or abroad, nor have any of our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad.

OUR MANAGEMENT

Board of Directors

In terms of our Articles of Association and subject to the provisions of the Companies Act, the number of Directors on our Board shall not be less than three and more than 15, provided that our Company may appoint more than 15 directors after passing a special resolution in a general meeting of our shareholders.

As on date of this Draft Red Herring Prospectus, our Board comprises of six Directors including three Independent Directors (including one woman Independent Director), two Executive Directors and one Non-Executive Non-Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

The following table sets out the details of our Board as on date of this Draft Red Herring Prospectus:

Name, designation, address, occupation, date of birth, period of directorship, current term and DIN	Age (years)	Other directorships
Priya Paul *Designation*: Chairperson and Executive Director *Address*: 2, Aurangzeb Lane, New Delhi – 110 011 *Occupation*: Industrialist *Date of birth*: April 30, 1966 *Period of directorship*: Director since May 5, 1999 *Current term*: Five years with effect from June 1, 2020 until May 31, 2025 (liable to retire by rotation) *DIN:* 00051215	57	*Indian Companies* 1. Afsan Health Resort Private Limited; 2. Apeejay Shipping Limited; 3. DLF Cyber City Developers Limited Co.; 4. DLF Limited; 5. Ladies Youth Association; 6. South Asia Women Foundation India; and 7. World Monuments Fund India Association. *Foreign Companies* 1. Women's Fund Asia.
Karan Paul *Designation*: Non-Executive Director *Address*: 13A, Alipore Road, Kolkata, 700 027. *Occupation*: Industrialist *Date of birth*: November 3, 1969 *Period of directorship*: Director since February 07, 2005 *Current term*: Liable to retire by rotation *DIN:* 00007240	53	*Indian Companies* 1. Apeejay Infra-Logistics Private Limited; 2. Apeejay Logistics Park Private Limited; 3. Apeejay Securities Private Limited; 4. Apeejay Shipping Limited; 5. Apeejay Tea Limited; 6. Artistery Properties Private Limited; 7. Bengal Shipyard Limited; 8. Indian National Shipowners Association; 9. K.P.H. Dream Cricket Private Limited; 10. Oceanic Shipyard Limited; and 11. West Bengal Tourism Development Corporation Limited. *Foreign Companies* 1. Surrendra Overseas (Panama) Inc.; and 2. Surrendra Overseas (Singapore) Pte. Ltd.
Vijay Dewan *Designation*: Managing Director *Address*: 501, The Park, 17 Park Street, Kolkata – 700 016	63	*Indian Companies* 1. Apeejay Hotels & Restaurants Private Limited; 2. Apeejay North-West Hotels Private Limited; 3. Hotel & Restaurant Association of Eastern

Name, designation, address, occupation, date of birth, period of directorship, current term and DIN	Age (years)	Other directorships
Occupation: Service *Date of birth*: August 18, 1959 *Period of directorship*: Director since August 19, 2002 *Current term*: Three years with effect from December 1, 2021 until November 30, 2024 *DIN:* 00051164		India; 4. Nicco Parks & Resorts Limited; and 5. The Federation of Hotel and Restaurant Associations of India. *Foreign Companies* Nil.
Debanjan Mandal *Designation*: Independent Director *Address*: 93/3A/2, Acharya Prafulla Chandra Road, Kolkata – 700 009 *Occupation*: Advocate *Date of birth*: August 26, 1973 *Period of directorship*: Director since February 21, 2017 *Current term*: Five years with effect from February 21, 2020 until February 20, 2025 *DIN:* 00469622	49	*Indian Companies* 1. Apeejay Tea Limited; 2. Bengal Aerotropolis Projects Limited; 3. Century Plyboards (India) Limited; 4. CESC Limited; 5. Fox & Mandal Consultancy Solutions Private Limited; 6. Haldia Energy Limited; 7. Indian Chamber of Commerce, Calcutta; 8. Industrial and Prudential Investment Company Limited; 9. Spencer's Retail Limited; and 10. West Bengal Infrastructure Development Finance Corporation Limited. *Foreign Companies* Nil.
Suresh Kumar *Designation*: Independent Director *Address*: D56, Panchsheel Enclave, New Delhi – 110 017 *Occupation*: Self-employed *Date of birth*: February 8, 1958 *Period of directorship*: Director since March 29, 2018 *Current term*: Five years with effect from March 29, 2021 until March 28, 2026 *DIN:* 02741371	65	*Indian Companies* 1. HPL Additives Limited; and 2. Kirlsokar Electric Company Limited. *Foreign Companies* Nil.
Ragini Chopra *Designation*: Independent Director *Address*: B-116, 1st Floor, Neeti Bagh, New Delhi – 110 049 *Occupation*: Management Service *Date of Birth*: December 25, 1952 *Period of directorship*: Director since December 23, 2019 *Current term*: Five years with effect from	70	*Indian Companies* ***1.*** Advani Hotels & Resorts (India) Limited. *Foreign Companies* Nil.

Name, designation, address, occupation, date of birth, period of directorship, current term and DIN	Age (years)	Other directorships
December 23, 2022 until December 22, 2027. *DIN*: 07654254		

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except for Karan Paul and Priya Paul, who are siblings, no other Directors are related to each other or to any of the Key Managerial Personnel or Senior Management.

Brief profiles of our Directors

Priya Paul is the Chairperson and Executive Director of our Company. She is also one of our Promoters. She holds a bachelor's degree in arts from the Wellesley College, Massachusetts, USA. She has completed the Owner/President Management Program at Graduate School of Business Administration, Harvard University, USA, and the Young Managers Programme at The European Institute of Business Administration (INSEAD), France. Priya Paul started her career with the Apeejay Group in July 1988 when she joined as a marketing manager and has continued to be associated with us since in different capacities. She has approximately 35 years of experience in the hospitality sector and continues to hold a leadership position in our Company since April 1, 2003. She has been the recipient of many awards and honours for her contribution to the hotel industry, including the Padma Shri for her services to trade and industry by the President of India in the year 2012, insignia of Chevalier de l'Ordre National du Merite (National Order of Merit) in 2013, 'Entrepreneur of the Year' Award in 2000 from Federation of Hotel and Restaurant Association of India, the Aatithya Ratna Award in 2012 by Hotel Investment Forum India and Readers' Travel Awards for 'Excellence in Design Innovation' in 2011 from Condé Nast Traveller, India. Priya Paul has also been nominated multiple times for the Economic Times Award for 'Businesswoman of the Year'. She was ranked by Fortune India as one of India's top 50 most powerful businesswomen in 2020. She has also featured in the Power List 2021 by Hotelier India.

Karan Paul is a Non-Executive Director of our Company and one of our Promoters. He holds a bachelor's degree in arts from Brown University, USA. He has been a member and been associated with various reputed trade organizations and professional forums such as Indian National Shipowners' Association, Indian Tea Association, Tea Board of India, Federation of Indian Chambers of Commerce & Industry, and Indian Chamber of Commerce amongst others. He is also a director of the West Bengal Tourism Development Corporation Limited under the Government of West Bengal, India. He has approximately 31 years of experience in managing and developing businesses across various sectors such as shipping, real estate and logistics, financial services, tea plantations and FMCG. He also leads the group's expansion in education. He joined the Apeejay Surrendra Group in 1992. He was appointed on our Board in 2005. In 2006, Karan Paul was awarded one of Italy's highest honours, 'The Order of the Star of Italian Solidarity' by the President of Italy. In 2012, International Confederation of NGOs felicitated Karan Paul with its coveted 'Karmaveer Puraskaar' for his contribution as a 'Corporate Citizen for Holistic CSR Initiatives'. The award was given to him for his work in the field of social service and for interpreting his responsibilities as an individual and as the leader of the Apeejay Surrendra Group. In 2019 the same NGO body awarded him with their highest award 'Karmaveer Puraskaar Maharatna Award 2019' for his continued service. Further, in 2019, Karan Paul was conferred with the Business Leadership Award by Calcutta Management Association in acknowledgement of his various pioneering entrepreneurial initiatives and achievements.

Vijay Dewan is the Managing Director of our Company and looks after the management and administration of our Company under the overall supervision, control and direction of our Board. He holds a master's degree in organic chemistry from the Garhwal University, Uttarakhand, and has a post-graduate diploma in hotel management from the Oberoi School of Hotel Management, New Delhi. He has also completed several courses from Cornell University and Harvard University, USA. Vijay Dewan has approximately 32 years of experience in the hospitality industry and has been with our company since April 8, 1991. He was the Chairman of the CII West Bengal State Council for the year 2019-2020. Thereafter he became the Chairman of the CII Eastern Region for the year 2021-2022. Currently, he is the National Council Member of CII. He is also the Executive Committee Member of the Federation of Hotel & Restaurants Associations of India (FHRAI) and Managing Committee Member of Hotels & Restaurant Association of Eastern India (HRAEI).

Debanjan Mandal is an Independent Director of our Company and has been on our Board since February 21, 2017. He holds a bachelor's degree in law from the University of Burdwan, West Bengal and has completed his second year for a bachelor's degree in English from the University of Calcutta. He is a member of the Incorporated

Law Society of Calcutta, International Bar Association, U.K. and Bar Council of West Bengal. He has more than 23 years of experience in litigation, arbitration and transactional matters in various sectors such as energy, public transport, aviation, shipping and corporate mergers and acquisitions. Presently he is a partner at Fox & Mandal, Solicitors and Advocates, Kolkata, where he started his career as an associate in 1999.

Suresh Kumar is an Independent Director of our Company and has been on our Board since March 29, 2018. He holds a bachelor's degree in science from the University of Delhi and was admitted to the Graduate Management Qualification from the Bond University, Australia. He has approximately 43 years of experience in the hospitality sector. Suresh Kumar has previously worked at ITC Hotels Limited for over three decades and retired as their Managing Director. He was recognized as a 'Green Hotelier' at the Environment Awards, 1996 by the International Hotel & Restaurant Association.

Ragini Chopra is an Independent Director of our Company and has been on our Board since December 23, 2019. She has passed the final examinations of her bachelor's degree in arts from the Meerut University, Uttar Pradesh and holds a diploma in hotel management from the Oberoi School of Hotel Management, New Delhi. She has completed the Senior Management Development Programme of Oberoi Hotels from the International Negotiation Institute, USA and Oberoi Senior Executives Program by Institut de Management Hotelier International, conducted at New Delhi. She has over 48 years of experience in the hotel industry. Presently she is the Executive Vice President for Corporate Affairs at InterGlobe Enterprises Private Limited and has been previously associated with Jet Airways (India) Limited and Oberoi Group.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors have been appointed or selected pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Terms of appointment of our Executive Directors

Priya Paul

Priya Paul was appointed as a Whole-time Director of our Company with effect from June 1, 2020, pursuant to a resolution of our Board dated May 29, 2020, and our Shareholders' resolution dated June 5, 2020. The details of her remuneration are stated in the table below.

Particulars	Remuneration payable
Basic salary	₹ 3 million per month (subject to annual increment to be decided by the Board of Directors but not exceeding ₹ 5 million per month)
Benefits, perquisites and allowances	1. *Residential accommodation*: Reimbursement of repairs, maintenance and utilities (e.g., gas, electricity and water charges) for the said accommodation. 2. *Hospitalization, transport, tele-communication and other facilities*: (a) Hospitalization and major medical expenses incurred for the self and family on actual basis. (b) Car with driver provided, maintained by the Company for official and personal use as per the rules of our Company. (c) Telecommunication facilities including broadband, internet and mobile as per the rules of our Company. (d) Health insurance/life insurance/personal accident premium as per the rules of our Company. (e) Up to two credit cards for and on behalf of our Company for the purpose of meeting the expenses for and on behalf of our Company. Annual fees of the credit card will be borne by our Company. (f) Join any organization/attend seminars/courses in or outside India which has the effect of improving business potential or effectiveness of our Company including its brand. (g) Travel in air in business class/first class for business purposes. (h) Benefits of any corporate membership taken by our Company. (i) Two personal memberships for social, sports clubs, Hotels, YPO not exceeding a value of ₹ 0.5 million per annum. (j) entertainment for self and family as per the rules of our Company. (k) *Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity* as per the rules of our Company. In case of no contribution to the Superannuation Fund, the same would be payable as an allowance as per the rules of our Company.

Vijay Dewan

Vijay Dewan was re-appointed as the Managing Director of our Company with effect from December 1, 2021, pursuant to a resolution of our Board dated September 27, 2021, and our Shareholders' resolution dated September 30, 2021. The details of his remuneration have been revised in terms of the re-appointment agreement executed on October 25, 2021, with our Company and the same are stated in the table below.

Particulars	Remuneration payable
Basic salary	₹ 1.93 million per month (subject to annual increment to be decided by the Board of Directors/ Remuneration Committee)
Benefits, perquisites and allowances	1. *Education allowance*: ₹ 0.06 million per month; 2. *Provident Fund*: ₹ 0.23 million per month; and 3. *Reimbursements*: a. Medical Reimbursement: ₹ 0.06 million; b. Other allowance: ₹ 0.1 million c. Leave travel allowance: ₹ 0.25 million 4. In addition to the basic salary and the aforesaid allowances, Vijay Dewan is also entitled to certain perquisites, including furnished accommodation against payment of license fees, performance incentive, club fees, medical and accident insurance, leave encashment, benefits provident fund and gratuity fund and reimbursement of car and telephone expenses in accordance with the rules of the Company. The perquisites shall be restricted to the annual salary.

Payment or benefit to Directors of our Company

Other than as disclosed below, our Company has not paid any compensation or granted any benefit to any of our Directors (including contingent or deferred compensation) in all capacities in Fiscal 2023. Further, there is no contingent or deferred compensation payable to any of our Directors accrued for the year.

1. Details of remuneration paid to our Executive Directors in Fiscal 2023 are set forth below:

Sr. No.	Name of the Director	Remuneration (in ₹ million)
1.	Priya Paul	42.12
2.	Vijay Dewan	45.30

2. **Sitting fees to Non-Executive Directors:**

Pursuant to a resolution of our Board dated December 21, 2019, our Company has fixed the sitting fees payable to our Non-Executive Directors, including the Independent Directors, in the following manner:

(a) ₹ 10,000 per meeting for attending the meetings of our Board; and
(b) ₹ 5,000 per meeting for attending the meetings of the committees of our Board, except the Corporate Social Responsibility Committee.

Our Non-Executive Directors are also entitled to reimbursements for the period of their respective appointment, on account of expenses for their travel, hotel and other incidental expenses, incurred by them for performing their duties as Directors.

S. No.	Name of Director	Remuneration paid in Fiscal 2023 (in ₹ million)
1.	Karan Paul	16.07
2.	Debanjan Mandal	0.03
3.	Suresh Kumar	0.05
4.	Ragini Chopra	0.05

Remuneration paid or payable to our Directors from our Subsidiaries

No remuneration was paid or was payable to our Directors by any of our Subsidiaries in Fiscal 2023.

Changes in our Board in the last three years

Name	Date of Appointment/Change/ Cessation	Particulars/ Reason
Ashoke Ghosh	September 1, 2020	Retired
Suneeta Reddy	December 22, 2022	Retired

Bonus or profit sharing plan of our Directors

Except our Executive Directors, who may be paid performance-based incentives at the discretion of our Company, in accordance with the terms of their respective appointments and our Company's policies, our Company does not have a bonus or profit sharing plan for our Directors.

Shareholding of our Directors in our Company

Our Articles of Association do not require any of our Directors to hold any qualification shares.

Except Karan Paul, none of our Directors hold any Equity Shares as on the date of this Draft Red Herring Prospectus. For details of Directors holding any Equity Shares, see "*Capital Structure*" on page 102.

Other confirmations

None of our Directors is or was a director of any listed company, whose shares has been or were suspended from being traded on any of the stock exchange(s) during the five years preceding the date of this Draft Red Herring Prospectus, during their tenure as a director in such company.

Except as disclosed below, none of our Directors is or was a director of any listed company that has been or was delisted from any stock exchange.

PARTICULARS	
Name of the company	Apeejay Tea Limited (erstwhile AFT Industries Limited)
Name of the stock exchange(s) on which the company was listed	Delhi Stock Exchange Association Ltd., Gauhati Stock Exchange Limited, BSE and Calcutta Stock Exchange Association Limted*
Date of delisting on stock exchanges	July 12, 2004, March 23, 2006, December 14, 2007 and March 25, 2008*
Whether delisting was compulsory or voluntary	Voluntary
Reasons for delisting	Cost saving, administrative convenience, giving existing shareholders an exit option
Whether the company has been relisted	No
Date of relisting on give name of stock exchange	N.A.
Term of directorship (along with relevant dates) in the above company	Karan Paul was a director in Apeejay Tea Limited from August 6. 1992 till December 10, 2010. Debanjan Mandal was a director in Apeejay Tea Limited from November 7, 2002 till December 10, 2010.

**AFT Industries Limited was voluntarily delisted from Delhi Stock Exchange Association Ltd. vide an order dated July 12, 2004. The name of AFT Industries Limited was changed to Apeejay Tea Limited with effect from October 6, 2004, pursuant to a fresh certificate of incorporation. Apeejay Tea Limited was voluntarily delisted from the Guwahati Stock Exchange Limited vide an order dated April 12, 2006. Apeejay Tea Limited voluntarily delisted from BSE Limited and Calcutta Stock Exchange Association Limited vide orders dated December 19, 2007 and April 16, 2008, respectively.*

None of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers.

None of our Directors have been declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Borrowing powers of our Board

Pursuant to our Articles of Association and in accordance with the provisions of the Companies Act, our Shareholders have passed a special resolution on September 29, 2022, authorizing our Board (including any Committee thereof) of the Company to borrow for and on behalf of our Company, from time to time, any sum or sums of money from banks, companies, bodies corporate, financial institutions, other lending institutions, firms, persons on such terms and conditions as may be considered appropriate by them in the interest of our Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by our Company, apart from temporary loans obtained from our Company's bankers in the ordinary course of business, may exceed aggregate of our paid-up share capital and free reserves, provided that the maximum amount of moneys so borrowed by our Board and outstanding at any time shall not exceed the limit of ₹ 8,500 million or the aggregate of the paid- up capital and free reserves of our Company, whichever is higher..

Corporate governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to our Company immediately upon the listing of Equity Shares on the Stock Exchanges. As on the date of this Draft Red Herring Prospectus, our Company is in compliance with the requirements of applicable regulations, specifically the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, particularly in relation to constitution of our Board and committees of our Board thereof.

Our Board functions either as a full board or through various committees of our Board which are constituted to oversee specific operational areas in compliance with applicable law.

Currently, our Board has six Directors, including two Executive Directors, one Non-Executive Non-Independent Director and three Independent Directors, one of which is a woman Independent Director. In compliance with the provisions of the Companies Act, 2013 at least two-third of our Directors, other than our Independent Directors, are liable to retire by rotation.

Committees of our Board

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations and the Companies Act 2013:

a) Audit and Risk Management Committee
b) Nomination and Remuneration Committee
c) Stakeholders' Relationship Committee
d) Corporate Social Responsibility Committee

Audit and Risk Management Committee

Our Audit and Risk Management Committee was last reconstituted by a resolution of our Board dated December 21, 2019 and it currently comprises of:

1. Suresh Kumar (Chairperson);
2. Debanjan Mandal; and
3. Vijay Dewan.

Scope and terms of reference: The terms of reference of the Audit and Risk Management Committee shall include the following:

The Audit and Risk Management Committee shall have powers, including the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

6. To review and assess the risk management system, framework and policy of the Company from time to time and recommend for amendment or modification thereof.
7. To frame, devise, implement and monitor risk management plan and policy of the Company.
8. To review the Company's financial and risk management.
9. To review and recommend the Company's potential risk involved in any new business plans and processes.
10. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law.

The role of the Audit and Risk Management Committee shall include the following:

1. Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon, and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

2. Recommendation for appointment, re-appointment, remuneration and terms of appointment of auditors of the Company and fixation of audit fee and payment of any other service fee;

3. Approval of payments to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management of the Company;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions; and
    g. Qualifications/modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

6. 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 utilised 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;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Reviewing the financial statements, in particular, investments made by an unlisted subsidiary;

9. Formulating a policy on related party transactions, which shall include materiality of related party transactions;

10. Granting omnibus approval to related party transactions and laying down criteria for granting such approval in accordance with the SEBI Listing Regulations and reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to the omnibus approvals granted;

11. Approval of any subsequent modification of transactions of the company with related parties; ***Explanation:*** *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") and/or the Accounting Standards.*

12. Scrutiny of inter-corporate loans and investments;

13. Valuation of undertakings or assets of the Company, wherever it is necessary;

14. Evaluation of internal financial controls and risk management systems;

15. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

16. 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;

17. Discussion with internal auditors of any significant findings and follow up there on;

18. 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;

19. Discussion with statutory auditors before the audit and risk management commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

20. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

21. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

22. Reviewing the functioning of the whistle blower mechanism;

23. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

24. Oversee the vigil mechanism established by the Company and the chairman of Audit and Risk Management Committee shall directly hear grievances of victimization of employees and directors, who use vigil mechanism to report genuine concerns;

25. Formulating, reviewing and making recommendations to the Board to amend the Audit and Risk Management Committee charter from time to time;

26. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower; and

27. Carry out any other function as is mentioned in the terms of reference of the Audit and Risk Management Committee and any other terms of reference as may be decided by the board of directors of the Company or specified/provided under the Companies Act or by the SEBI Listing Regulations or by any other regulatory authority.

The Audit and Risk Management Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;

- Statement of significant related party transactions (as defined by the Audit and Risk Management Committee), submitted by the management of the Company;

- Management letters / letters of internal control weaknesses issued by the statutory auditors of the Company;

- Internal audit reports relating to internal control weaknesses;

- The appointment, removal and terms of remuneration of the chief internal auditor; and

- Statement of deviations in terms of the SEBI Listing Regulations:

  i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and
  ii. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice.

Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was last reconstituted by a resolution of our Board dated December 21, 2019 and it currently comprises of:

1. Debanjan Mandal (Chairperson);
2. Suresh Kumar;
3. Ragini Chopra; and
4. Priya Paul.

Scope and terms of reference: The terms of reference of the Nomination and Remuneration Committee shall include the following:

1. Formulating and recommending to the Board for its approval and also to review from time to time, a nomination and remuneration policy or processes, as may be required pursuant to the provisions of the Companies Act;

2. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

3. Recommending to the Board, all remuneration, in whatever form, payable to senior management;

4. Formulation of criteria for evaluation of performance of independent directors and the Board, and determining whether to extend or continue the term of appointment of independent directors, on the basis of the report of performance evaluation of independent directors;

5. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that

   a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

6. Devising a policy on Board diversity;

7. Identifying persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance in accordance with the nomination and remuneration policy. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

8. Analysing, monitoring and reviewing various human resource and compensation matters;

9. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

10. Determine compensation levels payable to the senior management personnel and other staff (as deemed

necessary), which shall be market-related, usually consisting of a fixed and variable component;

11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

12. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
    (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
    (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

13. Determine 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;

14. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including the following:
    i) administering and exercising superintendence over the employees' stock option plan (the "**Plan**");
    ii) determining the eligibility of employees to participate under the Plan;
    iii) granting options to eligible employees and determining the date of grant;
    iv) formulating detailed terms and conditions of the Plan;
    v) determining the number of options to be granted to an employee;
    vi) determining the exercise price under of the Plan;
    vii) deciding on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies etc. and
    viii) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan;

15. Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee and

16. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

Stakeholders' Relationship Committee

Our Stakeholders' Relationship Committee was last constituted by a resolution of our Board dated December 21, 2019 and it currently comprises of:

1. Debanjan Mandal (Chairperson);
2. Priya Paul;
3. Karan Paul; and
4. Vijay Dewan.

Scope and terms of reference: The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

- Considering and resolving grievances of investors, shareholders, debenture holders and other security holders of the Company, including complaints related to transfer/transmission of shares including non-receipt of share certificates and review of cases for refusal, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, general meetings, etc. and assisting with quarterly reporting of such complaints;

- Reviewing of measures taken for effective exercise of voting rights by shareholders;

- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

- Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate certificates and new certificates on split/ consolidation/ renewal, compliance with all the requirements related to shares, debentures and other securities from time to time;

- Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

- Reviewing the adherence to the service standards by our Company with respect to various services rendered by the registrar and transfer agent of our Company and recommending measures for overall improvement in the quality of investor services;

- Considering various aspects of interests of shareholders, debenture holders and other security holders; and

- Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was last reconstituted by a resolution of our Board dated December 21, 2019 and it currently comprises of:

1. Priya Paul (Chairperson);
2. Suresh Kumar; and
3. Ragini Chopra.

Scope and terms of reference: The terms of reference of the Corporate Social Responsibility Committee of our Company shall be as follows:

1. To formulate and recommend to the Board, a Corporate Social Responsibility policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013 and the rules made thereunder and make any revisions therein as and when decided by the Board;

2. To identify corporate social responsibility policy partners and programmes;

3. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by our Company for corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by our Company;

4. To monitor the Corporate Social Responsibility policy of our Company from time to time including delegation of responsibilities to various teams and supervise, monitor and review the timely implementation of corporate social responsibility programmes;

5. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of our Board of Directors or as may be directed by our Board of Directors from time to time; and

6. To exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act, 2013.

Interest of our Directors

All our Non-Executive Directors may be deemed to be interested to the extent of sitting fees payable to them for attending the meetings of our Board and the committees thereof. Our Executive Directors may be deemed to be interested to the extent of remuneration and/or commission payable to them in addition to any perquisites and allowances payable by our Company as part of their appointment to our Board. Further, our Directors may also be interested in our Company to the extent of any reimbursement of expenses that are payable to them pursuant to their respective appointment letters. Our Directors may also be deemed to be interested to the extent of any Equity Shares (together with other distributions in respect of such Equity Shares), that they hold in our Company or Subsidiaries. For details of shareholding of our Directors, see "– *Shareholding of our Directors in our*

Company" in this section on page 102. Our Directors, including Independent Directors, may also be deemed to be interested to the extent of any Equity Shares held by them or that may be subscribed by and allotted to the companies, firms and trust, in which they are interested as directors, members, partners and trustees and to the extent of benefits arising out of such shareholding.

Additionally, pursuant to the Shareholders' resolution passed in an EGM held on December 23, 2019, our Non-Executive Director, Karan Paul had entered into an arrangement with our Company, dated December 28, 2019, in accordance with Section 197 and other relevant provisions of the Companies Act, for providing consultancy services and advice to the Company relating to strategic, business and financial planning, expansion of business and strategic, legal and business relationships and any other matter mutually agreed on with our Company ("**Consultancy Services**"). The arrangement for providing Consultancy Services was entered for a period of three years, which has subsequently renewed for another term of three years with effect from November 1, 2022. In terms of this arrangement, the annual fee payable to Karan Paul for providing the Consultancy Services is ₹ 17.5 million, in addition to any performance incentive that may be determined by our Company in accordance with our applicable policies. Further, Karan Paul is entitled to be reimbursed for all reasonable travelling and other expenses, wholly and exclusively incurred by Karan Paul, with respect to performance of his duties in this regard.

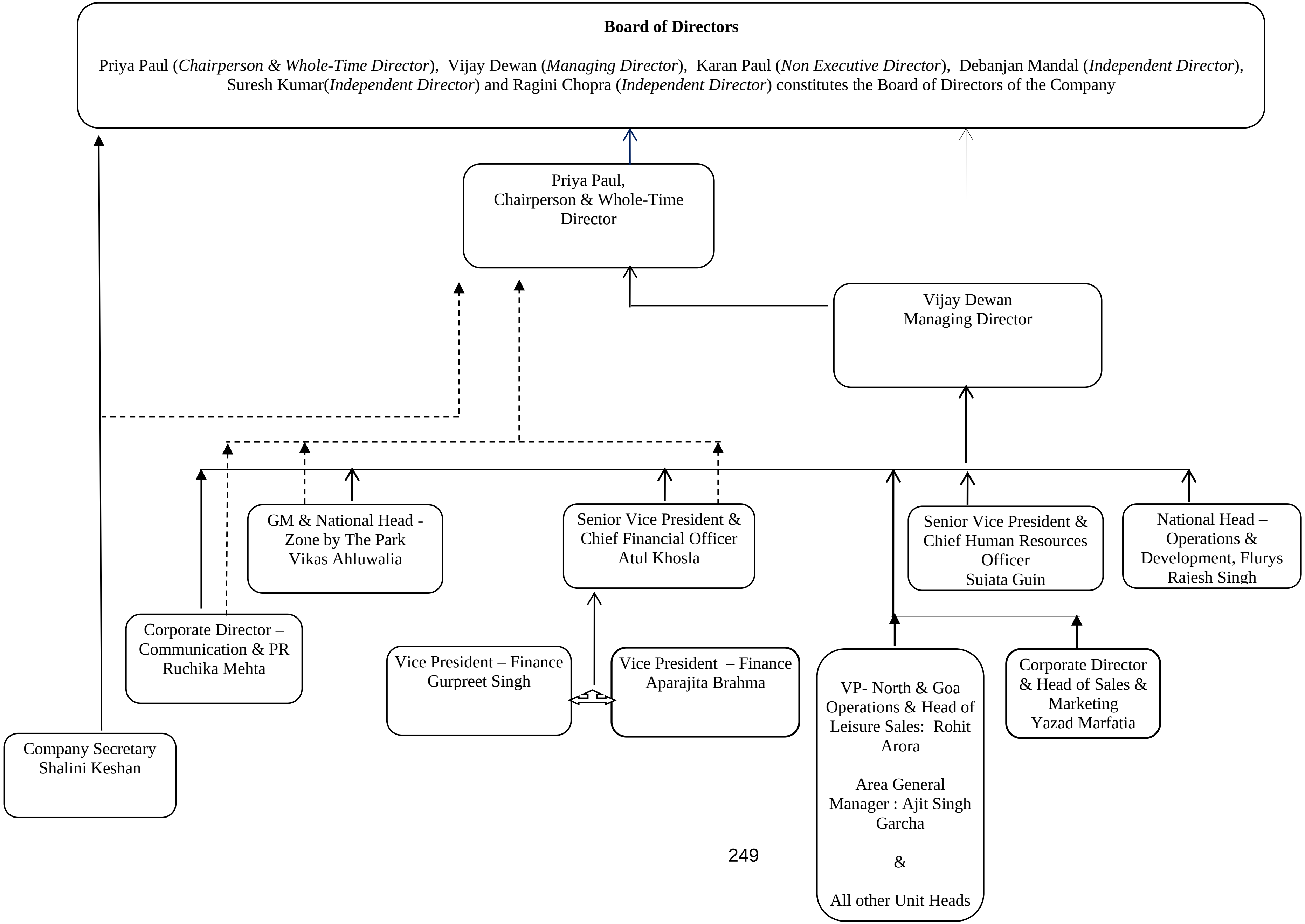
None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company or in any transaction for acquisition of land, construction of building and supply of machinery.

Except Karan Paul and Priya Paul, who are Promoters of our Company, none of our Directors are interested in the promotion or formation of our Company.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or qualify him/her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Except as stated in "*Related Party Transactions*" and "*Our Promoters and Promoter Group*" on pages 260 and 253, respectively and described herein, our Directors do not have any other interest in the business of our Company.

Management Organization Structure



Key Managerial Personnel

In addition to Priya Paul and Vijay Dewan, our Executive Directors, whose details are provided in "– *Brief profiles of our Directors*" on page 238, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Atul Khosla is the Senior Vice President-Finance and Chief Financial Officer of our Company and has been associated with our Company since July 25, 2023, when he was appointed as a manager (accounts). He was appointed as the Vice President (Finance) of our Company with effect from August 1, 2012, and pursuant to an appointment letter dated September 13, 2012, which is subject to termination in terms of the said appointment letter. He holds a bachelors' degree in commerce from the University of Delhi. He is a fellow member of Institute of Chartered Accountants of India and Institute of Chartered Financial Analysis of India. He has approximately 26 years of experience in the finance sector. In Fiscal 2023, he received a gross compensation of ₹ 15.80 million from our Company.

Shalini Keshan is the Company Secretary and Director Compliances of our Company . She was appointed pursuant to an appointment letter dated August 08, 2023. She holds a bachelor's degree in commerce from the University of Calcutta. She is an associate member of the Institute of Company Secretaries of India and the Institute of Chartered Accountants of India. Shalini Keshan has approximately 14 years of experience in company secretarial practice and corporate governance. Prior to joining our Company, she was working with Elque Polyesters Limited, Hajra Medical Agency Private Limited and Subhash Projects and Marketing Limited. In Fiscal 2023, she received a gross compensation of ₹ 1.90 million from our Company.

Senior Management

In addition to Atul Khosla, the Chief Financial Officer of our Company and Shalini Keshan, the Company Secretary and Compliance Officer of our Company, the details of our Senior Management in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Sujata Guin is the Senior Vice President - Human Resources & Chief Human Resources Officer of our Company and was appointed as such pursuant to a letter from our Company dated July 26, 2023. She has been associated with our Company since May 1, 2001, when she was appointed as an assistant manager (human resources). She holds a bachelor's degree in arts from Mount Holyoke College, Massachusetts, USA, and a graduate diploma in business administration from the National University of Singapore. She has completed the Professional Development Programs on 'Strategic Human Resource Management' and 'Cost-Benefit Analysis for Human Resources' from Cornell University, USA. She has also completed an Advanced Program in Human Resource Management from the University of California, Los Angeles. She has approximately 21 years of experience in human resource development for the hospitality sector. Prior to joining our Company, she was working with Manufacturers and Traders Trust Company. In Fiscal 2023, she received a gross compensation of ₹ 11.53 million from our Company.

Rajesh Kumar Singh is the National Head – Operations & Development of our Company. He was initially appointed pursuant to an appointment letter dated September 9, 2016 by Flury's Swiss Confectionery and in terms of the Business Transfer Agreement he is now appointed as the National Head – Operations & of our Company from April 01, 2022. He holds a diploma in hotel management from the National Council for Hotel Management & Catering Technology, New Delhi. He has 20 years of experience in the catering and hospitality sector. Prior to joining our Company, he was working with Oriental Cuisines Private Limited, Hansa Zone Private Limited and Pizzeria Fast Foods Restaurants (Madras) Private Limited. In Fiscal 2023, he received a gross compensation of ₹ 5.80 million from our Company.

Vikas Ahluwalia is the General Manager and National Head (Zone by The Park) of our Company. He was appointed pursuant to an appointment letter dated April 29, 2019. He holds a bachelor's degree in hotel management from Bangalore University. He has approximately 21 years of experience in the hospitality sector. Prior to joining our Company, he has worked with various organizations in the hotel industry including Berggruen Hotels Private Limited, Four Points by Sheraton, Indian Hotels Company Limited, Lord Park Inn International, Majestic Hotels Limited and Sohan Park Inn International. In Fiscal 2023, he received a gross compensation of ₹ 4.90 million from our Company.

Rohit Arora is the Vice President – North & Goa Operations & Head of Leisure Sales of our Company and was appointed as such pursuant to a letter from our Company dated August 07, 2023. He has been associated with our

Company since October 1, 1988, when he was appointed as an accounts' trainee. He holds a bachelor's degree in law from Bundelkhand University. He has also completed the Professional Development Program on 'Rooms Management: Tactics for Profitability', 'Strategic Hospitality Management' and 'Strategic Marketing for the Hotel Industry', and Management Development Program on 'Managing Strategic Growth and Leadership in Emerging Markets' from the Cornell University, USA. He started his career with our Company and has 32 years of experience in the hospitality sector. In Fiscal 2023, he received a gross compensation of ₹ 9.03 million from our Company.

Aparajita Brahma is the Vice President – Finance of our Company and was appointed as such pursuant to a letter from our Company dated July 26, 2023. She has been associated with our Company since April 23, 2007, when she was appointed as director (accounts and credit). Aparajita Brahma has also worked with our Company from August 16, 1996 until October 31, 2004 in the accounts department. She has passed the final year examinations of her bachelor's degree in commerce from the Calcutta University and has completed Professional Development Programs on 'Hospitality Financial Management: Operations Decision Making' and 'Strategic Financial Management for Hotels' from the Cornell University, USA. She is also a member of the Institute of Cost and Works Accountants of India. She has over 23 years of experience in the hospitality sector. Prior to joining our Company, she was working with ITC Limited (as a trainee), the Empire Finance Company Limited and Bharti Airtel Limited. In Fiscal 2023, she received a gross compensation of ₹ 9.00 million from our Company.

Gurpreet Singh is the Vice President – Finance of our Company and was appointed as such pursuant to a letter from our Company dated July 25, 2023. He joined our Company on April 26, 2004, resigned on October 20, 2005, and re-joined our Company on November 15, 2006, when he was appointed as manager, and has been associated with our Company ever since. He holds a bachelor's degree in commerce from the University of Mumbai and has completed professional sessions on 'Advanced Hotel Real Estate' from the Cornell University, USA and Programme on Advanced Corporate Finance from the Indian Institute of Management, Ahmedabad. He is also a member of the Institute of Chartered Accountants of India. He has over 15 years of experience in corporate finance, strategy and accounting. Prior to joining our Company in 2006, he was working with PWC Global Logistics Limited. In Fiscal 2023, he received a gross compensation of ₹ 8.69 million from our Company.

Ruchika Mehta is the Corporate Director - Communication and Public Relations of our Company and was appointed as such pursuant to a letter from our Company dated February 5, 2014. She has been associated with our Company since January 10, 2011, when she was appointed as Director (Public Relations and Corporate Communication). She holds a diploma in business management from the Institute of Management Technology, Ghaziabad. She has also completed the INSEAD Leadership Programme for Senior Indian Executives from the INSEAD School of Business, France. She has approximately 19 years of experience in the public relations and marketing sector. Prior to joining our Company, she was working with ITC Hotel Maurya Sheraton & Towers, Hyatt Regency (Delhi) and Hotel Excelsior Limited. In Fiscal 2023, she received a gross compensation of 7.19 million from our Company.

Yazad Marfatia is the Corporate Director & Head of Sales & Marketing of our Company and was appointed as such pursuant to an appointment letter dated April 01, 2023. He has been associated with our Company since October 07, 2014. He holds a bachelor's degree in commerce from the University of Bombay and an advanced diploma in hotel management from the Blue Mountains International Hotel Management School, Australia. He has approximately 21 years of experience in the sales and marketing sector. Prior to joining our Company, he was working with the Regent Sydney, Sydney Hilton, Hotel Leela Venture Limited, Parkroyal Hotels and Resorts, Oberoi Towers and the Oberoi, Holiday Inn Mumbai International Airport, Hyatt Services India Private Limited and Intercontinental Marine Drive. In Fiscal 2023, he received a gross compensation of ₹ 4.43 million from our Company.

Ajit Singh Garcha is the Area General Manager of the Park, Hyderabad and was appointed as such pursuant to a letter from our Company dated September 20, 2022. He has been associated with our Company since November 30, 2010, when he was appointed as an Executive Manager. He has passed the final examinations of his bachelor's degree in science from the University of Kalyani, West Bengal and a diploma in hotel management from the National Council for Hotel Management and Catering Technology, New Delhi. He has also participated in the Executive Education Programme on 'Competitive Marketing Strategy' and 'Customer Relationship Management' from Indian Institute of Management, Bangalore, and completed the General Managers Program and Professional Development Programs from the Cornell University, USA. He has 12 years of experience in the hospitality sector. Prior to joining our Company, he was working with Airways Hotels at Papua New Guinea. In Fiscal 2023, he received a gross compensation of ₹ 7.17 million from our Company.

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

None of our Key Managerial Personnel and Senior Management are related to each other.

There is no contingent or deferred compensation payable to our Key Managerial Personnel for Fiscal 2023.

Shareholding of Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management hold any Equity Shares in our Company.

Bonus or profit sharing plan of the Key Managerial Personnel and Senior Management

Except as disclosed in "– *Bonus or profit sharing plan of our Directors*" on page 241, none of our Key Managerial Personnel or Senior Management are a party to any bonus or profit sharing plan.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management have been appointed or selected pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interests of Key Managerial Personnel and Senior Management

Except as disclosed above in relation to our Executive Directors, in "– *Interest of our Directors*" on page 247, our Key Managerial Personnel and Senior Management do not have any interest in our Company other than to the extent of their respective remuneration, perquisites or benefits to which they are entitled to as per the terms of their respective appointments.

Changes in the Key Managerial Personnel and Senior Management

Except as disclosed above in "– *Changes in our Board in the last three years"* on page 241 above and as stated below, there have been no changes in our Board with respect to our Executive Directors or in the Key Managerial Personnel or Senior Management in the last three years preceding the date of filing of this Draft Red Herring Prospectus.

Name	Date of Appointment/Change/ Cessation*	Particulars/ Reason
Sharad Dewan	August 10, 2021	Resigned due to personal reasons

****The table above does not record the change in designations of the Key Managerial Personnel and Senior Management.***

Our Company does not have a high attrition rate of Key Managerial Personnel and Senior Management as compared to the industry.

Service contracts with Directors, Key Managerial Personnel and Senior Management of our Company

Other than any statutory benefits that our Key Managerial Personnel and Senior Management are entitled to, upon their retirement or termination of their employment, no officer of our Company, including our Directors, Key Managerial Personnel and Senior Management, has entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment. For details of appointment agreement of our Managing Director, see, "– *Terms of appointment of our Executive Directors*" on page 239.

Payment or benefit to Directors, Key Managerial Personnel and Senior Management of our Company

Except as disclosed under "– *Interest of our Directors*" and "– *Interests of Key Managerial Personnel and Senior Management*" on pages 247 and 252, no non-salary related amount or benefit has been paid or given within two years from the date of this Draft Red Herring Prospectus, or is intended to be paid or given, to any of our Company's employees, including our Directors and Key Managerial Personnel or Senior Management.

Employees' stock option scheme

As on the date of this Draft Red Herring Prospectus, our Company has implemented an ESOP Scheme. For further details, please see "*Capital Structure – Employee Stock Option Scheme*" on page 104.

OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Red Herring Prospectus, the following are the Promoters of our Company:

1. Karan Paul;
2. Priya Paul;
3. Apeejay Surrendra Trust; and
4. Great Eastern Stores Private Limited.

As on date of this Draft Red Herring Prospectus, our Promoters collectively hold an aggregate of 82,502,500 Equity Shares, aggregating to 47.24 % of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of build-up, Contribution and Lock-in of Promoters' Shareholding"* on page 96.

Brief profile of our Promoters

Individual Promoters:

	Karan Paul, born on November 3, 1969, aged 53 years, is our Promoter, Non-Executive Director of our Company. He is a resident of 13A, Alipore Road, Kolkata, 700 027, India. For details in respect of his educational qualifications, experience in the business, positions and posts held in the past, business and financial activities, other directorships, special achievements and his business and financial activities, see "*Our Management*" on page 238. His permanent account number is AENPP1798P
	Priya Paul, born on April 30, 1966, aged 57 years, is our Promoter, Chairperson and Executive Director of our Company. She is a resident of 2, Aurangzeb Lane, New Delhi – 110 011, India. For details in respect of her educational qualifications, experience in the business, positions and posts held in the past, business and financial activities, other directorships, special achievements and her business and financial activities, see "*Our Management*" on page 238. Her permanent account number is AENPP1797C

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhaar card numbers and driving license numbers of our individual Promoters will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Promoter Trust:

Apeejay Surrendra Trust

Trust Information and History

Apeejay Surrendra Trust was formed as a private trust pursuant to a trust deed dated December 22, 2004 (the "**Trust Deed**") in accordance with the provisions of the Indian Trust Act, 1882. The principal place of business of Apeejay Surrendra Trust is located at Apeejay House, 15 Park Street, Kolkata – 700016. The permanent account number of Apeejay Surrendra Trust is AABTA3816F.

Karan Paul is the settlor of the Apeejay Surrendra Trust. As at the date of this Draft Red Herring Prospectus, Apeejay Surrendra Trust (through its Trustees) holds 30,002,400 Equity Shares, representing 17.18% of the issued, subscribed and paid-up equity share capital of our Company.

Trustees

The trustees of Apeejay Surrendra Trust, as on the date of this Draft Red Herring Prospectus are Karan Paul, Priya Paul and Debangshu Mukherjee ("**Trustees**"). Karan Paul is the managing trustee.

Except as mentioned below, there has been no change in the Trustees of Apeejay Surrendra Trust in the last three years from the date of filing of this Draft Red Herring Prospectus:

Name	Date of Change	Particulars/ Reason
Ashoke Ghosh	October 31, 2022	Resigned as Trustee
Priya Paul	November 3, 2022	Appointed as Trustee
Shirin Paul	April 18, 2023	Demise
Debangshu Mukherjee	April 17, 2023	Appointed as Trustee

Beneficiaries of Apeejay Surrendra Trust

The beneficiaries of Apeejay Surrendra Trust include Karan Paul, Priya Paul and Priti Paul ("**First Beneficiaries**") and their blood relations and descendants, except for such descendants and legal heirs as have been specifically excluded in the Trust Deed. First Beneficiaries' family is entitled to equal share of beneficial interest in the trust property. Karan Paul is the managing beneficiary.

Objects and Function

The objective of Apeejay Surrendra Trust is to hold the trust property and administer the same for the benefit of each of the members of the First Beneficiaries and realize dividend, rent, interest and other income of the trust property and distribute the same among the beneficiaries and hold the same for the benefit of such members who become eligible to be beneficiaries. Any decision taken pertaining to the activities of Apeejay Surrendra Trust or any decision pertaining to the exercise of powers by Trustee is based on the written directions of the managing beneficiary, which is appointed by all the beneficiaries.

Our Company confirms that the permanent account number and bank account number of Apeejay Surrendra Trust will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

<u>*Corporate Promoters:*</u>

Great Eastern Stores Private Limited

Corporate Information and History

Great Eastern Stores Private Limited was incorporated on May 2, 1917 under the Indian Companies Act, 1913 pursuant to a certificate of incorporation dated May 2, 1917, issued by the RoC. The registered office is located at Apeejay House, 15, Park Street, Kolkata – 700016. The CIN of Great Eastern Stores Private Limited is U51909WB1917PTC002830. The permanent account number of Great Eastern Stores Private Limited is AABCG0060G.

The promoter of Great Eastern Stores Private Limited is Apeejay Surrendra Trust. For details in relation to Apeejay Surrendra Trust, see "*-Promoter Trust- Apeejay Surrendra Trust*" on page 253.

As at the date of this Draft Red Herring Prospectus, Great Eastern Stores Private Limited holds 52,500,000 Equity Shares, representing 30.06% of the issued, subscribed and paid-up equity share capital of our Company.

Nature of Business

Great Eastern Stores Private Limited is currently engaged in the business of real estate.

Board of Directors

The composition of the board of directors of Great Eastern Stores Private Limited as at the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name	Designation
1.	Ashok Kumar Jain	Director
2.	Narayan Das Chowdhury	Director
3.	Joydev Banerjee	Director

Change in Control

There has been no change in the control of Great Eastern Stores Private Limited in the preceding three years.

Shareholding Pattern

The following table sets forth details of the shareholding pattern of Great Eastern Stores Private Limited:

Name of shareholder	Number of equity shares of face value ₹ 10 each	% of issued capital
Apeejay Surrendra Trust (through its Trustees)	3,363	93.83
Amichand Payarelal Private Limited	1	Negligible
Apeejay House Private Limited	220	6.14
Total	**3,584**	**100**

As at the date of this Draft Red Herring Prospectus, the equity shares of Great Eastern Stores Private Limited are not listed on any stock exchange.

Our Company confirms that the permanent account number, bank account number and company registration number of Great Eastern Stores Private Limited, and the address of the Registrar of Companies where Great Eastern Stores Private Limited is registered, will be submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus.

Change in control of our Company

There has been no change in the control of our Company during the five immediately preceding years. However, pursuant to a composite scheme of arrangement made effective amongst Flury's Swiss Confectionery, Great Eastern Stores Private Limited and certain other entities with the appointed date as April 1, 2019, 52,500,000 Equity Shares of our Company held by Flury's Swiss Confectionery were transferred to Great Eastern Stores Private Limited. For details, see "*Capital Structure – Build-up of Promoters' shareholding in our Company*" on page 96.

Other ventures of our Promoters

Except as disclosed in the sections titled "*Our Management*", "*Our Subsidiaries*" and "*– Our Promoter Group*" on pages 236, 233 and 256, respectively, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

The Promoters are interested in certain entities, in the capacity of its director, shareholder or trustee, including some of our Subsidiaries and Promoter Group, which are also authorized to undertake similar line of business as our Company under their respective constitutional documents. Our Company will adopt the necessary practices and procedures as permitted by law to address any conflict of interest as and when they arise. For details, see "*Risk Factor – Certain of our Promoters and our Directors are engaged in business activities which are similar to those undertaken by our Company and Subsidiaries, or have interests in other companies, which are in businesses similar to ours, which may result in conflicts of interest. Further, we have not entered into any non-compete arrangements with our Promoters*" on page 63.

Other understandings and confirmations

Except as disclosed in the section titled "*Our Management - Other confirmations*" on page 241, none of the companies with which our Promoters are associated or companies promoted by any of them, have been delisted or suspended in the past.

For details of litigation involving our Promoters, see "*Outstanding Litigation and Material Developments – Litigation involving our Promoters*" on page 387.

For other confirmations relating to prohibition by the SEBI, the RBI or Governmental Authorities, see "*Other Regulatory and Statutory Disclosures*" on page 398.

Nature and extent of interest of our Promoters

Interest of our Promoters

Our Promoters are interested in our Company to the extent of their respective shareholding in our Company and the shareholding of their relatives and entities in which they are associated as promoters and shareholders; any other distributions in respect of the Equity Shares held by them. Further, our individual Promoters are interested in our Company to the extent of being Directors on the board of our Company and the remuneration and commission payable by our Company to them, including sitting fees. Also, our individual Promoters are interested to the extent of being beneficiaries of the Apeejay Surrendra Trust. Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters.

No sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by such Promoter(s) or by such firm or company, in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

None of our Promoters have any interest in any property acquired by our Company in the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building and supply of machinery.

Payment or benefit to our Promoters or Promoter Group

Except for the interests as disclosed in '***Interest of our Promoters'*** and transactions entered in the ordinary course of business with the members of Promoters Group, there has been no amount or benefit paid or given within the two years preceding the date of this Draft Red Herring Prospectus or intended to be paid or given to our Promoters or any member of our Promoter Group.

Material guarantees given by our Promoters with respect to Equity Shares of our Company

None of our Promoters have given any material guarantees to any third parties with respect to the Equity Shares of our Company.

Disassociation by our Promoters in the last three years

None of our Promoters have disassociated themselves from any of the companies or firms during the last three years preceding the date of this Draft Red Herring Prospectus.

Our Promoter Group

In addition to our Promoters, the individuals and entities that form part of our Promoter Group as on the date of this Draft Red Herring Prospectus, in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations, are set out below:

A. Natural persons who are part of our Promoter Group

S. No.	Name of member of the Promoter Group	Relationship with the Promoter
Karan Paul		
A.	Indrani Dasgupta Paul	Spouse
B.	Priti Paul	Sister
C.	Priya Paul	Sister

D.	Kabir Anand Paul	Son
E.	Uma Kismat Paul	Daughter
F.	Dipankar Dasgupta	Spouse's father
G.	Sudip Dasgupta	Spouse's brother
H.	Pratip Dasgupta	Spouse's brother
Priya Paul		
A.	Sethu Vaidyanathan	Spouse
B.	Priti Paul	Sister
C.	Karan Paul	Brother
D.	Surya Vir Vaidyanathan	Son
E.	Anandhi Iswaran	Spouse's sister

B. Entities forming part of our Promoter Group

1. Afsan Health Resort Private Limited
2. Ambika Charitable Trust
3. Aminchand Payarelal Private Limited
4. Anand Welfare Trust
5. Apeejay Agencies Private Limited
6. Apeejay Business Centre Private Limited
7. Apeejay Charter Private Limited
8. Apeejay Chemical Industries Private Limited
9. Apeejay Development Private Limited*
10. Apeejay Education Association Private Limited
11. Apeejay Education Trust
12. Apeejay Engineering Private Limited
13. Apeejay Eximp Private Limited
14. Apeejay Global Industrial and Logistic Park Limited
15. Apeejay Holdings Private Limited
16. Apeejay Hotels (Panama) Inc.
17. Apeejay House Private Limited
18. Apeejay Imagine Design Services Private Limited
19. Apeejay Industries Private Limited
20. Apeejay Infra Logistics Private Limited
21. Apeejay Insurance Broking Services Private Limited
22. Apeejay Logistics Park Private Limited
23. Apeejay Oxford Bookstores Private Limited
24. Apeejay Securities Private Limited*
25. Apeejay Shipping Limited
26. Apeejay Support Solutions Private Limited
27. Apeejay Surrendra Land Private Limited
28. Apeejay Surrendra Management Services Private Limited
29. Apeejay Tea & Beverages Private Limited
30. Apeejay Tea (Panama) Inc.
31. Apeejay Tea Limited
32. Apeejay Tea One Private Limited
33. Apeejay Trust
34. Artistery House Private Limited
35. Artistery Properties Private Limited
36. Asian Signal Industry Private Limited
37. Bengal Ice Creams Private Limited
38. Bengal Shipyard Limited
39. Kata-Kali Resorts Private Limited
40. Kathua Steel Works Private Limited
41. Ladies Youth Association
42. Martidale Pharmaceuticals Private Limited
43. MSA (Sole Proprietorship Firm)
44. Oceanic Shipyard Limited
45. Oriental-AT Auto & Engg. Private Limited
46. P&V Business Ventures Private Limited

47. Park Mansion Services Private Limited
48. Saryu Developers Private Limited*
49. Sky Room Private Limited
50. SOP2 Inc.
51. South Asia Women Foundation India
52. Spring Agro Empire Limited
53. Steel Crete Private Limited
54. Surrendra Overseas (Panama) Inc.
55. Surrendra Overseas (Singapore) Pte. Limited
56. Surrendra Paul HUF
57. Tiny Box Private Limited
58. Triveni Development Private Limited
59. Universal Fibro Forms Private Limited
60. Yamuna Warehousing Company Private Limited*

**More than 20% of equity share capital in these entities were held by Late Shirin Paul, mother of Karan Paul and Priya Paul. Such equity share capital is currently under transmission.*

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies" of our Company, for the purpose of disclosure in this Draft Red Herring Prospectus, shall include:

1. companies (other than the Promoters and the Subsidiaries of our Company) with which our Company had related party transactions, during the period for which financial information is disclosed in the Restated Consolidated Summary Statements, as covered under the applicable accounting standard, and
2. such other companies that are considered material by the Board.

With respect to (ii) above, our Board in its meeting held on August 18, 2023 has adopted the Materiality Policy and has considered Group Companies of our Company to be such companies (other than the companies categorised under (i) above) that are a part of the Promoter Group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) and with which there were transactions with our Company during the most recent Financial Year, or the relevant stub period, as applicable included in the Restated Financial Statements, which individually or cumulatively in value, exceed 5% of the total consolidated revenue of our Company as derived from the Restated Consolidated Summary Statements for the most recent Financial Year.

Based on the parameters outlined above, our Company does not have any Group Company in terms of the SEBI ICDR Regulations as on the date of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under Ind AS 24 – Related Party Disclosures, read with the SEBI ICDR Regulations, for each year ended March 31, 2023, March 31, 2022 and March 31, 2021, see "*Restated Consolidated Summary Statements – Annexure VII – Note 45 – Related Party Disclosures*" on page 325.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and applicable law, including the Companies Act. The Board of Directors of our Company adopted the dividend distribution policy in its meeting held on December 21, 2019 ("**Dividend Distribution Policy**"). In accordance with the dividend policy of our Company and the Companies Act, the Board shall determine the dividend for a particular period based on available financial resources, business requirements and taking into account optimal shareholder return, and other parameters set out in the Dividend Distribution Policy. The Board may in extraordinary circumstances, deviate from the parameters listed in the Dividend Distribution Policy.

The dividend pay-out would be subject to profitability in the standalone financial statements of our Company, and shall be determined by the Board after taking into account a number of factors, including but not limited to (i) internal factors such as operating cash flow of our Company, profit after tax during the year, EPS, working capital and capital expenditure requirements, business expansion and growth, debt levels and cost of borrowings, likelihood of crystallization of contingent liabilities, additional investment required in Subsidiaries or technology and physical infrastructure; and (ii) external factors such as industry outlook, dividend pay-out ratio of competitors, global conditions and capital markets. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and our Board may retain earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run after taking into account the factors set out in the Dividend Distribution Policy.

No dividends have been declared on the Equity Shares by our Company during the last three Fiscals. Further, our Company has not declared any dividend from April 1, 2023 till the date of filing of this Draft Red Herring Prospectus. There is no guarantee that any dividends will be declared or paid in the future. For details, please see "*Risk Factors – Internal Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial conditions, working capital requirements, capital expenditures, and restrictive covenants of our financing arrangements*" on page 59.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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S. R. Batliboi & Co. LLP,
4th Floor, Office 405
World Mark - 2, Asset No. 8
IGI Airport Hospitality District, Aerocity
New Delhi - 110037, India

Independent Auditors' Examination Report on the restated consolidated summary statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, restated consolidated summary statement of profit and loss (including other comprehensive income), the restated consolidated summary statement of changes in equity and the restated consolidated summary statement of cash flows for each of the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, and the summary statement of significant accounting policies and other explanatory information of Apeejay Surrendra Park Hotels Limited and its subsidiaries (collectively, the "Restated Consolidated Summary Statements")

To
The Board of Directors
Apeejay Surrendra Park Hotels Limited
17, PARK STREET
KOLKATA WB 700016

Dear Sirs,

1. We, S. R. Batliboi & Co. LLP ("**we**", "**us**" or "**SRBC**") have examined the attached Restated Consolidated Summary Statements of Apeejay Surrendra Park Hotels Limited (the "**Company**") and its subsidiaries (the Company and its subsidiaries are hereinafter collectively referred to as the "**Group**"), annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus (the "**DRHP**") in connection with the proposed initial public offer of equity shares of face value of Re.1 each of the Company, which comprises a fresh issue of equity shares by the Company and an offer for sale by certain existing shareholders of the Company (the "**Offering**"). The Restated Consolidated Summary Statements, which have been approved by the Board of Directors of the Company at their meeting held on August 18, 2023, have been prepared in accordance with the requirements of:

    a. section 26 of Part I of Chapter III of the Companies Act 2013, as amended (the "**Act**");

    b. relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"); and

    c. the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

Management's Responsibility for the Restated Consolidated Summary Statements

2. The preparation of the Restated Consolidated Summary Statements, which are to be included in the DRHP, is the responsibility of the Board of Directors of the Company for the purpose set out in paragraph 13 below. The Restated Consolidated Summary Statements have been prepared by the management of the Company on the basis of preparation stated in Note 2.01 of Annexure V to the Restated Consolidated Summary Statements. The responsibility of the Board of Directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Summary Statements. The board of directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Consolidated Summary Statements taking into consideration:

   (a) the terms of reference and terms of our engagement agreed with you *vide* our engagement letter dated July 27, 2023, between the Company and SRBC, requesting us to carry out the assignment, in connection with the proposed Offering of the Company;

   (b) the Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   (c) concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Summary Statements; and

   (d) the requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offering.

Restated Consolidated Summary Statements as per audited consolidated financial statements

4. The Restated Consolidated Summary Statements have been compiled by the management of the Company from the audited consolidated financial statements of the Group as at and for each of the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (referred to as "**Ind AS**") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, which have been approved by the Board of Directors at their meeting held on August 16, 2023, September 27, 2022 and September 27, 2021, respectively (collectively "**Audited Consolidated Financial Statements**");

5. For the purpose of our examination, we have relied on:

   (a) Auditors' Report issued by us, dated August 16, 2023, September 27, 2022, September 27, 2021, respectively on the Audited Consolidated Financial Statements of the Group as at and for each of the years ended March 31, 2023, March 31, 2022, and March 31, 2021, respectively, as referred in paragraph 4 above.

   (b) As indicated in our audit reports referred to in paragraph 5 (a), we did not audit the financial statements of three subsidiaries of the Company as at and for the years ended March 31, 2023 and March 31, 2022, respectively, and two subsidiaries of the Company as at and for the years ended March 31, 2021, respectively, whose financial statements reflect total assets, total revenues and net cash inflows/(outflows) for the relevant year as mentioned below:

(₹ In crores)

Particulars	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Number of subsidiaries	3	3	2
Total Assets	21.07	17.14	18.14
Total Revenue	18.51	11.59	9.11
Net Cash inflows/(outflows)	0.71	2.1	(0.86)

   These financial statements have been audited by other firms of chartered accountants, whose reports have been furnished to us and our opinion on the Audited Consolidated Financial Statements, in so far as it relates to the amounts included in the financial statements referred to in paragraph 4 above are based solely on the report of other auditors.

   (c) As indicated in our audit report referred to in paragraph 5 (a) above, Audited Consolidated Financial Statements as at and for the year ended March 31, 2021, included financial statements and other financial information, in relation to one subsidiary of the Company, Apeejay North-West

Hotels Private Limited whose financial statements reflect total assets, total revenues and net cash inflows for the relevant year as mentioned below were not audited:

(₹ in crores)

Particulars	As at and for the year ended March 31, 2021
Total Assets	0.01
Total Revenue	NIL
Net Cash inflows	0.01

The financial statements of this subsidiary have subsequently been audited by other auditors.

6. The restated summary statements in relation to the Company's subsidiaries as listed in Annexure A, were examined by the other auditors, whose reports have been received and included in the Restated Consolidated Summary Statements. These other auditors, as mentioned in Annexure A for the subsidiaries, have confirmed that the restated financial information of such entities:

    i) have been made after incorporating adjustments for changes in accounting policies, material errors and regrouping/reclassifications retrospectively in respective financial years to reflect the same accounting treatment as per accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023;

    ii) does not contain any qualifications requiring adjustments; and

    iii) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.

7. The audit report on consolidated financial statements of the Group as at and for the year ended March 31, 2021, referred to in paragraph 5 (a) above included following:

    (a) material uncertainty on going concern as disclosed in Part D of Annexure VI to Restated Consolidated Summary Statements:

    'We draw attention to Note 57 to the consolidated Ind AS financial statements which indicates the impact of COVID 19 on the business operations of the Group and the Group's current liabilities exceeds its current assets as at the balance sheet date. These conditions along with other matters as set forth in Note 58, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.'

    (b) emphasis of matter as disclosed in Part D of Annexure VI to Restated Consolidated Summary Statements:

    'We draw attention to Note 58 to the consolidated Ind AS financial statements which describes the impact of COVID 19 pandemic on the Group's operations, future cash flows and its consequential impact on the Consolidated Ind AS financial statements as assessed by the management. Our opinion is not modified in respect of this matter.'

    (c) qualification on reporting under section 143(3)(e) as disclosed in Part D of Annexure VI to Restated Consolidated Summary Statements:

    "The going concern matter described in Material Uncertainty Related to Going Concern paragraph above and the matter described in the Emphasis of matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Holding Company."

These qualifications do not require any corrective adjustment in the Restated Consolidated Summary Statements.

8. Based on our examination and according to the information and explanations given to us and as per the reliance placed on the examination reports submitted by other auditors as stated in paragraph 5, we

report that the Restated Consolidated Summary Statements:

a) have been prepared after incorporating adjustments for changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, to reflect the same accounting treatment as per the accounting policies and groupings/classifications as at and for the year ended March 31, 2023;

b) do not contain any qualifications requiring adjustments. However, those qualifications included in the Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2020 as applicable on the standalone financial statements for the year ended March 31, 2023 and March 31, 2022, and Companies (Auditor's Report) Order, 2016, as applicable on the standalone financial statements for the years ended March 31, 2021, which do not require any corrective adjustment in the Restated Consolidated Summary Statements have been disclosed in Part C of Annexure VI to the Restated Consolidated Summary Statements;

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Consolidated Summary Statements do not reflect the effect of events that occurred subsequent to the respective dates of the reports on Audited Consolidated Financial Statements mentioned in paragraph 5(a) above.

10. We have not audited any financial statements of the Group as of any date or for any period subsequent to March 31, 2023. Accordingly, we express no opinion on the financial position, results of operations, cash flows and changes in equity of the Group as of any date or for any period subsequent to March 31, 2023.

11. This report should not be in any way construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors of the Company for inclusion in the DRHP to be filed with SEBI and the Stock Exchanges in connection with the proposed Offering. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For S.R. Batliboi & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

____

per Amit Chugh

Partner

Membership Number: 505224

UDIN: 23505224BGRURY9072

Place of Signature: New Delhi

Date: August 18, 2023

Annexure A

List of the financial statements and other financial information in relation to the Company's subsidiaries, which are audited by the other auditors and included in the Restated Consolidated Summary Statements of the Company:

Name of the Entity	Relationships	Name of Audit Firm	Period examined by other auditors	Examination Reports dated on Restated Consolidated Summary Statements
Apeejay Charter Private Limited	Subsidiary	S. Jaykishan	Financial Year 2023, 2022 and 2021	August 14, 2023
Apeejay North-West Hotels Private Limited	Subsidiary	R N B P & CO.	Financial Year 2023 , 2022 and 2021	August 16, 2023
Apeejay Hotels and Restaurants Private Limited	Subsidiary	B M CHATRATH & CO LLP	Financial Year 2023, 2022 and 2021	August 16, 2023

Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure I
Restated Consolidated Statement of Assets and Liabilities
All amounts in Rupees millions, unless otherwise stated

Particulars	Annexure VII Notes	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
ASSETS				
Non-current assets				
Property, plant and equipments	3	8,193.65	8,254.50	8,425.35
Capital work-in-progress	3	345.69	292.29	274.50
Investment Properties	5	1,814.87	1,406.77	1,414.40
Goodwill	4	228.10	228.10	228.10
Other Intangible assets	4	261.22	277.62	296.80
Right-of-use asset	6	1,423.89	1,253.99	1,202.60
Financial Assets				
(i) Investments	7	0.20	0.20	0.20
(ii) Loans	8	62.60	61.50	88.80
(iii) Other financial assets	9	194.10	136.70	140.90
Income Tax Assets (net)	10	20.90	65.19	36.64
Other non-current assets	11	144.80	106.90	112.50
		12,690.02	12,083.76	12,220.79
Current assets				
Inventories	12	134.78	100.60	99.20
Financial Assets				
(i) Trade receivables	13	261.00	190.20	195.40
(ii) Cash and cash equivalents	14	168.70	89.20	100.40
(iii) Other bank balances	15	3.50	3.30	3.40
(iv) Loans	16	1.30	0.50	1.00
(v) Other financial assets	17	58.90	64.00	59.70
Other current assets	18	299.70	220.20	123.50
		927.88	668.00	582.60
Total assets		13,617.90	12,751.76	12,803.39
EQUITY AND LIABILITIES				
Equity				
Equity share capital	19	174.66	174.66	174.66
Other equity	20	5,382.16	4,910.47	5,188.10
Equity attributable to equityholders of the parent		5,556.82	5,085.13	5,362.76
Non-Controlling interest		(2.20)	(1.83)	(0.74)
Total equity		5,554.62	5,083.30	5,362.02
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	21	5,010.20	4,780.10	4,696.40
(ii) Lease liabilities	24	434.30	263.80	195.80
(iii) Other financial liabilities	22	4.60	4.65	0.37
Provisions	23	70.30	72.50	75.20
Deferred tax liabilities (net)	26	317.48	190.03	324.80
		5,836.88	5,311.08	5,292.57
Current liabilities				
Financial liabilities				
(i) Borrowings	27	658.60	1,446.69	1,238.00
(ii) Lease liabilities	25	71.20	46.20	25.20
(iii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises	28	29.70	18.96	22.60
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	28	536.15	425.13	480.80
(iv) Other financial liabilities	29	681.96	211.10	200.60
Provisions	31	103.19	86.90	89.20
Other current liabilities	30	145.60	122.40	92.40
		2,226.40	2,357.38	2,148.80
Total liabilities		8,063.28	7,668.46	7,441.37
Total equity and liabilities		13,617.90	12,751.76	12,803.39

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments to Audited Consolidated Financial Statements and Annexure VII - Notes to Restated Consolidated Summary Statements.

As per our report of even date
For S.R. Batliboi & Co LLP
Chartered Accountants
ICAI Firm Registration No. : 301003E/E300005

per Amit Chugh
Partner
Membership No: 505224
Place of Signature: Delhi
Date: August 18, 2023

For and on behalf of the Board of Directors of
Apeejay Surrendra Park Hotels Limited

Atul Khosla
Chief Financial Officer
Place of Signature: Delhi
Date: August 18, 2023

Priya Paul
Chairperson & Whole Time Director
DIN: 00051215
Place of Signature: Delhi
Date: August 18, 2023

Shalini Keshan
Company Secretary
Membership No.: A14897
Place of Signature: Delhi
Date: August 18, 2023

Vijay Dewan
Managing Director
DIN: 00051164
Place of Signature: Delhi
Date: August 18, 2023

Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure II
Restated Consolidated Statement of Profit and Loss
All amounts in Rupees millions, unless otherwise stated

	Particulars	Annexure VII Notes	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
I	Income				
	Revenue from contracts with customers	32	5,061.30	2,550.20	1,788.30
	Other income	34	183.00	128.10	114.60
	Total income (I)		5,244.30	2,678.30	1,902.90
II	Expenses				
	Food and beverages consumed	35	686.60	353.50	271.79
	(Increase)/Decrease in inventories of finished goods	35A	(0.67)	-	(0.95)
	Employee benefit expenses	36	995.00	642.20	551.80
	Finance costs	37	623.30	600.10	568.80
	Depreciation and amortisation expense	38	492.98	400.72	377.00
	Other expenses	39	1,792.42	1,099.67	851.80
	Total expenses (II)		4,589.63	3,096.19	2,620.24
III	Restated Profit/ (Loss) before exceptional items and tax (I - II)		654.67	(417.89)	(717.34)
IV	Exceptional Loss	55	-	-	(150.70)
V	Restated Profit/ (Loss) before tax (IV + V)		654.67	(417.89)	(868.04)
VI	Tax expense				
	Current tax		42.71	-	-
	Deferred tax expense/ (credit)		131.34	(135.87)	(109.20)
	Total tax expense/ (credit) (VI)		174.05	(135.87)	(109.20)
VII	Restated Profit/ (Loss) for the year (V - VI)		480.62	(282.02)	(758.84)
VIII	Other comprehensive income/ (loss)				
	Items that will not be reclassified to profit or loss in subsequent periods				
	- Re-measurement gains/ (losses) on defined benefit obligations		(13.20)	4.41	11.30
	- Tax effect on above		(3.90)	1.10	(0.20)
	Restated other comprehensive income/ (loss) for the year, net of tax		(9.30)	3.31	11.50
IX	Restated total comprehensive income/ (loss) for the year, net of tax (VII + VIII)		471.32	(278.71)	(747.34)
X	Restated profit/ (loss) for the year attributable to:				
	- Equity holders of the parent		480.99	(280.94)	(757.80)
	- Non-controlling interest		(0.37)	(1.08)	(1.04)
	Restated other comprehensive income/ (loss) for the year attributable to:				
	- Equity holders of the parent		(9.30)	3.31	11.50
	- Non-controlling interest (Below rounding off norms)		-	(0.00)	(0.00)
	Restated total comprehensive income/ (loss) for the year attributable to:				
	- Equity holders of the parent		471.69	(277.63)	(746.30)
	- Non-controlling interest		(0.37)	(1.09)	(1.04)
XI	Restated earnings/(loss) per equity share of face value of INR 1 each attributable to equity holders of the parent (EPS)	40			
	Basic and Diluted (INR)		2.75	(1.61)	(4.34)

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments to Audited Consolidated Financial Statements and Annexure VII - Notes to Restated Consolidated Summary Statements.

As per our report of even date
For S.R. Batliboi & Co LLP
Chartered Accountants
ICAI Firm Registration No. : 301003E/E300005

per Amit Chugh
Partner
Membership No: 505224

Place of Signature: Delhi
Date: August 18, 2023

For and on behalf of the Board of Directors of
Apeejay Surrendra Park Hotels Limited

Atul Khosla
Chief Financial Officer
Place of Signature: Delhi
Date: August 18, 2023

Priya Paul
Chairperson & Whole Time Director
DIN: 00051215
Place of Signature: Delhi
Date: August 18, 2023

Shalini Keshan
Company Secretary
Membership No.: A14897
Place of Signature: Delhi
Date: August 18, 2023

Vijay Dewan
Managing Director
DIN: 00051164
Place of Signature: Delhi
Date: August 18, 2023

Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure III
Restated Consolidated Statement of Changes in Equity
All amounts in Rupees millions, unless otherwise stated

a. Equity share capital

Particular	Annexure VII Note	Number in millions	Amount
Equity shares of INR 1 each issued, subscribed and fully paid		174.66	174.66
As at April 01, 2020		174.66	174.66
Changes in equity share due to prior period errors		-	-
Other changes		-	-
As at March 31, 2021	19	174.66	174.66
Changes in equity share due to prior period errors		-	-
Other changes		-	-
As at March 31, 2022	19	174.66	174.66
Changes in equity share due to prior period errors		-	-
Other changes		-	-
As at March 31, 2023	19	174.66	174.66

b. Other equity

Particular	Annexure VII Note	Attributable to the equity holders of the parent				Total	Non-controlling interests	Total
		Reserves and Surplus						
		Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings			
As at March 31, 2023	20	14.10	1,838.10	787.40	2,742.56	5,382.16	(2.20)	5,379.96
Restated profit/ (loss) for the year		-	-	-	480.99	480.99	(0.37)	480.62
Restated other comprehensive (loss) for the year, net of tax		-	-	-	(9.30)	(9.30)	-	(9.30)
As at March 31, 2022	20	14.10	1,838.10	787.40	2,270.87	4,910.47	(1.83)	4,908.64
Restated (loss) for the year		-	-	-	(280.94)	(280.94)	(1.09)	(282.02)
Restated other comprehensive income for the year, net of tax		-	-	-	3.31	3.31	-	3.31
As at March 31, 2021	20	14.10	1,838.10	787.40	2,548.50	5,188.10	(0.74)	5,187.36
Restated (loss) for the year		-	-	-	(757.80)	(757.80)	(1.04)	(758.84)
Restated other comprehensive income for the year, net of tax		-	-	-	11.50	11.50	-	11.50
As at April 01, 2020		14.10	1,838.10	787.40	3,294.80	5,934.40	0.30	5,934.70

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments to Audited Consolidated Financial Statements and Annexure VII - Notes to Restated Consolidated Summary Statements.

As per our report of even date
For S.R. Batliboi & Co LLP
Chartered Accountants
ICAI Firm Registration No. : 301003E/E300005

per Amit Chugh
Partner
Membership No: 505224

Place of Signature: Delhi
Date: August 18, 2023

For and on behalf of the Board of Directors of
Apeejay Surrendra Park Hotels Limited

Atul Khosla
Chief Financial Officer
Place of Signature: Delhi
Date: August 18, 2023

Priya Paul
Chairperson & Whole Time Director
DIN: 00051215
Place of Signature: Delhi
Date: August 18, 2023

Shalini Keshan
Company Secretary
Membership No.: A14897
Place of Signature: Delhi
Date: August 18, 2023

Vijay Dewan
Managing Director
DIN: 00051164
Place of Signature: Delhi
Date: August 18, 2023

Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure IV
Restated Consolidated Statement of Cash Flows
All amounts in Rupees millions, unless otherwise stated

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
A.	Operating activities			
	Restated profit/ (loss) before tax for the year	654.67	(417.89)	(868.04)
	Adjustments to reconcile profit/ (loss) before tax to net cash flows:			
	Depreciation and amortisation expense	492.98	400.72	377.00
	Loss on disposal of property, plant and equipments (net)	2.00	8.20	2.50
	Net gain on foreign currency translation	-	-	(10.70)
	Interest income on advances, deposits and tax refunds	(12.90)	(15.30)	(27.10)
	Finance costs	623.30	600.10	568.80
	Bad debts /advance written off	15.20	1.00	7.00
	Liabilities no longer required written back	(10.70)	(26.90)	(22.80)
	Provision for doubtful debts no longer required written back	(2.80)	-	(0.90)
	Amortization of deferred Revenue	(10.10)	-	0.60
	Provision for doubtful debts and advances	-	6.10	26.10
	Operating profit before working capital changes	1,751.65	556.03	52.46
	Changes in Working Capital :			
	(Increase)/ Decrease in trade receivables	(79.47)	2.72	(5.40)
	(Increase)/ Decrease in other financial assets and Other assets	(125.63)	(85.48)	127.10
	(Increase)/ Decrease in inventories	(34.17)	(1.33)	16.90
	Increase/ (Decrease) in trade payables	130.48	(32.54)	26.30
	Increase/ (Decrease) in other financial liabilities and other liabilities	78.23	170.35	51.20
		(30.57)	53.72	216.10
	Income tax (paid)/refund (net)	42.17	(28.64)	(2.50)
	Net cash flows from operating activities (A)	1,763.25	581.12	266.06
B.	Investing activities:			
	Purchase of property, plant and equipments	(420.65)	(273.98)	(413.76)
	Proceeds from sale of property, plant and equipments	2.58	8.83	0.90
	Loans received/(given) during the period	(0.80)	34.02	145.90
	Funds placed in long-term deposits with bank	(20.55)	(0.57)	(2.20)
	Interest income received	18.09	10.62	16.10
	Net cash flows (used in) investing activities (B)	(421.34)	(221.08)	(253.06)
C.	Financing activities:			
	Proceeds from borrowings	1,850.80	1,272.40	991.20
	Repayment of borrowings	(2,408.31)	(997.63)	(676.20)
	Payment of Principal portion of lease liabilities	(81.60)	(45.80)	(12.00)
	Payment of Interest portion lease liabilities	(41.10)	(26.40)	(19.60)
	Finance costs paid	(581.40)	(574.70)	(336.00)
	Net cash flows (used in) financing activities (C)	(1,261.61)	(372.13)	(52.60)
	Net increase/ (decrease) in cash and cash equivalents (A+B+C)	80.30	(12.10)	(39.60)
	Cash and cash equivalents at the beginning of the period	85.40	97.50	137.10
	Cash and cash equivalents at the end of the period	165.70	85.40	97.50
	Cash and cash equivalents comprise (refer note 14 and note 29) :			
	Cash on hand	16.00	11.80	8.90
	Cheques on hand	4.50	-	-
	Balances with banks:			
	- On current accounts	148.20	77.40	91.50
	- Book Overdrafts	(3.00)	(3.80)	(2.90)
		165.70	85.40	97.50
	Non-cash financing and investing activities			
	Acquisition of Right-of-use assets	281.24	115.81	41.00

Refer Note 21.1 for Change in liabilities arising from financing activities.
The above restated consolidated cash flow statement has been prepared under Indirect method as set out in Ind AS-7 "Statement of cash flows"

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments to Audited Consolidated Financial Statements and Annexure VII - Notes to Restated Consolidated Summary Statements.

As per our report of even date
For S.R. Batliboi & Co LLP
Chartered Accountants
ICAI Firm Registration No. : 301003E/E300005

per Amit Chugh
Partner
Membership No: 505224
Place of Signature: Delhi
Date: August 18, 2023

For and on behalf of the Board of Directors of
Apeejay Surrendra Park Hotels Limited

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Chief Financial Officer
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Company Secretary
Membership No.: A14897
Place of Signature: Delhi
Date: August 18, 2023

Vijay Dewan
Managing Director
DIN: 00051164
Place of Signature: Delhi
Date: August 18, 2023

Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure V
Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement

All amounts in Rupees millions, unless otherwise stated

1 CORPORATE INFORMATION

Apeejay Surrendra Park Hotels Limited (the 'Company' or the 'Holding Company' or the 'Parent Company') is a public company domiciled in India and is incorporated in India under the provisions of the Companies Act, 2013 (the Act). Its shares are not listed on any stock exchanges. The registered office of the Company is located at 17, Park Street, Kolkata, West Bengal, India, 700016. The Company along with its 3 subsidiaries (refer note 52 on details of shareholding percentages held by the Parent Company for such subsidiaries) are referred to as Group for the purpose of such Restated Consolidated Summary Statements.

The Group is primarily engaged in the business of owning, operating and managing hotels and also the yachts on hire in India. The Restated Consolidated Summary Statement were authorised for issue in accordance with a resolution of the Board of Directors on August 18, 2023.

2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these Restated Consolidated Summary Statements. These policies have been consistently applied to all the years.

2.01 Basis of preparation of Restated Consolidated Summary Statements

The Restated Consolidated Summary Statements of the Group comprise of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31 2021, the related Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for years ended March 31, 2023, March 31, 2022 and March 31, 2021, and the Significant Accounting Policies and explanatory notes (collectively, the 'Restated Consolidated Summary Statements').

These Restated Consolidated Summary Statements have been prepared by the Management of the Holding Company in accordance with the Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11th September, 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') in connection with its proposed initial public offering of equity shares of face value of Rs. 1 each of the Company comprising an offer for sale of equity shares held by the selling shareholders (the "Offer") and issue of fresh equity shares by the Holding Company, prepared by the Holding Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Summary Statements have been compiled by the Management from:

Audited Consolidated financial statements ("CFS") of the Group as at and for year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the CFS and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 16, 2023, September 27, 2022, September 27, 2021.

The accounting policies applied by the Group in preparation of the Restated Consolidated Summary Statements are consistent with those adopted in the preparation of Statutory Consolidated Financial Statements for the year ended March 31, 2023. These Restated Consolidated Summary Statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective as at March 31, 2023.

The Restated Consolidated Summary Statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefits plan - plan assets measured at fair value;

The Restated Consolidated Summary Statements are presented in Indian Rupees "INR" or "Rs." and all values are stated as INR or Rs. millions, except when otherwise indicated.

2.02 New and amended standards adopted by the Group

The Group has applied the following amendments to Ind AS for the first time for their latest annual reporting period commencing from April 01, 2022:

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022 , to amend the following Ind AS which are effective from April 01, 2022.

(i) Onerous Contracts - Costs of Fulfilling a Contract - Amendments to Ind AS 37

The amendments to Ind AS 37 specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs for example direct labour and materials and an allocation of other costs directly related to contract activities for example an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The amendments do not have any impact on the Group.

(ii) Reference to the Conceptual Framework - Amendments to Ind AS 103

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements.

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately.

It has also been clarified that the existing guidance in Ind AS 103 for contingent assets would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards.

The amendments do not have any impact on the Group.

(iii) Property, Plant and Equipment: Proceeds before Intended Use - Amendments to Ind AS 16

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

The amendments do not have any impact on the Group.

(iv) Ind AS 101 First-time Adoption of Indian Accounting Standards - Subsidiary as a first-time adopter

The amendment permits a subsidiary that elects to apply the exemption in paragraph D16(a) of Ind AS 101 to measure cumulative translation differences for all foreign operations in its financial statements using the amounts reported by the parent, based on the parent's date of transition to Ind AS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is also available to an associate or joint venture that uses exemption in paragraph D16(a) of Ind AS 101.

The amendments do not have any impact on the Group.

(v) Ind AS 109 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

The amendments do not have any impact on the Group.

(vi) Ind AS 41 Agriculture - Taxation in fair value measurements

The amendment removes the requirement in paragraph 22 of Ind AS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of Ind AS 41. The amendments do not have any impact on the Group.

2.03 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non- current classification. An asset is treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non current.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has identified twelve months as its operating cycle.

2.04 Basis of consolidation

The Restated Consolidated Summary Statements comprises of the Summary Statements of the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

► Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
► Exposure, or rights, to variable returns from its involvement with the investee, and
► The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

► The contractual arrangement with the other vote holders of the investee
► Rights arising from other contractual arrangements
► The Group's voting rights and potential voting rights
► The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Summary Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.
Restated Consolidated Summary Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Summary Statements for like transactions and events in similar circumstances, appropriate adjustments were made to that Group member's Summary Statements in preparing the Restated Consolidated Summary Statements to ensure conformity with the Group's accounting policies.

The Restated Summary Statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31, 2023, March 31 , 2022 and March 31 , 2021.

2.05 Consolidation Procedures :

Subsidiaries:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Summary Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Restated Consolidated Summary Statements. Ind AS - 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the Restated Summary Statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

When the proportion of the equity held by non-controlling interests changes, the Group adjust the carrying amounts of the controlling and non-controlling interests to reflect the changes in their relative interests in the subsidiary. The Group recognises directly in equity any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received, and attribute it to the owners of the parent.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

(i) Derecognises the assets (including goodwill) and liabilities of the subsidiary
(ii) Derecognises the carrying amount of any non-controlling interests
(iii) Derecognises the cumulative translation differences recorded in equity
(iv) Recognises the fair value of the consideration received
(v) Recognises the fair value of any investment retained
(vi) Recognises any surplus or deficit in profit or loss
(vii) Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

All amounts in Rupees millions, unless otherwise stated

2.06 Property, plant and equipment

Recognition and initial measurement:

All items of property, plant and equipment are stated at deemed cost (fair value as at transition date) less accumulated depreciation, impairment loss, if any. Deemed cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Capital work-in-progress comprises the cost of property, plant and equipment that are not yet ready for their intended use on the reporting date and materials at site.

Subsequent measurement (Depreciation methods, estimated useful lives and residual value):

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives (as set out below) prescribed in Schedule II to the Companies Act, 2013:

The Group, based on technical assessment made by technical expert and management estimate, depreciates certain property, plant and equipment, over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Asset Category	Estimated Useful Life (in years) as per Schedule II	Estimated Useful Life (in years) as per technical assessment
Plant & Machinery and Electrical Installation	15	20
Office Equipment	5	6
Buildings*	60	30-100
Furniture & Fixtures		
General	10	15-20
Used in hotels and restaurants	8	15-20
Vehicles		
General	10	8
Used in business of running them on hire	6	8
Computers		
Servers and networks	6	6
Desktops & Laptops	3	3-6

*Depreciation on building constructed on leasehold land is restricted to lower of useful life of balance period of leasehold land or useful life calculated based on 100 years.

Depreciation on deemed cost of other property, plant and equipment (except land) is provided on pro rata basis on straight line method based on useful lives specified in Schedule II to the Companies Act, 2013.
The useful lives, residual values and method of depreciation of property plant and equipment are reviewed and adjusted prospectively, if appropriate at the end of each reporting period.

Derecognition:

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 the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

2.07 Business combination and goodwill

Business combinations other than those under common control transactions are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. In respect to the business combination for acquisition of subsidiary, the Group has opted to measure the non-controlling interests in the acquiree at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated as mentioned hereinafter:

(i) Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 "Income Tax" and Ind AS 19 "Employee Benefits" respectively.
(ii) Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
(iii) Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 "Share-based Payments" at the acquisition date.
(iv) Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 "Non-current Assets Held for Sale" and Discontinued Operations are measured in accordance with that standard.
(v) Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.
After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

2.08 Investment Properties

Property that is held for long term rental yields or for capital appreciation or for 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 cost and where applicable borrowing costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Subsequent expenditure is capitalized to assets 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. When significant parts of investment property are required to be replaced at intervals, the Group depreciates them separately based on their respective useful lives. All other repair and maintenance cost are expensed when incurred.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an external independent valuer applying a valuation model as per Ind AS 113 " Fair value measurement".

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

Investment properties are depreciated using straight line method over their estimated useful life i.e 99 years.

Transfer of property from investment property to the property, plant and equipment is made when the property is no longer held for long term rental yields or for capital appreciation or both at carrying amount of the property transferred.

2.09 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Computer Software for internal use, which is primarily acquired from third party vendors, is capitalised. Subsequent costs associated with maintaining such software are recognised as expense as incurred. Cost of software includes license fees and cost of implementation / system integration services, where applicable.

Intangible assets with finite lives are amortised over the useful economic life (Computer software 5 years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The Brand under the head 'Intangible assets' is being amortised based on the useful life of 20 years as assessed by the management based on technical assessment made by technical expert.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Amortisation method

Computer software are amortized on a straight line basis over estimated useful life of five years from the date of capitalisation.

2.10 Impairment of non- financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five to eight years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the 8th year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting date and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods. Intangible assets with indefinite useful lives are tested for impairment annually at each reporting date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

2.11 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.

(i) Financial Assets

The Group classifies its financial assets in the following measurement categories:
- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortized cost

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Initial recognition and measurement

With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient and are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 'Revenue from contracts with customers'.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'Solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in following categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

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

(a) Business Model Test : The objective is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes) and;

(b) Cash flow characteristics test: The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in other income in statement of profit and loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

(a) Business Model Test : The objective of financial instrument is achieved by both collecting contractual cash flows and selling the financial assets; and

(b) Cash flow characteristics test: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Debt instrument included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI), except for the recognition of interest income, impairment gains or losses and foreign exchange gains or losses which are recognized in statement of profit and loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss. This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the statement of profit and loss when the right of payment has been established.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Embedded Derivatives

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Derecognition

A financial asset (or ,where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

(a) the Group has transferred substantially all the risks and rewards of the asset, or
(b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses ('ECL') model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure
- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group follows "simplified approach" for recognition of impairment loss allowance on:
- Trade receivables or contract revenue receivables;
- All lease receivables resulting from the transactions within the scope of Ind AS 116 -Leases

Under the simplified approach, the Group does not track changes in credit risk. Rather , it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the restated consolidated statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of restated consolidated statement of profit and loss. The restated consolidated statement of assets and liabilities presentation for various financial instruments is described below:

(a) Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the statement of assets and liabilities. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

(b) Loan commitments and financial guarantee contracts: ECL is presented as a provision in the statement of assets and liabilities, i.e. as a liability.

(c) Debt instruments measured at FVTOCI: For debt instruments measured at FVTOCI, the expected credit losses do not reduce the carrying amount in the statement of assets and liabilities, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the accumulated impairment amount.

(ii) Financial liabilities:

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group financial liabilities include loans and borrowings, trade payables, trade deposits, retention money, liabilities towards services, sales incentive and other payables.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

(i) Financial liabilities at fair value through profit or loss
(ii) Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationship as defined by Ind AS 109. The separated embedded derivate are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost (Loans and borrowings)

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the Effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognised as well as through the Effective interest rate amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective interest rate. The Effective interest rate amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financials assets and financial liabilities are offset and the net amount is reported in the statement of assets and liabilities if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Reclassification of financial assets/ financial liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.12 Inventories :

Inventories are valued at lower of cost or net realisable value.

Cost includes the cost of purchase and other costs incurred in bringing the inventories (other than finished goods) to their present location and condition. Cost of finished goods includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on a first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make sale.

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2.13 Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries, joint ventures and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Restated Consolidated Summary Statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit/ (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, joint ventures and associates and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, joint ventures and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

2.14 Revenue from contract with customers

Revenue is recognised at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and variable consideration on account of discounts and schemes offered by the Group as part of the contract. The Group applies the revenue recognition criteria to each separately identifiable component of the revenue transaction as set out below:

(i) Revenue from sale of services (Rooms, Food and Beverage & Banquets):

- Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

- Revenue is recognised net of discounts and sales related taxes in the period in which the services are rendered. The Group collects Goods and Service Tax (GST) and value added tax (VAT) on behalf of the government, and therefore, these are not economic benefits flowing to the Group.

(ii) Other Operating Revenue:

- Export entitlements [arising out of Served from India Scheme (SFIS)] are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Group and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

- Loyalty Programme: The Group operates a loyalty point's programme, which allows customers to accumulate points when they obtain services in the Group's Hotels. This programme provides a material right to customers, in the form of award points, on eligible spends. The promise to provide the discount through award points to the customer is therefore a separate performance obligation. The points so earned by such customers are accumulated and have a fixed redemption price. The revenues related to award points pertaining to the Group is deferred and a contract liability is created at the time of initial sales basis the points awarded to the customer and the likelihood of redemption, as evidenced by the Group's historical experience. On redemption or expiry of such award points, revenue is recognised at pre-determined rates.

- Space and Shop Rentals: Rentals basically consists of rental revenue earned from letting of spaces for retails and office at the properties. Revenue is recognised in the period in which services are being rendered.

- Other Allied Services: In relation to laundry income, communication income, health club income, airport transfers income and other allied services, the revenue has been recognised by reference to the time of service rendered.

- Management Fees: Management fees earned from hotels managed by the Group are usually under long-term contracts with the hotel owner. Under Management and Operating Agreements, the Group's performance obligation is to provide hotel management services and a license to use the Group's trademark and other intellectual property. Management and incentive fee is earned as a percentage of revenue and profit and are recognised when earned in accordance with the terms of the contract based on the underlying revenue, when collectability is certain and when the performance criteria are met. Both are treated as variable consideration.

- Membership Fees: Membership fee income majorly consists of membership fees received from the loyalty programme and Chamber membership fees. In respect of performance obligations satisfied over a period of time, revenue is recognised at the allocated transaction price on a time-proportion basis.

(iii) Interest Income:

Interest income is recorded on accrual basis using the effective interest rate (EIR) method. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(iv) Rental Income:

Rental income is recognised on a straight-line basis over the term of the lease over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

(v) Dividend Income:

Dividend income is recognised at the time when the right to receive is established which is generally when shareholders approve the dividend.

(vi) Contract balances

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (Financial instruments – initial recognition and subsequent measurement).

2.15 Retirement and other employee benefits :

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, a reduction in future payment or a cash refund.
The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:
- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The group 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. The group recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

2.16 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group's lease asset classes primarily comprise of lease for land and building. The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) **Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the unexpired period of respective leases.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 'Impairment of non-financial assets.

(ii) **Lease Liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) **Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases for which the Group is a lessor is classified as finance or operating lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.17 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Government grants relating to the purchase of property, plant and equipment are included in non-current/current liabilities as deferred income and credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

2.18 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity holders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.19 Borrowing Costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

2.20 Cash and cash equivalents

Cash and cash equivalents in the Restated Consolidated Statement of Assets and Liabilities comprises of cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the Restated Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group’s cash management.

2.21 Foreign currency translation

(i) Functional and presentation currency

Items included in the Summary Statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group’s consolidated financial statements are presented in INR, which is the functional currency for all entities in the Group including the parent company.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(iii) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

2.22 Fair value Measurement

The Group measures its financial instruments such as derivative instruments, etc at fair value at each balance sheet date. 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 fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
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) market 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 Group determines whether transfers have occurred between levels in the hierarchy by re-assessing 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.
External valuers are involved for valuation of significant assets, such as investment properties and unquoted financial assets. Valuers are selected based on market knowledge, reputation, independence and whether professional standards are maintained. For other assets management carries out the valuation based on its experience, market knowledge and in line with the applicable accounting requirements.
For the purpose of fair value disclosures, the Group 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.
This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes:
• Quantitative disclosures of fair value measurement hierarchy (refer note 51 B)
• Investment in unquoted equity share (refer note 7)
• Financial instruments (including those carried at amortised cost) (refer note 51)
• Disclosures for valuation methods, significant estimates and assumptions (refer note 51)
• Investment properties (refer note 5)

2.23 Provisions and Contingent Liabilities :

Provisions:

Provisions are recognised when the Group has a present obligation (legal or constructive) 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. When the group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, 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 liability is disclosed for:

• Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
• Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

2.24 Significant estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as given below:

(i) Significant estimates

Recoverability of deferred tax assets

The Group has carry forward tax losses, unabsorbed depreciation and MAT credit that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax losses or tax credits can be utilised. This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets. This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the statement of profit and loss.

The total deferred tax assets recognised in these financial statement (Refer note 26) includes MAT credit entitlements of INR 292.91 millions (March 31, 2022: INR 255.70 millions; March 31, 2021: INR 255.70 millions), of which INR 61.78 millions (FY 2021-22: 61.78 millions and FY 2020-21 - 61.78 millions) is expected to be utilised in the fourteenth year, fifteen year being the maximum permissible time period to utilise the MAT credits.

Deferred tax asset is recognized on unabsorbed depreciation and business losses to the extent it is probable that future taxable profits will be available against which the deductible temporary differences and unabsorbed depreciation can be utilised. The Group has tax losses of INR 965.16 millions (March 31, 2022 : INR 1,792.80 millions; March 31, 2021: INR 1,580.00 millions) in the form of unabsorbed depreciation that are available for offsetting for unlimited period against future taxable profits and business losses that are available for offsetting for a period of 15 years from the year of generation. The Group believes there is reasonable certainty that deferred tax asset will be recovered.

(ii) Significant judgements

a) Determining the Lease Term

Ind AS 116 'Leases' requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. Critical Judgements in Determining the Discount Rate: The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

b) Employee Benefits (Estimation of defined benefit obligation)

Post-employment benefits represents obligation that will be settled in the future and require assumptions to project benefit obligations. Post-employment benefit accounting is intended to reflect the recognition of future benefit cost over the employee's approximate service period, based on the terms of plans and the investment and funding decisions made. The accounting requires the Group to make assumptions regarding variables such as discount rate, rate of compensation increase and future mortality rates. Changes in these key assumptions can have a significant impact on the defined benefit obligations, funding requirements and benefit costs incurred.

c) Impairment of trade receivables

The risk of uncollectability of accounts receivable is primarily estimated based on prior experience with, and the past due status of doubtful debtors, while large accounts are assessed individually based on factors that include ability to pay, bankruptcy and payment history. The assumptions and estimates applied for determining the valuation allowance are reviewed periodically.

d) Estimation of expected useful lives and residual values of property, plants and equipment

Property, plant and equipment are depreciated at historical cost using straight-line method based on the estimated useful life, taken into account at residual value. The asset's residual value and useful life are based on the Group's best estimates and reviewed, and adjusted if required, at each Balance Sheet date.

e) Contingent Liabilities

Legal proceedings covering a range of matters are pending against the Group. Due to the uncertainty inherent in such matters, it is often difficult to predict the final outcomes. The cases and claims against the Group often raise difficult and complex factual and legal issues that are subject to many uncertainties and complexities, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law, in the normal course of business, the Group consults with legal counsel and certain other experts on matters related to litigations. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated. In the event an adverse outcome is possible or an estimate is not determinable, the matter is disclosed.

f) Fair value measurements

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques which involve various judgements and assumptions.

g) Impairment testing

Impairment Testing: Property, plant and equipment, Right-of-Use assets and intangible assets that are subject to depreciation/ amortisation are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

2.25 Standards notified but not yet effective

The Ministry of Corporate Affairs (MCA), on March 31, 2023, through the Companies (Indian Accounting Standards (Ind AS)) Amendment Rules, 2023 amended certain existing Ind ASs with effect from April 01, 2023. Following are few key amendments relevant to the Group:

i. Ind AS 1 – Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.

ii. Ind AS 8 – Accounting policies, changes in accounting estimate and errors - The amendment replaces definition of 'change in accounting estimates' with the definition of 'accounting estimates'.

iii. Ind AS 12 – Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

iv. Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

These amendments are not expected to have any impact in the financial statements of the Group.

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Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure VI
All amounts in Rupees millions, unless otherwise stated

Part A: Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Reconciliation between total equity as per audited statutory financial statements and restated consolidated summary statements

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total equity (as per audited statutory financial statements)	5,554.62	5,083.30	5,362.02
Restatement Adjustments	-	-	-
Total equity as per restated consolidated statement of assets and liabilities	5,554.62	5,083.30	5,362.02

Reconciliation between profit for the year after tax as per audited statutory financial statements and restated profit after tax as per restated consolidated summary statements

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Profit/(Loss) for the year after tax (as per audited statutory financial statements)	480.62	(282.02)	(758.84)
Restatement Adjustments	-	-	-
Restated profit after tax for the year	480.62	(282.02)	(758.84)

Part B: Material regrouping

Appropriate regroupings have been made in the restated consolidated summary statements of assets and liabilities, restated consolidated statement of profit and loss and restated consolidated statements of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the restated consolidated summary statements of the Group for the year ended March 31, 2023 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

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Apeejay Surrendra Park Hotels Limited
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Annexure VI
All amounts in Rupees millions, unless otherwise stated

Particulars	March 31, 2021 (reported)	March 31, 2021 (restated)	Change	Nature
Goodwill	-	228.10	228.10	Reclassification
Intangible assets	524.90	296.80	(228.10)	
Non current loans assets	83.90	88.80	4.90	Reclassification
Non current financial assets	31.90	140.90	109.00	
Current loans assets	96.40	1.00	(95.40)	
Current financial assets	78.20	59.70	(18.50)	
Income Tax Assets (net)	37.90	36.64	(1.26)	
Current tax assets	0.10	-	(0.10)	Reclassification
Current tax liabilities	- 1.36	-	1.36	
Particulars	March 31, 2022 (reported)	March 31, 2022 (restated)	Change	Nature
Goodwill	-	228.10	228.10	Reclassification
Intangible assets	505.72	277.62	(228.10)	
Non current loans assets	91.30	61.50	(29.80)	Reclassification
Non current financial assets	30.90	136.70	105.80	
Current loans assets	68.40	0.50	(67.90)	
Current financial assets	72.10	64.00	(8.10)	
Income Tax Assets (net)	66.50	65.19	(1.31)	
Current tax assets	0.10	-	(0.10)	Reclassification
Current tax liabilities	(1.41)	-	1.41	
Particulars	March 31, 2021 (reported)	March 31, 2021 (restated)	Change	Nature
Revenue from contracts with customers	1,839.30	1,788.30	(51.00)	Reclassification on account of shop rentals and liabilities no longer written back from Revenue from operations to other income
Other income	63.60	114.60	51.00	

Note 1 - The above reclassifications in previous year have been made, wherever necessary to confirm to the current year classification/disclosure and do not have any impact on the profit/ (loss), hence there is no change in the restated basic and diluted earnings per share of the previous year. These reclassifications do not have any impact on the restated equity at the beginning of March 31, 2021.

Part C: Non adjusting items

Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated summary statement are as follows:
(a) There are no audit qualification in auditor's report for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.

(b) Other audit qualifications included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2020, on the standalone financial statements for the year ended March 31, 2023 & March 31, 2022, and audit qualifications included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2016 (as amended) on the standalone financial statements for the year ended March 31, 2021, which do not require any corrective adjustment in the Restated Consolidated Summary Statements are as follows:

As at and for the year ended March 31, 2023

Clause (i)(c) of Companies (Auditor's Report) Order, 2020
In respect of Apeejay Surrendra Park Hotels Limited, the title of immovable properties disclosed in standalone financial statements are held in the name of the Company except Immovable properties amounting to INR 199.68 millions as at March 31, 2023 for which title deeds were not registered in the name of the Company and hence the auditors were unable to comment on the same. Further, immovable properties amounting to INR 199.68 millions are mortgaged with lenders and their title deeds are not available with the Company and the same has been independently confirmed by the bank.

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Apeejay Surrendra Park Hotels Limited
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Annexure VI
All amounts in Rupees millions, unless otherwise stated
Clause (vii)(a) of Companies (Auditor's Report) Order, 2020
In respect of Apeejay Surrendra Park Hotels Limited, the undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. Further, undisputed statutory dues in respect of luxury tax and value added tax which were outstanding, as at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of statute	Nature of dues	Amount (INR millions)	Period to which the amount relate	Due date	Date of payment
Delhi Value Added Tax Act, 2004	Delhi VAT	0.01	FY 2005-06	December 31, 2007	August 11, 2023
		0.02	FY 2005-06 to FY 2006-07	February 19, 2012	August 11, 2023
		0.01	FY 2007-08	May 09, 2012	August 11, 2023
		0.01	FY 2009-10 and FY 2011-12	March 28, 2013	August 11, 2023
		0.50	FY 2012-13	May 30, 2014	August 11, 2023
		1.52	FY 2012-13	July 05, 2014	August 11, 2023
		1.88	FY 2013-14	July 15, 2015	August 11, 2023
		0.04	FY 2014-15	September 19, 2015	August 11, 2023
		0.07	FY 2015-16 to 2016-17	July 27, 2018	August 11, 2023
		0.46	FY 2017-18	June 06, 2021	August 11, 2023
		0.09	FY 2018-19 to FY 2019-20	December 02, 2022	August 11, 2023
		2.10	FY 2018-19 to FY 2019-20	December 02, 2022	August 14, 2023

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Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure VI
All amounts in Rupees millions, unless otherwise stated

Clause (vii)(b) of Companies (Auditor's Report) Order, 2020

In respect of Apeejay Surrendra Park Hotels Limited, the dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of statute	Nature of dues	Amount (INR million)	Demand paid under protest (INR millions)	Period to which the amount relate	Forum where dispute is pending
Finance Act, 1994	Service Tax	43.90	6.40	2004-05 to 2008-09 & 2010-11	Customs, Excise and Service tax Appellate Tribunal
NDMC Act 1994	Property Tax	597.00	69.60	2017-18 to 2022-23	Honourable High Court of Delhi
Kolkata Municipal Corporation Act 1980 #	Property Tax	1,045.10	-	2015-2022	Kolkata Municipal Corporation ('KMC')
Delhi Value Added Tax, 2004	Value added tax	4.30	-	2012-13 to 2015-2016	The Department of Trade taxes Government of NCT of Delhi
Bengal Entertainment and Luxuries (Hotels and Restaurants) Tax Act, 1972	Entertainment Tax	19.30	-	2015-2016 to 2017-18	The Department of Agricultural Income Tax, West Bengal
Land and Development office (LDO)	Property Tax	98.10	-	2007-2022	LDO, Ministry of Housing and Urban Affairs.
Land and Development office (LDO)	Property Tax	5.8	-	2000-2023	Hon'ble High Court of Andhra Pradesh

#This demand was reduced subsequently and settled with KMC. Refer Annexure VII, Note 42 (a) (i) of the restated consolidated summary statements.

In respect to Apeejay Charter Private Limited, the dues outstanding of service tax that have not been deposited on account of any dispute are as follows:

Name of statute	Nature of dues	Amount (INR million)	Demand paid under protest	Period to which the amount	Forum where dispute is pending
Finance Act, 1994	Service tax	0.30	-	2008-09	The High Court of Calcutta

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Annexure VI
All amounts in Rupees millions, unless otherwise stated

Clause (xvii) of Companies (Auditor's Report) Order, 2020

Apeejay Surrendra Park Hotels Limited has not incurred cash losses in the current year. In the immediately preceding financial year, the Company had incurred cash losses amounting to INR 40.60 millions.

In respect to Apeejay Charter Private Limited, cash losses had not incurred in the current year. However, the company has incurred cash loss of INR 0.78 million in immediately preceding financial year.

In respect to Apeejay North-West Hotels Private Limited, Cash losses has incurred amounting to Rs. 1.22 million in the current year. In the immediately preceding financial year, the Company had incurred cash losses amounting to Rs. 0.16 millions.

As at and for the year ended March 31, 2022

Clause (i)(c) of Companies (Auditor's Report) Order, 2020

In respect of Apeejay Surrendra Park Hotels Limited, the title of immovable properties disclosed in standalone financial statements are held in the name of the Company except Immovable properties amounting to INR 199.68 millions as at March 31, 2022 for which title deeds were not registered in the name of the Company and hence the auditors were unable to comment on the same. Further, immovable properties amounting to INR 98.19 millions are mortgaged with lenders and their title deeds are not available with the Company and the same has not been independently confirmed by the bank and hence, the auditors were unable to comment on the same.

Clause (vii)(a) of Companies (Auditor's Report) Order, 2020

In respect of Apeejay Surrendra Park Hotels Limited, the undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. Further, undisputed statutory dues in respect of luxury tax and value added tax which were outstanding, as at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of statute	Nature of dues	Amount (INR millions)	Period to which the amount relate	Due date	Date of payment
Delhi Tax Luxury Act, 1996	Luxury Tax	1.80	FY 2015-16	June 26, 2020	September 23, 2022
		6.00	FY 2016-17	June 26, 2020	September 23, 2022
		0.10	FY 2017-18	March 29, 2021	September 23, 2022

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Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure VI
All amounts in Rupees millions, unless otherwise stated
Clause (vii)(b) of Companies (Auditor's Report) Order, 2020
In respect of Apeejay Surrendra Park Hotels Limited, the dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of statute	Nature of dues	Amount (INR million)	Demand paid under protest (INR millions)	Period to which the amount relate	Forum where dispute is pending
Finance Act, 1994	Service Tax	43.90	6.40	2004-05 to 2008-09 & 2010-11	Customs, Excise and Service tax Appellate Tribunal
NDMC Act 1994	Property Tax	520.50	-	2017-18 to 2021-22	New Delhi Municipal Council
Kolkata Municipal Corporation Act 1980	Property Tax	1,045.10	-	2015-2022	Kolkata Municipal Corporation
Delhi Value Added Tax, 2004	Value added tax	4.30	-	2012-13 to 2015-2016	The Department of Trade taxes Government of NCT of Delhi

In respect to Apeejay Charter Private Limited, the dues outstanding of service tax that have not been deposited on account of any dispute are as follows:

Name of statute	Nature of dues	Amount (INR million)	Demand paid under protest	Period to which the amount	Forum where dispute is pending
Finance Act, 1994	Service tax	0.30	-	2008-09	The High Court of Calcutta

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Annexure VI
All amounts in Rupees millions, unless otherwise stated

Clause (xvii) of Companies (Auditor's Report) Order, 2020

Apeejay Surrendra Park Hotels Limited has incurred cash losses in the current and immediately preceding financial years aggregating to INR 40.60 millions and INR 322.50 millions respectively.

In respect to Apeejay North-West Hotels Private Limited, cash losses have been incurred in the current financial year aggregating to INR 0.16 million and amounting to INR Nil in the immediately preceding financial year respectively.

In respect to Apeejay Charter Private Limited, cash losses have been incurred in the current year and immediately preceding financial years aggregating to INR 0.78 million and INR 0.95 million respectively.

As at and for the year ended March 31, 2021

Clause (i)(c) of Companies (Auditor's Report) Order, 2016

In respect to Apeejay Surrendra Park Hotels Limited, the title deeds of immovable properties included in property, plant and equipment except for 3 cases of freehold land amounting to Rs. 199.68 millions as at March 31, 2021, for which registration is pending, are held in the name of the Company. The title deeds for freehold land of Rs. 98.19 millions as at March 31, 2021, have been given as security (mortgage and charge) against the borrowings and that original title deeds are kept with the lenders, therefore the same could not be made available to the auditor for verification. Further the same had been independently confirmed by the Lender.

Clause (vii)(a) of Companies (Auditor's Report) Order, 2016

In respect to Apeejay Surrendra Park Hotels Limited, the undisputed statutory dues including provident fund, employees state insurance, income tax, duty of custom, goods and service tax, cess and other applicable statutory dues generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

Clause (vii)(c) of Companies (Auditor's Report) Order, 2016

In respect to Apeejay Surrendra Park Hotels Limited, the dues outstanding of income tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax and cess on account of any dispute are as follows:

Name of statute	Nature of dues	Demand amount (INR millions)	Demand paid under protest (INR millions)	Period to which the amount relate	Forum where dispute is pending
Finance Act, 1994	Service Tax	43.90	6.40	2004-05 to 2008-09 & 2010-11	Customs, Excise and Service tax Appellate Tribunal

Clause (viii) of Companies (Auditor's Report) Order, 2016

In respect of Apeejay Surrendra Park Hotels Limited, the Company has delayed in repayment of 8 instalments of loans or borrowings to banks during the year aggregating to INR. 118.3 million (ranging from 5 to 88 days). These amounts were repaid during the year and no such dues were in arrears as on the balance sheet date.

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Annexure VI

All amounts in Rupees millions, unless otherwise stated

Part D: Emphasis of matter or Material Uncertainty Related to Going Concern not requiring adjustment to Restated Consolidated Summary Statements.

Material Uncertainty Related to Going Concern - as included in the Auditor's Report on statutory Consolidated Financial Statements for the year ended March 31, 2021.

Auditors have drawn attention in their audit report dated September 27, 2021 on the audited consolidated financial statements as at and for the year ended March 31, 2021, which indicated the impact of COVID 19 on the business operations of the Group and the Group's current liabilities exceeds its current assets as at the balance sheet date. These conditions indicated the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. The audit opinion was not modified in respect of this matter.

Emphasis of Matter - as included in the Auditor's Report on statutory Consolidated Financial Statements for the year ended March 31, 2021.

Auditors have drawn attention in their audit report dated September 27, 2021 on the audited Consolidated Financial Statements as at and for the year ended March 31, 2021 by including an 'Emphasis of Matter' to indicate an impact of COVID 19 pandemic on the company's operations, future cash flows and its consequential impact on the Consolidated Financial Statements as assessed by the management. The audit opinion was not modified in respect of this matter.

Reporting under section 143(3)(e) - as included in the Auditor's Report on statutory Consolidated Financial Statements for the year ended March 31, 2021.

Auditors have indicated that the going concern matter described in Material Uncertainty Related to Going Concern paragraph above and the matter described in the Emphasis of matter paragraph above, may have an adverse effect on the functioning of the Holding Company.

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Annexure VII
Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

3. Property, plant and equipment

Particulars	Freehold Land [Refer (b) below]	Buildings [Refer (a) below]	Plant and Equipment	Computers	Furniture and Fixtures	Vehicles	Office Equipment	Electrical Installation	Ships	Total	Capital work -in-progress
Gross block											
Balances as at April 01, 2020	1,100.40	5,864.70	1,648.90	50.60	510.90	135.30	36.10	400.20	18.90	9,766.00	282.60
Additions	-	59.30	32.20	1.80	52.00	2.00	0.30	10.30	1.05	158.95	99.00
Disposals/Capitalisations	-	(16.10)	(4.00)	(0.80)	-	(1.70)	-	-	-	(22.60)	(107.10)
Balances as at March 31, 2021	1,100.40	5,907.90	1,677.10	51.60	562.90	135.60	36.40	410.50	19.95	9,902.35	274.50
Additions	-	19.60	60.05	4.10	44.70	12.30	1.00	2.37	-	144.12	150.52
Disposals/Capitalisations	-	(2.90)	(13.50)	-	(1.50)	(5.90)	-	-	-	(23.80)	(132.73)
Balances as at March 31, 2022	1,100.40	5,924.60	1,723.65	55.70	606.10	142.00	37.40	412.87	19.95	10,022.67	292.29
Additions	-	64.20	119.40	11.40	72.70	10.20	5.30	14.20	0.10	297.50	250.70
Disposals/Capitalisations	-	(0.30)	(67.70)	(1.80)	-	(25.30)	-	-	-	(95.10)	(197.30)
Balances as at March 31, 2023	1,100.40	5,988.50	1,775.35	65.30	678.80	126.90	42.70	427.07	20.05	10,225.07	345.69
Accumulated Depreciation											
Balances as at April 01, 2020	-	355.00	483.10	22.70	147.90	66.50	9.90	110.80	8.50	1,204.40	-
Depreciation (refer note 38)	-	89.20	123.90	7.60	38.80	18.30	3.20	9.10	1.90	292.00	-
Disposals	-	(15.30)	(2.10)	(0.80)	-	(1.20)	-	-	-	(19.40)	-
Balances as at March 31, 2021	-	428.90	604.90	29.50	186.70	83.60	13.10	119.90	10.40	1,477.00	-
Depreciation (refer note 38)	-	96.48	131.56	6.92	39.67	18.07	3.21	7.60	1.42	304.93	-
Disposals	-	(0.08)	(6.67)	-	(1.41)	(5.60)	-	-	-	(13.76)	-
Balances as at March 31, 2022	-	525.30	729.79	36.42	224.96	96.07	16.31	127.50	11.82	1,768.17	-
Depreciation (refer note 38)	-	116.78	147.55	7.70	51.10	16.70	3.20	10.10	1.05	354.18	-
Disposals	-	(0.33)	(65.20)	(1.80)	-	(23.60)	-	-	-	(90.93)	-
Balances as at March 31, 2023	-	641.75	812.14	42.32	276.06	89.17	19.51	137.60	12.87	2,031.42	-
Net Block											
Balances as at March 31, 2021	1,100.40	5,479.00	1,072.20	22.10	376.20	52.00	23.30	290.60	9.55	8,425.35	274.50
Balances as at March 31, 2022	1,100.40	5,399.30	993.86	19.28	381.14	45.93	21.09	285.37	8.13	8,254.50	292.29
Balances as at March 31, 2023	1,100.40	5,346.75	963.21	22.98	402.74	37.73	23.19	289.47	7.18	8,193.65	345.69

(a) Assets given under operating lease

Gross Block of Buildings include certain portion of a Building given under operating lease, the particulars are given below:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Gross Block	49.50	49.50	49.50
Accumulated Depreciation	4.10	3.60	3.00
Net Block	45.40	45.90	46.50

Refer note 46 for information of property, plant and equipment given under lease.

(b) Assets not held in the name of Group

Title deeds of the immovable properties included in above aggregating to INR 199.68 millions (March 31, 2022: INR 199.68 millions, March 31, 2021: INR 199.68 millions) are not held in the name of the Group refer detail below:-

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (INR millions)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Reason for not being held in the name of the Group
Property, plant and equipment	Freehold Land	101.49	Gemini Hotels & Holdings Limited	No	Title deed of this land is held in the name of Gemini Hotels & Holdings Limited (GHHL) on account of amalgamation and merger in earlier years. The name change in such title deeds is in process.
Property, plant and equipment	Freehold Land	83.76	Lake Plaza Hotels Private Limited	No	Title deed of this land is held in the name of Lake Plaza Hotels Private Limited on account of amalgamation and merger in earlier years. The name change in such title deeds is in process.
Property, plant and equipment	Freehold Land	14.43	Andhra Hotels Private Limited	No	Title deed of this land is held in the name of Andhra Hotels Private Limited (AHPL) and others on account of amalgamation and merger in earlier years. The name change in such title deeds is in process.

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All amounts in Rupees millions, unless otherwise stated

(c) Capital work in progress: It comprises of expenditure of INR 345.69 millions as at March 31, 2023 (March 31, 2022 : INR 292.29 millions, March 31, 2021: INR 274.50 millions) under course of construction and installation of various projects and renovation works.

As at March 31, 2023*	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	49.40	14.00	77.40	204.89	345.69

As at March 31, 2022*	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	24.53	51.42	36.34	180.00	292.29

As at March 31, 2021*	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	50.30	44.69	26.90	152.61	274.50

*There are no projects which are temporarily suspended as of March 31, 2023, March 31, 2022 and March 31, 2021

(d) Capital work in progress (CWIP) Completion Schedule

Project name as at March 31, 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Hotel Project at Vizag	-	-	-	17.70	17.70
Hotel Project at Pune	-	-	-	151.50	151.50
Hotel Project at Chettinad	-	-	-	4.40	4.40
Hotel Project at Patiala	-	27.50	-	-	27.50
Confectionery Outlets	21.50	-	-	-	21.50
Hotels project at Kolkata	2.80	-	-	104.19	106.99
Other	16.10	-	-	-	16.10
Total	40.40	27.50	-	277.79	345.69

Project name as at March 31, 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Hotel Project at Vizag	-	-	-	21.50	21.50
Hotel Project at Pune	-	-	-	133.50	133.50
Hotel Project at Chettinad	-	-	-	3.36	3.36
Hotel Project at Patiala	-	7.20	-	-	7.20
Confectionery Outlets	5.60	5.90	-	-	11.50
Hotels project at Kolkata	-	-	-	104.23	104.23
Other	11.00	-	-	-	11.00
Total	16.60	13.10	-	262.59	292.29

Project name as at March 31, 2021	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Hotel Project at Vizag	-	-	-	18.10	18.10
Hotel Project at Pune	-	-	-	133.50	133.50
Hotel Project at Chettinad	-	-	-	3.36	3.36
Confectionery Outlets		13.50	-	-	13.50
Hotels project at Kolkata	-	-	-	104.23	104.23
Other	1.81	-	-	-	1.81
Total	1.81	13.50	-	259.19	274.50

(e) Property plant and equipment pledged as security: refer note 21 and 27 for information of property plant and equipment pledged as a security for borrowing by Group. The title deeds of immovable property included in property, plant and equipment amounting to Rs. 8,013.40 millions (March 31, 2022 Rs. 6,096.00 millions and March 31, 2021 Rs. 5,954.50 millions) has been pledged with banks against borrowing taken by the Group.

(f) On transition to Ind AS (i.e. April 01, 2015), the Group has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

(g) Capital work in progress as at March 31, 2023 includes assets under construction at various projects and renovation works which are pending installation. There are no projects which have either exceeded their budget or whose timelines have been deferred.

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Apeejay Surrendra Park Hotels Limited
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Annexure VII
Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

4. Other Intangible assets

Particulars	Computer Softwares	Brand	Total	Goodwill
Gross block				
Balances as at April 01, 2020	67.00	308.40	375.40	228.10
Additions	1.30	-	1.30	-
Balances as at March 31, 2021	68.30	308.40	376.70	228.10
Additions	3.49	-	3.49	-
Balances as at March 31, 2022	71.79	308.40	380.19	228.10
Additions	7.60	-	7.60	-
Balances as at March 31, 2023	79.39	308.40	387.79	228.10
Accumulated Amortisation				
Balances as at April 01, 2020	43.00	10.50	53.50	-
Amortisation (refer note 38)	11.30	15.10	26.40	-
Balances as at March 31, 2021	54.30	25.60	79.90	-
Amortisation (refer note 38)	8.24	14.43	22.67	-
Balances as at March 31, 2022	62.54	40.03	102.57	-
Amortisation (refer note 38)	8.50	15.50	24.00	-
Balances as at March 31, 2023	71.04	55.53	126.57	-
Net Block				
Balances as at March 31, 2021	14.00	282.80	296.80	228.10
Balances as at March 31, 2022	9.25	268.37	277.62	228.10
Balances as at March 31, 2023	8.35	252.87	261.22	228.10

Note: For impairment testing, goodwill acquired through business combinations having indefinite lives has been allocated to the hospitality segment which is also operating and reportable segment.The Group performed its annual impairment test for years ended March 31, 2023, March 31, 2022 and March 31, 2021 .The Group considers the cash flows from the said segment in comparison to the cash projections at the time of acquisition, among other factors, when reviewing for indicators of impairment. For the years ended March 31, 2023, March 31, 2022 and March 31, 2021, there were no impairment triggers identified as the Group was able to meet the cash flow projections.
Goodwill of INR 228.10 millions as at March 31, 2023, March 31, 2022 and March 31, 2021 respectively, has been allocated to the hospitality segment (CGU). The estimated value-in-use calculation of this CGU which use cash flow projections based on the future cash flows using a 4.5% terminal growth rate (March 31, 2022 : 5%, March 31, 2021: 5.5 %) for periods subsequent to the forecast period of 5 years and pretax WACC rate of 13% (March 31, 2022 : 12.5%, March 31, 2021: 11.5%). An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long-term average growth rate), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

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All amounts in Rupees millions, unless otherwise stated

5 Investment Properties

Particulars	Investment Properties*	Total
Balance as at April 01, 2020	1,422.00	1,422.00
Depreciation (refer note 38)	(7.60)	(7.60)
Balance as at March 31, 2021	1,414.40	1,414.40
Depreciation (refer note 38)	(7.63)	(7.63)
Balance as at March 31, 2022	1,406.77	1,406.77
Additions during the year (Refer Note 42 (a))	415.70	415.70
Depreciation (refer note 38)	(7.60)	(7.60)
Balance as at March 31, 2023	1,814.87	1,814.87

	As at March 31, 2023	**As at March 31, 2022**	**As at March 31, 2021**
Fair value of investment property	3,717.80	3,070.00	2,900.00
Date of valuation	April 13, 2023	August 05, 2022	August 10, 2021

* Investment properties primarily consists of leasehold land taken for a continuous period of 99 years. In prior years, the Group had acquired certain parcel of lands aggregating to INR 1,467.80 millions for expanding its hotel business. Subsequently, the Group has been actively considering opportunities for development and sale of portions of each such land parcel. Pending a final decision on the extent to which each such land parcel may be used for purposes other than the Group's hotel business, management has considered it appropriate to recognise deferred tax asset aggregating INR 196.28 millions (March 31, 2022: INR 151.80 millions, March 31, 2021: INR 151 millions) arising from difference between book values of those portions of land parcels that, based on managements best estimate which is reassessed at each reporting date, are likely to be used for purposes other than the Group's hotel business on aforesaid and their corresponding indexed costs for tax purposes.

Fair value of the properties was determined by using the market comparable method. This means that valuations performed by the valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific property. As at the date of valuation, the properties' fair values are based on valuations performed by Mr. Pradyumna Kumar Dev an accredited independent valuer who has relevant valuation experience for similar office properties in India for the last 7 years and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

Further the Group has performed sensitivity analysis on the assumptions used by the valuer and ensured that the valuation of investment property is appropriate.

6 Right of Use assets

Particulars	Land	Building [Refer (a) below]	Total
Gross carrying value:			
Balances as at April 01, 2020	756.00	459.60	1,215.60
Additions	-	41.00	41.00
Disposals	-	(3.00)	(3.00)
Depreciation (refer note 38)	(14.50)	(36.50)	(51.00)
Balances as at March 31, 2021	741.50	461.10	1,202.60
Additions	-	115.81	115.81
Disposals	-	(0.10)	(0.10)
Depreciation (refer note 38)	(16.23)	(48.09)	(64.32)
Balances as at March 31, 2022	725.27	528.72	1,253.99
Additions	-	281.24	281.24
Disposals	-	(4.14)	(4.14)
Depreciation (refer note 38)	(14.50)	(92.70)	(107.20)
Balances as at March 31, 2023	710.77	713.12	1,423.89
Net carrying value:			
Balances as at March 31, 2021	741.50	461.10	1,202.60
Balances as at March 31, 2022	725.27	528.72	1,253.99
Balances as at March 31, 2023	710.77	713.12	1,423.89

(a) Building includes Guest houses, Restaurant premises, Club and shop.

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All amounts in Rupees millions, unless otherwise stated

	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
7	Investments (Non Current)			
	[At fair value through Profit & Loss (FVTPL)]			
	Unquoted equity shares			
	10 Equity Shares (March 31, 2022 - 10 and March 31, 2021 - 10) of INR 10 each fully paid up in Artistery House Private Limited	0.00	0.00	0.00
	9,000 Equity Shares (March 31, 2022 - 9,000 and March 31, 2021 - 9,000) of INR 10 each fully paid up in Green Infra Wind Farms Limited	0.10	0.10	0.10
	12,000 Equity Shares (March 31, 2022 - 12,000 and March 31, 2021 - 12,000) of INR 10 each fully paid up in Green Infra Wind Generation Limited	0.10	0.10	0.10
		0.20	0.20	0.20
	Aggregate value of unquoted investments	0.20	0.20	0.20

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
8	Loans (Non Current)			
	Unsecured and considered good, valued at amortised cost			
	Loan to employees	-	-	0.30
	Loan to a body corporate*	62.60	61.50	88.50
	Unsecured and considered doubtful, valued at amortised cost			
	Loan to a body corporate (Credit impaired)	23.00	23.00	23.00
	Less: Allowance for credit impaired loans	(23.00)	(23.00)	(23.00)
		62.60	61.50	88.80

*Loans to body corporate carries interest at rate of 10% p.a and shall be repaid on December 04, 2025.

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
9	Other financial assets (Non Current)			
	Unsecured and considered good, valued at amortised cost			
	Security deposit	119.40	91.30	83.60
	Deposits with maturity more than 12 months	20.40	-	-
	Interest accrued on deposits and loans	20.20	14.50	25.40
	Margin money with banks (refer note 15)	34.10	30.90	31.90
	Unsecured and considered doubtful, valued at amortised cost			
	Security deposit	9.23	9.23	9.23
	Less: Security Deposits- credit impaired	(9.23)	(9.23)	(9.23)
		194.10	136.70	140.90

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
10	Income Tax assets (Net) (Non-Current)			
	(Unsecured and considered good)			
	Advance income tax (net of provision for income tax)	20.90	65.19	36.64
		20.90	65.19	36.64

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
11	Other assets (Non Current)			
	Unsecured and considered good			
	Capital advances	59.00	22.20	31.50
	Deposit with statutory authorities under protest	76.70	76.50	73.40
	Prepaid expenses	9.10	8.20	7.60
	Unsecured and considered doubtful			
	Advance recoverable in kind	8.10	8.10	8.10
	Less: Allowance for credit impaired advances	(8.10)	(8.10)	(8.10)
		144.80	106.90	112.50

All amounts in Rupees millions, unless otherwise stated

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
12	**Inventories (at lower of cost and net realisable value)**			
	Provisions, beverages (excluding wines and liquors)	21.20	14.99	11.29
	Wines and liquors	82.80	59.10	60.20
	Stores and operating supplies etc.	28.90	25.30	26.50
	Finished Good			
	Cakes and confectioneries	1.88	1.21	1.21
		134.78	**100.60**	**99.20**

Notes:

a. Method of valuation of inventories in note 2.12

b. Inventories have been pledged as a security for borrowings, refer note 21 and 27 for details

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
13	**Trade receivables**			
	Trade receivables	261.00	190.20	195.40
	Total trade receivables	**261.00**	**190.20**	**195.40**
	Break up is as under:			
	Unsecured, Considered good	265.10	192.30	195.40
	Trade receivables - credit impaired	105.80	115.30	126.30
		370.90	**307.60**	**321.70**
	Impairment Allowance			
	Unsecured, Considered good	(4.10)	(2.10)	**-**
	Trade receivables - credit impaired	(105.80)	(115.30)	(126.30)
	Total trade receivables	**261.00**	**190.20**	**195.40**

Trade receivables are non interest bearing and generally on terms upto 90 days

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on historical credit loss experience and forward looking experience.

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables have been pledged as a security for borrowings, refer note 21 and 27 for details

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Trade receivables Ageing Schedule as at March 31, 2023	Outstanding for following periods from due date of payment							
Particulars	Unbilled	Not Due	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	9.15	116.36	48.75	9.64	3.83	4.95	63.21	255.89
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivables – credit impaired	-	-	0.08	1.40	0.17	0.88	102.30	104.83
Disputed Trade receivables - considered good	-	-	-	-	-	-	5.11	5.11
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	5.07	5.07
Total Trade Receivables	9.15	116.36	48.83	11.04	4.00	5.83	175.69	370.90

Trade receivables Ageing Schedule as at March 31, 2022	Outstanding for following periods from due date of payment							
Particulars	Unbilled	Not Due	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	7.29	32.16	54.05	22.78	5.64	13.80	49.37	185.09
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivables – credit impaired	-	-	-	10.45	0.90	0.20	100.78	112.33
Disputed Trade receivables - considered good	-	-	-	-	-	-	5.11	5.11
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	5.07	5.07
Total Trade Receivables	7.29	32.16	54.05	33.23	6.54	14.00	160.33	307.60

Trade receivables Ageing Schedule as at March 31, 2021	Outstanding for following periods from due date of payment							
Particulars	Unbilled	Not Due	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	30.15	46.10	22.60	16.39	13.81	0.76	60.48	190.29
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivables – credit impaired	-	-	1.20	8.79	9.98	23.05	78.21	121.23
Disputed Trade receivables - considered good	-	-	-	-	-	-	5.11	5.11
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	5.07	5.07
Total Trade Receivables	30.15	46.10	23.80	25.18	23.79	23.81	148.87	321.70

All amounts in Rupees millions, unless otherwise stated

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
14	**Cash and cash equivalents**			
	Balances with banks:			
	- On current accounts	148.20	77.40	91.50
	Cash on hand	16.00	11.80	8.90
	Cheques on hand	4.50	-	-
		168.70	**89.20**	**100.40**

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
15	**Other bank balances**			
	Deposits with maturity more than 3 months	37.60	34.20	35.30
	Less: margin money with maturity more than 12 months (included under financial assets - refer note 9)	(34.10)	(30.90)	(31.90)
	Deposits with maturity more than 3 months and less than 12 months	**3.50**	**3.30**	**3.40**

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
16	**Loans (Current)**			
	(Unsecured, considered good,unless stated otherwise)			
	Loan to Employees	1.30	0.50	1.00
		1.30	**0.50**	**1.00**

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
17	**Other financial assets (Current)**			
	(Unsecured considered good, unless otherwise stated)			
	Security deposits	3.20	6.40	6.90
	Interest accrued on deposits and loans			
	Considered good	23.30	29.10	7.80
	Credit impaired	13.30	13.30	13.30
	Less: Allowance for credit impaired receivables	(13.30)	(13.30)	(13.30)
	Other receivable*	32.40	28.50	45.00
		58.90	**64.00**	**59.70**

*Other receivables largely represents common cost incurred by Group on behalf of other entities

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		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
18	**Other assets (Current)**			
	(Unsecured considered good, unless otherwise stated)			
	Advance recoverable in kind			
	Considered good	122.80	123.20	28.20
	Credit impaired	25.60	13.60	13.40
	Less: Allowance for credit impaired	(25.60)	(13.60)	(13.40)
	Advance to Employees			
	Considered good	0.20	0.60	0.80
	Credit impaired	-	8.50	8.50
	Less: Allowance for credit impaired	-	(8.50)	(8.50)
	Prepaid expenses	122.70	51.70	50.10
	Accrued duty exemption benefit *	23.90	23.90	27.50
	Balances with statutory authorities **			
	Considered good	30.10	20.80	16.90
	Credit impaired	0.80	0.80	0.80
	Less: Allowance for credit impaired	(0.80)	(0.80)	(0.80)
		299.70	**220.20**	**123.50**

* Accrued duty exemption benefit consist of amounts Receivable towards "Served From India Scheme "(SFIS) on account of free foreign exchange earned during the period.

** Includes amounts realisable from relevant authorities in respect of excise, GST and value added tax. These are generally realised within one year or regularly utilised to offset the GST liability and value added tax liability of the Group. Accordingly, these balances have been classified as current assets.

		Number of Shares (in millions)	Amount (INR millions)
19	**Equity share capital**		
	Authorised equity share capital:		
	As at March 31, 2021 (equity share of INR 1 each)	350.00	350.00
	As at March 31, 2022 (equity share of INR 1 each)	350.00	350.00
	As at March 31, 2023 (equity share of INR 1 each)	350.00	350.00
	Issued, subscribed and paid-up		
	Equity shares of INR 1 each , issued subscribed and fully paid up		
	As at March 31, 2021 (equity share of INR 1 each)	174.66	174.66
	As at March 31, 2022 (equity share of INR 1 each)	174.66	174.66
	As at March 31, 2023 (equity share of INR 1 each)	174.66	174.66

(i) Terms and rights attached to equity shares

The Group has only one class of equity shares referred to as equity shares having a par value of INR 1 per share. Each holders is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity holders are eligible to receive the remaining assets of the Group after distribution of all preferential amounts, if any, the distribution will be in proportion to number of equity shares held by the shareholders.

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(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Issued, subscribed and fully paid up equity capital (in millions)

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
Equity Shares	Number	Amount	Number	Amount	Number	Amount
Equity shares outstanding at the beginning of the year	174.66	174.66	174.66	174.66	174.66	174.66
Add : Issued during the year	-	-	-	-	-	-
Equity shares outstanding at the end of the year	174.66	174.66	174.66	174.66	174.66	174.66

(iii) Details of shares held by shareholders holding more than 5 percent shares: (in millions)

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
Equity Shares	Number	Amount	Number	Amount	Number	Amount
Great Eastern Stores Private Limited*	52.50	30.06%	52.50	30.06%	52.50	30.06%
Apeejay Private Limited**	34.50	19.75%	34.50	19.75%	34.50	19.75%
Apeejay Surrendra Trust	30.00	17.18%	30.00	17.18%	30.00	17.18%
Apeejay Engineering Private Limited**	14.50	8.30%	14.50	8.30%	14.50	8.30%
Apeejay Agencies Private Limited**	14.50	8.30%	14.50	8.30%	14.50	8.30%
Apeejay House Private Limited**	14.50	8.30%	14.50	8.30%	14.50	8.30%
RECP IV Park Hotel Investors Limited	9.67	5.53%	9.67	5.53%	9.67	5.53%
	170.17	97.42%	170.17	97.42%	170.17	97.42%

(iv) Shares held by each promoter:

Disclosure of shareholding of promoter as at March 31, 2023 is as follows: (in millions)

Promoter's name	No. of shares at the beginning of the year	change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Great Eastern Stores Private Limited (Equity share of INR 1 each)	52.50	-	52.50	30.06%	-
Karan Paul (Equity share of INR 1 each)	0.00	-	0.00	0.00%	-
Apeejay Surrendra Trust (Equity share of INR 1 each)	30.00	-	30.00	17.18%	-

Disclosure of shareholding of promoter as at March 31, 2022 is as follows: (in millions)

Promoter's name	No. of shares at the beginning of the year	change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Great Eastern Stores Private Limited (Equity share of INR 1 each)	52.50	-	52.50	30.06%	-
Karan Paul (Equity share of INR 1 each)	0.00	-	0.00	0.00%	-
Apeejay Surrendra Trust (Equity share of INR 1 each)	30.00	-	30.00	17.18%	-

Disclosure of shareholding of promoter as at March 31, 2021 is as follows: (in millions)

Promoter's name	No. of shares at the beginning of the year	change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Great Eastern Stores Private Limited (Equity share of INR 1 each)	52.50	-	52.50	30.06%	-
Karan Paul (Equity share of INR 1 each)	0.00	-	0.00	0.00%	-
Apeejay Surrendra Trust (Equity share of INR 1 each)	30.00	-	30.00	17.18%	-

* Shares held by Flurys Swiss Confectionery Private Limited has been transferred to Great Eastern Stores Private Limited pursuant to scheme of amalgamations.

** These entities alongwith Apeejay Surrendra Management Services Private limited form part of Promoter Group and their has been no change in the shareholdings during the aforementioned period.

All amounts in Rupees millions, unless otherwise stated

20 Other equity	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Reserves and Surplus			
(I) Capital Redemption Reserve	14.10	14.10	14.10
(II) Securities Premium	1,838.10	1,838.10	1,838.10
(III) General Reserve	787.40	787.40	787.40
(IV) Retained Earnings	2,742.56	2,270.87	2,548.50
Total	5,382.16	4,910.47	5,188.10
(i) Capital redemption reserve			
Balance at the beginning of the year	14.10	14.10	14.10
Balance at the end of the year	14.10	14.10	14.10
(ii) Securities premium			
Balance at the beginning of the year	1,838.10	1,838.10	1,838.10
Balance at the end of the year	1,838.10	1,838.10	1,838.10
(iii) General reserve			
Balance at the beginning of the year	787.40	787.40	787.40
Balance at the end of the year	787.40	787.40	787.40
(iv) Retained Earnings			
Balance as at the beginning of the year	2,270.87	2,548.50	3,294.80
Profit/(loss) for the period/year	480.99	(280.94)	(757.80)
Other Comprehensive income/ (loss) for the year, net of tax	(9.30)	3.31	11.50
Balance at the end of the year	2,742.56	2,270.87	2,548.50
Total	5,382.16	4,910.47	5,188.10

Nature and purpose of reserves

Capital redemption reserve

Capital redemption Reserve represents reserve created for buy back of equity shares during FY 2017-18.

Securities premium

Securities premium represents premium received on issue of shares. The reserve will be utilised in accordance with the provisions of Companies Act, 2013 .

General reserve

General reserve represents a free reserve not held for any specific purpose. The Group has transferred a portion of net profit of the group before declaring dividend to general reserve pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfer to general reserve appropriation towards dividends or other distributions paid to shareholders, as applicable.

21 Long term Borrowings	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured term loans*			
From Banks (Rupee loans)	4,734.30	5,573.17	5,137.50
From Financial Institutions (Rupee loans)	697.80	-	-
Foreign currency loans	-	-	248.50
Unsecured term loans			
From Others (Rupee loans)	41.60	50.70	36.20
	5,473.70	5,623.87	5,422.20
Less: Current maturities of long-term debt (Note 27)	463.50	843.77	725.80
	5,010.20	4,780.10	4,696.40

*Borrowings are net of EIR adjustment of INR 30.82 million (March 31, 2022 INR 17.78 million) (March 31, 2021 INR 24.57 million)
Refer Note-27 for amount disclosed under other liabilities as 'Current maturities of long-term borrowings.

Repayment terms and security disclosure for outstanding long term borrowing

(i) Rupee Loan from a Bank amounting to INR 527.60 million (March 31, 2022: INR 855.30 millions, March 31, 2021: INR 1045.30 millions) is secured by way of Equitable Mortgage by deposit of title deed of immovable property of the Hotel situated at Hyderabad as first charge and also secured by way of hypothecation by way of first charge on the entire movable fixed assets situated at Hyderabad, both present and future, ranking pari passu with other banks for their loans. Such loan has a below repayment schedule :
- 15 equal quarterly installments of INR 25.80 millions, starting from June 30, 2024
- 4 equal quarterly installments of INR 25.90 millions and
- 1 quarter installment of INR 36.40 millions on December 30, 2028

(ii) Rupee Loan from a Bank amounting to INR 344.10 millions (March 31, 2022: INR 397 millions, March 31, 2021: INR 450 millions) secured by way of Equitable Mortgage by deposit of title deed of immovable property of the Hotel situated at Hyderabad as first charge and also secured by way of hypothecation by way of first charge on the entire movable fixed assets situated at Hyderabad, both present and future, ranking pari passu with other banks for their loans. Such loan has a below repayment schedule :
- 22 equal quarterly installments of INR 13.20 millions, starting from June 30, 2023;
- 4 equal quarterly installments of INR 13.30 millions and shall be repaid on September 30, 2029

(iii) Rupee Loan from a Bank amounting to INR 199.30 millions (March 31, 2022: INR 466.80 millions, March 31, 2021: INR 613.50 millions) is secured by way of mortgage by deposit of title deed of immovable property of the Hotel situated at Kolkata as first charge ranking pari passu with other banks for their loans. Such loan has a below repayment schedule:
- 4 quarterly installments of INR 39.30 millions starting from February 13, 2024 and
- 1 quarter installment of INR 42 millions on February 13, 2025

(iv) Rupee Loan from a Bank amounting to INR 451.10 millions (March 31, 2022: INR 639.80 millions, March 31, 2021: INR 702.70 millions) is secured by way of mortgage by deposit of title deed of immovable property of the Hotel situated at Kolkata as first charge ranking pari passu with other banks for their loans. Such loan has a below repayment schedule:
- 2 quarterly installments of INR 31.50 millions repayment starting from December 20, 2023, followed by
- 8 quarterly installment of INR 42 millions and
- 1 quartely installment of INR 52.40 millions on June 20, 2026

(v) Rupee Loan from a Bank amounting to INR 760.90 millions (March 31, 2022: INR 772.70 millions (March 31, 2021: INR 780.50 millions) is secured by way of Mortgage by deposit of title deed of immovable property of the Hotel situated at Kolkata as first charge ranking pari passu with other banks for their loans. Such loan has a below repayment schedule:
- 4 quarterly installments of INR 9.80 millions,repayment starting November 30, 2023 followed by:
- 4 quarterly installments of INR 23.50 millions,
- 8 quarterly installments of INR 54.90 millions
- 3 quarterly installment of INR 62.80 millions and shall be repaid on May 31, 2028

(vi) Foreign Currency Loan from a Bank amounting to Nil (March 31, 2022: NIL, March 31, 2021 -INR 248.50 millions) is secured by hypothecation by way of first charge for their loan on all the plant & machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future, of the Hotel unit situated at Bangalore and by way of equitable mortgage for their loan by deposit of title deeds of immovable property of the Hotel situated at Bangalore, ranking pari passu with other banks for their loans. Such loan has been paid during Financial Year 2021-22.

(vii) Rupee Loan from a Bank amounting to INR 395 millions (March 31, 2022: INR 540 millions, March 31, 2021: INR 600 millions) secured by way of Equitable Mortgage by deposit of title deed of immovable property of the Hotel situated at Kolkata and Vizag as first charge and also secured by way of hypothecation by way of first charge on the entire movable fixed assets situated at Kolkata and Vizag, both present and future, ranking pari passu with other banks for their loans. Such loan has below revised repayment schedule:
- 2 quarterly installments of INR 27.50 millions, repayment starting from December 19, 2023 followed by
- 4 quarterly installments of INR 35 millions, and
- 4 quarterly installments of INR 50 millions and shall be repaid on March 19, 2026.

(viii) Rupee Loan from a Bank amounting to INR 12 millions (March 31, 2022: INR 212.10 millions, March 31, 2021: INR 326.30 millions) secured by way of Equitable Mortgage by deposit of title deed of immovable property of the Hotel situated at Navi Mumbai as first charge and also secured by way of hypothecation by way of first charge on the entire movable fixed assets situated at Navi Mumbai, both present and future, ranking pari passu with other banks for their loans. Such loan has below repayment schedule:
- 1 installments of INR 12 millions, repayable on September 13, 2023

(ix) Rupee Loan from a Bank amounting to INR 240.30 millions (March 31, 2022: INR 450.60 millions (March 31, 2021: 480.60 millions) secured by way of the Facility together with Interest, additional Interest, liquidated damages, cost, charges, expenses and all other monies whatsoever and is secured by:
1) Second charge over The Park, Kolkata
2) Second charge over The Park, Vizag
3) Second pari passu charge over The Park, Bengaluru
4) Second pari passu charge over current assets of the company.

Such loan is repayable in 24 equal monthly installments of Rs 10 millions starting from January 31, 2024 and shall be repaid on December 31, 2025.

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Annexure VII
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All amounts in Rupees millions, unless otherwise stated

(x) Rupee Loan from a Bank amounting to INR 460.60 millions (March 31, 2022: INR 480.60 millions, March 31, 2021: Nil) secured by way of the Facility together with Interest, additional Interest, liquidated damages, cost, charges, expenses and all other monies whatsoever and is secured by:
1) Second charge over The Park, Kolkata
2) Second charge over The Park, Vizag
3) Second pari passu charge over The Park, Bengaluru
4) Second pari passu charge over current assets of the company.

Such loan is repayable in 46 equal monthly installments of Rs 10 millions starting from December 17, 2023 and shall be repaid on August 17, 2027.

(xi) Rupee Loan from a Bank amounting to INR 114.20 millions (March 31, 2022: INR 148.60 millions, March 31, 2021: INR 154.10 millions) secured by:
1) Second pari passu charge over The Park, Bengaluru
2) Second pari passu charge over The Park, Hyderabad
Such loan is repayable in 34 monthly installments of ranging from INR 2.3 millions - 3.8 millions starting from April 22, 2023 and shall be repaid on January 22, 2026.

(xii) Rupee Loan from a Bank amounting to INR 154.10 millions (March 31, 2022: INR 154.10 millions, March 31, 2021: Nil) secured by:
1) Second pari passu charge over The Park, Bengaluru
2) Second pari passu charge over The Park, Hyderabad
Such loan is repayable in 48 monthly installments of ranging from INR 2.7 millions - 3.8 millions starting from July 30, 2023 and shall be repaid on June 30, 2027

(xiii) Rupee Loan from a Bank amounting to INR 356.00 millions (March 31, 2022: INR 460.00 millions, March 31, 2021:Nil) secured by:
1) Second pari passu charge over The Park, Bengaluru
2) Second pari passu charge over The Park, Hyderabad
Such loan has below repayment schedule:
- 44 monthly installments of INR 4.7 millions,starting from January 01, 2024 and shall be repaid on July 31, 2027
- 30 monthly installments of INR 4.8 millions and shall be repaid on May 29, 2026

(xiv) Unsecured Rupee Loan from a Bank amounting to INR 29.83 millions (March 31, 2022: INR 39.83 millions, March 31, 2021: 27.39 millions).
Such loan is repayable in 36 equal monthly installments starting from April 16, 2023 and shall be repaid on March 16, 2026

(xv) Rupee Loan from a Bank amounting to INR 182 millions (March 31, 2022: Nil, March 31, 2021: Nil) secured by:
1) Second charge over The Park, Kolkata
2) Second charge over The Park, Vizag
3) Second pari passu charge over The Park, Bengaluru
4) Second pari passu charge over current assets of the company.
Such loan is repayable in 48 equal monthly installments of Rs 3.80 millions starting from July 04, 2024 and shall be repaid on June 04, 2028

(xvi) Rupee Loan from a Financial Institutions amounting to INR 745.80 millions (March 31, 2022: Nil, March 31, 2021: Nil) secured by Exclusive charges on all the fixed assets both present and future of The Park, Chennai
Such loan is repayable in 28 equal quartely installments of INR 10.4 -41.8 millions starting from April 15, 2023 and shall be repaid on January 15, 2030

(xvii) Rupee Loan from a Bank amounting to INR 200 millions (March 31, 2022: Nil, March 31, 2021: Nil) secured by:
1) First pari passu charge over the moveable and immovable fixed assets of the Property "The Park New Delhi", both present and future
2) First pari passu charge over land parcel situated at EM Bypass road , Kolkata
3) First pari passu charge over The Park, Bengaluru
4) First charge over DSR Account.

Such loan is repayable in quarterly installments starting from June 30, 2025 as below.
- 9 installment of INR 2 millions
- 4 installment of INR 8 million
- 15 installment of INR 10 million on March 31, 2032

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(xviii) Rupee Loan from a Bank amounting to INR 300 millions (March 31, 2022: Nil, March 31, 2021: Nil) secured by:
1) First pari passu charge over the moveable and immovable fixed assets of the Property "The Park New Delhi", both present and future
2) First pari passu charge over land parcel situated at EM Bypass Road , Kolkata
3) First pari passu charge over The Park, Bengaluru
4) First charge over DSR Account.

Such loan is repayable in quarterly installments starting from December 31, 2023 as below.
- 4 installment of INR 3 millions
- 3 installment of INR 6 millions
- 4 installment of INR 30 millions
- 1 installment of INR 150 millions on September 30, 2026

(xix) Unsecured Rupee Loan from Body Corporate amounting to INR 11.77 millions (March 31, 2022: INR 10.87 millions, March 31, 2021: INR 8.81 millions). Such loan carries interest at rate of 9% p.a and shall be repaid at the end of five years i.e. April 01, 2027

(xx) During the year ended March 31, 2023, March 31, 2022 and March 31, 2021, no written information or stock statements were required to be submitted with the lenders by the Company under the terms of respective borrowing agreement.

(xxi) During the year ended March 31, 2023, March 31, 2022 and March 31, 2021 , no proceedings were initiated against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(xxii) The Company is not declared a wilful defaulter by any bank or financial Institution or other lender during the year ended March 31, 2023, March 31, 2022 and March 31, 2021

(xxiii) Vehicle loans aggregating INR 19.60 millions (March 31, 2022: INR 13 millions, March 31, 2021: INR 5.90 millions) from banks are secured by way of hypothecation of vehicles financed. Repayable in monthly installments ranging between 36 and 60 installments.

(xxiv) Interest rates on Rupees Loans are varying in the range of 7.50% to 12.00 % p.a. in the current period (March 31, 2022 - 7.50% to 10.85% and March 31, 2021 - 8.35% to 10.85%). Interest rates on Foreign Currency loans (USD) are varying in the range of 2.81% to 4.10% margin on 6 month LIBOR during the year ended March 31, 2022 and March 31, 2021, there are no foreign currency loans as of March 31, 2023.

(xxv) The amounts stated in footnotes above are inclusive of any amounts disclosed under Current Maturities of Long Term Borrowings, if any.

(xxvi) During the year ended March 31, 2023, March 31, 2022 and March 31, 2021, the Company has not met certain debt covenants in certain loan agreement, and has obtained waiver for the same.

(xxvii) During the year ended March 31, 2021, In accordance with the RBI guidelines related to Covid-19 Regulatory Package dated March 27, 2020 and May 22, 2020, the Company opted for moratorium of five to six months for the payment of all principal and interest pertaining to term loans availed from concerned banks falling due between March, 2020 to August, 2020. The Company received the formal approval for moratorium from all the aforementioned banks.

(xxviii) The Company has defaulted in repayment of certain instalments for loan from banks [including interest due for repayment] during the year ended March 31, 2021 aggregating to INR 118.30 millions. Such amounts have subsequently been paid, including interest for delayed period. There have been delays ranging from 5 to 88 days from the due dates and overall there were delays in 8 such instalments.Based on management's interaction with the concerned banks, no adverse financial impact is expected on these Restated Financial Statements with regard to delay in repayment of borrowings.

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Apeejay Surrendra Park Hotels Limited
CIN: U85110WB1987PLC222139

Annexure VII
Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

21.1 Changes in liabilities arising from financing activities

Particulars	Balance as at April 01, 2022	Cash flows	Adjustment on account of Moratorium	Exchange difference	New Leases	Others	Balance as at March 31, 2023
Non Current Borrowings (Note 21)	4,780.10	230.10	-	-	-	(0.00)	5,010.20
Current Borrowings (Note 27)	1,446.69	(787.61)	-	-	-	(0.48)	658.60
Non Current Lease liabilities (Note 24 and Note 46)	263.80	(76.50)	-	-	246.90	0.10	434.30
Current Lease liabilities (Note 25 and Note 46)	46.20	(46.20)	-	-	34.34	36.86	71.20
Total liabilities from financing activities	**6,536.79**	**(680.21)**	**-**	**-**	**281.24**	**36.48**	**6,174.30**

Particulars	Balance as at April 01, 2021	Cash flows	Adjustment on account of Moratorium	Exchange difference	New Leases	Others	Balance as at March 31, 2022
Non Current Borrowings (Note 21)	4,696.40	83.70	-	-	-	(0.00)	4,780.10
Current Borrowings (Note 27)	1,238.00	191.07	-	-	-	17.62	1,446.69
Non Current Lease liabilities (Note 24 and Note 46)	195.80	(47.00)	-	-	96.51	18.49	263.80
Current Lease liabilities (Note 25 and Note 46)	25.20	(25.20)	-	-	19.30	26.90	46.20
Total liabilities from financing activities	**6,155.40**	**202.57**	**-**	**-**	**115.81**	**63.01**	**6,536.79**

Particulars	Balance as at April 01, 2020	Cash flows	Adjustment on account of Moratorium	Exchange difference	New Leases	Others	Balance as at March 31, 2021
Non Current Borrowings (Note 21)	4,393.60	302.80	196.20	10.70	-	(206.90)	4,696.40
Current Borrowings (Note 27)	484.50	12.20	17.00	-	-	724.30	1,238.00
Non Current Lease liabilities (Note 24 and Note 46)	170.30	(6.90)	-	-	32.40	-	195.80
Current Lease liabilities (Note 25 and Note 46)	24.70	(24.70)	-	-	8.60	16.60	25.20
Total liabilities from financing activities	**5,073.10**	**283.40**	**213.20**	**10.70**	**41.00**	**534.00**	**6,155.40**

All amounts in Rupees millions, unless otherwise stated

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
22 Other non current financial liabilities			
(Unsecured and considered good)			
Security deposit received	4.60	4.65	0.37
	4.60	**4.65**	**0.37**

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
23 Provisions (Non Current)			
Provision for Gratuity (Refer note 44)	70.30	72.50	75.20
	70.30	**72.50**	**75.20**

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
24 Lease Liabilities (Non Current)	434.30	263.80	195.80
	434.30	**263.80**	**195.80**

Refer Note 46 for lease liabilities disclosures

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
25 Lease Liabilities (Current)	71.20	46.20	25.20
	71.20	**46.20**	**25.20**

Refer Note 46 for lease liabilities disclosures

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
26 Deferred tax liabilities (net)			
(a) Component of Deferred tax liabilities (net)			
Deferred tax liabilities			
Arising on account of temporary differences in :			
Impact of difference between tax depreciation and depreciation/ amortisation charge in the books	1,043.16	1,013.40	1,092.40
Right-of-Use Assets	118.50	56.10	36.50
Gross deferred tax liabilities	**1,161.66**	**1,069.50**	**1,128.90**
Deferred tax assets			
Arising on account of temporary differences in :			
Lease Liabilities	131.94	65.44	40.20
Unabsorbed depreciation and carried forward business losses**	281.69	469.53	410.60
Allowed only payment basis	134.47	85.40	93.90
Other	3.17	3.40	3.70
MAT credit entitlement *	292.91	255.70	255.70
Gross deferred tax assets	**844.18**	**879.47**	**804.10**
Net deferred tax liabilities (including MAT credit entitlement)	**317.48**	**190.03**	**324.80**
(b) Reconciliation of deferred tax liabilities (net)			
At the beginning of the year	190.03	324.80	434.20
Deferred tax charge/(credit) during the year/period recognised in statement of profit and loss	131.34	(135.87)	(109.20)
Deferred tax charge/(credit) during the year/period recognised in OCI - (gain)/ loss	(3.90)	1.10	(0.20)
Closing Balance as at year end	**317.48**	**190.03**	**324.80**

* The asset of INR 292.91 millions (March 31, 2022: INR 255.70 millions, March 31, 2021 : INR 255.70 millions) recognized by the Group as "MAT credit entitlement" represents the portion of MAT assets, which can be recovered and set off in subsequent years based on provisions of Section 115JAA of the Income tax Act, 1961. The management based on the present trend of profitability and also the future profitability projections, is of the view that there would be sufficient taxable income in foreseeable future, which will enable the Group to utilize MAT credit assets.

**Deferred tax asset is recognized on unabsorbed depreciation and carried forward business losses to the extent it is probable that future taxable profits will be available against which the deductible temporary differences and unabsorbed depreciation can be utilised. The Group has tax losses of INR 965.16 millions (March 31, 2022: INR 1792.80 millions, March 31, 2021: INR 1580.00 millions) in the form of unabsorbed depreciation that are available for offsetting for unlimited period against future taxable profits and carried forward business losses.that are available for offsetting for period of 15 years from the year of generation against future taxable profits.The Group believes there is reasonable certainty that deferred tax asset will be recovered.

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All amounts in Rupees millions, unless otherwise stated

Movement in deferred tax liabilities, net

Particulars **(a) Deferred tax liabilities**	**Balance as at March 31, 2022**	**Recognized in Statement of Profit or Loss**	**Recognized in OCI**	**Balance as at March 31, 2023**
Impact of difference between tax depreciation and depreciation/ amortisation charge in the books	1,013.40	(29.76)	-	1,043.16
Right-of-Use Assets	56.10	(62.40)	-	118.50
	1,069.50	**(92.16)**	**-**	**1,161.66**
(b) Deferred tax assets				
Lease Liabilities	65.44	(66.50)	-	131.94
Unabsorbed depreciation and carried forward business losses	469.53	187.83	-	281.69
Expense allowable in income tax on payment basis / others	85.40	(45.17)	(3.90)	134.47
Other	3.40	0.23	(0.00)	3.17
MAT credit entitlement	255.70	(37.21)	-	292.91
	879.47	**39.18**	**(3.90)**	**844.18**
Net deferred tax liabilities (a - b)	**190.03**	**(131.34)**	**3.90**	**317.48**

(a) Deferred tax liabilities	**Balance as at March 31, 2021**	**Recognized in Statement of Profit or Loss**	**Recognized in OCI**	**Balance as at March 31, 2022**
Impact of difference between tax depreciation and depreciation/ amortisation charge in the books	1,092.40	79.00	-	1,013.40
Right-of-Use Assets	36.50	(19.60)	-	56.10
	1,128.90	**59.40**	**-**	**1,069.50**
(b) Deferred tax assets				
Lease Liabilities	40.20	(25.24)	-	65.44
Unabsorbed depreciation and carried forward business losses	410.60	(58.93)	-	469.53
Expense allowable in income tax on payment basis / others	93.90	7.40	1.10	85.40
Other	3.70	0.30	-	3.40
MAT credit entitlement	255.70	-	-	255.70
	804.10	**(76.47)**	**1.10**	**879.47**
Net deferred tax liabilities (a - b)	**324.80**	**135.87**	**(1.10)**	**190.03**

(a) Deferred tax liabilities	**Balance as at March 31, 2020**	**Recognized in Statement of Profit or Loss**	**Recognized in OCI**	**Balance as at March 31, 2021**
Impact of difference between tax depreciation and depreciation/ amortisation charge in the books	966.60	(125.80)	-	1,092.40
Right of Use Assets	30.70	(5.80)	-	36.50
	997.30	**(131.60)**	**-**	**1,128.90**
(b) Deferred tax assets				
Lease Liabilities	32.20	(7.80)	(0.20)	40.20
Unabsorbed depreciation and carried forward business losses	175.60	(235.00)	-	410.60
Expense allowable in income tax on payment basis / others	97.50	3.60	-	93.90
Other	2.10	(1.60)	-	3.70
MAT credit entitlement	255.70	-	-	255.70
	563.10	**(240.80)**	**(0.20)**	**804.10**
Net deferred tax liabilities (a - b)	**434.20**	**109.20**	**0.20**	**324.80**

	As at March 31, 2023	**As at March 31, 2022**	**As at March 31, 2021**
(i) Income tax expense reported in Statement of Profit or Loss comprises			
Current tax	42.71	-	-
Deferred tax charge/(Credit)	131.34	(135.87)	(109.20)
Income tax expense reported in the Statement of Profit and Loss	**174.05**	**(135.87)**	**(109.20)**
(ii) OCI - Deferred tax related to items recognised in OCI during in the period			
Re-measurements losses on defined benefit obligations	(3.90)	1.10	(0.20)
Income tax (credit) reported in OCI - charge/(credit)	**(3.90)**	**1.10**	**(0.20)**
(iii) Reconciliation of tax expense and the accounting profit/(loss) multiplied by statutory income tax rate for the year indicated are as follows			
Restated Profit/(loss) before tax	654.67	(417.89)	(868.04)
Statutory income tax rate of Parent Company and its Subsidiaries is 29.12% (March 31, 2022: 26.00%, March 31, 2021: 26.00%)	190.64	(108.65)	(225.69)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:			
Impact of tax rate changes	(17.43)	(28.20)	42.69
Deferred tax liabilities on goodwill	-	-	59.30
Others	0.83	0.98	14.50
	174.04	**(135.87)**	**(109.20)**

Note : The Group continues to pay income tax under older tax regime and has not opted for lower tax rate pursuant to Taxation Law (Amendment) Ordinance, 2019 considering the accumulated MAT credit, unabsorbed depreciation allowance and other benefits under the Income Tax Act, 1961.

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	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
27 Short term Borrowings			
Working capital Loans(Secured)*#	-	406.10	314.20
Working capital Loans(Unsecured)#	195.10	196.82	198.00
Current maturities of long-term debt (Secured) (Note 21)	463.50	843.77	725.80
	658.60	**1,446.69**	**1,238.00**

* Working capital loans comprise of:
(a) Amount of Nil as at March 31, 2023 (INR 406.10 millions as at March 31, 2022 and INR 314.20 millions as at March 31, 2021) which is secured by first charge by way of hypothecation of inventories, book debts and other current assets, both present and future, of the Company ranking pari passu where applicable, with the other lenders for their loans.

(b) Unsecured loan amounting of INR 195.10 millions as at March 31, 2023 (INR 196.82 millions as at March 31, 2022 and INR 198.00 millions as at March 31, 2021).

Interest rates on Working Capital loans are varying in the range of 9% to 11% p.a.

Such working capital loans are repayable within twelve months from availing of respective loans in different respective instalments or are repayable on demand.

28 Trade Payables	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Dues to micro enterprises and small enterprises (refer Note 41)	29.70	18.96	22.60
Dues to creditors other than micro enterprises and small enterprises*	536.15	425.13	480.80
	565.85	**444.09**	**503.40**

*Trade payable (except MSME) are unsecured, non-interest bearing and are normally settled within 90-120 days.

Trade payables Ageing Schedule as at March 31, 2023	**Outstanding for following periods from due date of payment**					
Particulars	**Unbilled**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues of micro enterprises and small enterprises	0.50	28.17	0.63	0.00	0.40	**29.70**
Undisputed dues of creditors other than micro enterprises and small enterprises	86.20	323.61	48.12	20.66	57.56	**536.15**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Total	**86.70**	**351.78**	**48.75**	**20.66**	**57.96**	**565.85**

Trade payables Ageing Schedule as at March 31, 2022	**Outstanding for following periods from due date of payment**					
Particulars	**Unbilled**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues of micro enterprises and small enterprises	-	14.57	2.80	0.39	1.20	**18.96**
Undisputed dues of creditors other than micro enterprises and small enterprises	0.11	282.09	80.12	30.92	31.89	**425.13**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Total	**0.11**	**296.66**	**82.92**	**31.31**	**33.09**	**444.09**

Trade payables Ageing Schedule as at March 31, 2021	**Outstanding for following periods from due date of payment**					
Particulars	**Unbilled**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues of micro enterprises and small enterprises	0.15	18.60	2.75	0.20	0.90	**22.60**
Undisputed dues of creditors other than micro enterprises and small enterprises	53.22	286.04	94.93	18.21	28.40	**480.80**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Total	**53.37**	**304.64**	**97.68**	**18.41**	**29.30**	**503.40**

Annexure VII
Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
29	**Other financial liabilities (current)**			
	Interest accrued but not due on borrowings	7.70	5.50	5.20
	Book overdraft	3.00	3.80	2.90
	Payable for capital projects*	452.22	48.70	42.60
	Employee benefits payable	213.94	144.60	137.30
	Security deposits received	5.10	8.50	12.60
		681.96	**211.10**	**200.60**

*Includes INR 415.70 mn as at March 31, 2023 (March 31, 2022: NIL, March 31, 2021: NIL) in relation to settlement with KMC (Refer note 42(a) (i) for details)

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
30	**Other liabilities (Current)**			
	Statutory dues	79.70	65.90	49.20
	Contract liabilities *	65.90	56.50	43.20
		145.60	**122.40**	**92.40**

* Contract liabilities are advances received from customers and are non-interest bearing.

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
31	**Provisions (Current)**			
	Provision for gratuity (refer note 44)	61.89	46.50	41.00
	Provision for compensated absences	41.30	40.40	48.20
		103.19	**86.90**	**89.20**

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All amounts in Rupees millions, unless otherwise stated

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
32	**Revenue from Contracts with customers**			
	Room revenue	2,513.44	1,282.10	895.50
	Sale of food and beverages	1,404.46	746.80	489.70
	Sale of Wine and liquor	875.80	379.70	308.20
	Other ancillary and allied services income	172.20	84.60	62.80
		4,965.90	**2,493.20**	**1,756.20**
	Other operating revenue			
	Management fees	90.40	52.90	27.40
	Membership and subscription fees	5.00	4.10	4.70
		95.40	**57.00**	**32.10**
	Total revenue from contracts with customers	**5,061.30**	**2,550.20**	**1,788.30**
33.1	**Timing of revenue recognition**			
	Goods/service transferred at a point of time	4,965.90	2,493.20	1,756.20
		4,965.90	**2,493.20**	**1,756.20**

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
33.2	**Contract balances**			
	Trade receivables*	261.00	190.20	195.40
	Contract liabilities (refer note 30)**	65.90	56.50	43.20

*Trade receivables are non-interest bearing and are generally on terms upto 90 days.
** Contract liabilities are advances received from customers and are non-interest bearing.

	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Movement of contract liabilities			
Amounts included in contract liabilities at the beginning of the year	56.50	43.20	33.70
Performance obligation satisfied in current year from opening balance	(31.50)	(24.60)	(29.20)
Amount received during the year for which performance obligation is not satisfied	40.90	37.90	38.70
Amounts included in contract liabilities at the end of the year	**65.90**	**56.50**	**43.20**

33.3 Performance obligation

As per the terms of the contract with its customers, the customer loyalty points can be redeemed up to two years from generation of points. All other performance obligations are to be completed within one year from the date of contracts with customer. Accordingly, the Group has availed the practical expedient available under paragraph 121 of Ind AS 115 and dispensed with the additional disclosures with respect to performance obligations that remained unsatisfied (or partially unsatisfied) at the balance sheet date. Further, since the terms of the contracts directly identify the transaction price for each of the completed performance obligations there are no elements of transaction price which have not been included in the revenue recognised in the financial statements. Further, there is no difference between the contract price and the revenue from contract with customers.

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
34	**Other income**			
	Interest on advances, deposits and tax refunds	12.90	15.30	27.10
	Commission	0.40	-	0.60
	Rental income	43.20	40.60	31.20
	Liabilities no longer required written back	10.70	26.90	22.80
	Net gain on foreign currency translation	-	-	10.70
	Provision for doubtful debts no longer required written back	2.80	-	0.90
	Insurance claim	84.50	15.80	-
	Miscellaneous income	28.50	29.50	21.30
		183.00	**128.10**	**114.60**

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
35	**Food and beverages consumed**			
(a)	Provisions, beverages (excluding wine and liquor)			
	Inventory at the beginning as on 1 April	14.99	11.29	16.46
	Add: Purchases during the year	492.30	263.86	175.72
		507.29	275.15	192.18
	Less: Inventory at the end of March 31	21.20	14.99	11.29
		486.09	**260.16**	**180.89**
(b)	Wine and liquor			
	Inventory at the beginning as on 1 April	59.10	60.20	69.60
	Add: Purchases during the year	224.21	92.24	81.50
		283.31	152.44	151.10
	Less: Inventory at the end of 31 March	82.80	59.10	60.20
		200.51	**93.34**	**90.90**
	Total Consumption (a+b)	**686.60**	**353.50**	**271.79**

All amounts in Rupees millions, unless otherwise stated

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
35A	**(Increase)/Decrease in Inventories of finished goods**			
	Inventories at the beginning of the year (for confectionery business)	1.21	1.21	0.26
	Inventories at the end of the year (for confectionery business)	1.88	1.21	1.21
	(Increase)/Decrease	**(0.67)**	**-**	**(0.95)**

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
36	**Employees benefit expenses**			
	Salaries, wages and bonus	869.30	560.20	472.40
	Contribution to provident and other funds	49.00	37.20	44.80
	Gratuity (refer note 44)	20.40	14.00	19.40
	Staff welfare expenses	56.30	30.80	15.20
		995.00	**642.20**	**551.80**

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
37	**Finance costs**			
	Interest expenses on			
	Borrowings from banks/others	580.10	572.30	546.00
	Lease liabilities	41.10	26.40	19.60
	Bank charges	2.10	1.40	3.20
		623.30	**600.10**	**568.80**

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
38	**Depreciation and amortisation expense**			
	Depreciation on property, plant and equipment (refer note 3)	354.18	306.10	292.00
	Amortisation of intangible assets (refer note 4)	24.00	22.67	26.40
	Depreciation of Right-of-use asset (refer note 6)	107.20	64.32	51.00
	Depreciation on investment properties (refer note 5)	7.60	7.63	7.60
		492.98	**400.72**	**377.00**

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
39	**Other expenses**			
	Power and fuel	371.90	247.30	191.50
	Rent (refer note 46)	14.35	32.20	17.40
	Rates and taxes	134.30	107.90	114.00
	Corporate social responsibility expense (refer note 47)	2.00	1.20	0.70
	Insurance	27.30	27.10	28.50
	Apartment expenses*	92.60	46.40	29.50
	Outsourced Contractual expense	143.70	84.30	45.50
	Guest supplies	51.13	31.60	21.30
	Replacement of cutlery, crockery, glassware etc.	16.83	9.90	2.50
	Advertisement and sales promotion	130.50	44.70	34.20
	Commission	225.93	130.00	71.00
	Repair and maintenance			
	Buildings	58.61	36.70	20.00
	Plant and equipment	66.65	53.60	37.50
	Others	65.16	37.00	26.50
	Printing and stationery	16.90	8.50	7.70
	Postage, telephone and telex	19.88	15.70	14.10
	Legal and professional charges	125.80	73.37	77.80
	Security charges	33.48	19.60	17.00
	Travelling and conveyance	53.90	15.00	9.80
	Loss on disposal of property, plant and equipments (net)	2.00	8.20	2.50
	Bad Debts / Advance written off	15.20	1.00	7.00
	Provision for doubtful debts and advances	-	6.10	26.10
	Payments to auditors (refer note 39 (i) below)	8.60	8.50	4.90
	Miscellaneous expenses	115.70	53.80	44.80
		1,792.42	**1,099.67**	**851.80**

* Apartment expenses includes consumption of stores supplies (linen, carpet & upholstery, room decoration material, etc) made to the rooms on account of service and other related costs.

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
39 (i)	**Details of payment to auditors**			
	Payment to auditors			
	As auditors			
	- Audit fee	6.80	6.70	3.80
	In other capacities			
	- Other Services	-	-	25.30
	- GST	1.20	1.20	0.70
	- Out of pocket expenses	0.60	0.60	0.40
		8.60	**8.50**	**30.20**
	Less: IPO Expenses transferred to Exceptional items	-	-	25.30
	Net Balance	**8.60**	**8.50**	**4.90**

		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
40	**Restated Earning per share**			
(a)	(i) Number of Equity Shares at the beginning of the year (in millions)	174.66	174.66	174.66
	(ii) Number of Equity Shares at the end of the year (in millions)	174.66	174.66	174.66
	(iii) Weighted average number of Equity Shares outstanding during the year (in millions)	174.66	174.66	174.66
	(iv) Face Value of each Equity Share (INR)	1	1	1
(b)	Restated Profit/ (Loss) after tax attributable to equity holders of parent	480.99	(280.93)	(757.80)
(c)	Restated Basic and Diluted Earnings/ (Loss) per Share [(b)/ (a)(iii)] INR	2.75	(1.61)	(4.34)

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
41	**Information relating to Micro and Small and Medium Enterprises (MSMEs)**			
(a)	the principal amount and the interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006 at the end of each accounting year;			
	Principal	26.50	18.42	21.40
	Interest	3.20	0.54	1.20
(b)	the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each reporting period;			
	Principal	-	-	-
	Interest	-	-	-
(c)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
(d)	the amount of interest accrued and remaining unpaid at the end of each reporting period; and	-	-	-
(e)	the amount of further interest remaining due and payable even in the succeeding periods, 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.	-	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

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All amounts in Rupees millions, unless otherwise stated

42 Contingent liabilities and guarantees (to the extent not provided for)

A. Contingent Liabilities (to the extent not provided for)	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
(i) Claims against the Group not acknowledged as debt	-	-	0.20
(ii) Disputed Tax and Duty for which the Group has preferred appeals before appropriate authorities			
- Demand for Property Tax (refer note "a" below)	597.00	1,498.32	1,318.90
- Demand for Land Tax (refer note "b and c" below)	143.80	142.89	141.70
- Demand for Service Tax (refer note "d" below)	43.90	44.20	43.90
- Demand for Entertainment Tax	8.10	8.06	8.10

a) (i) During earlier years, Company had acquired, a parcel of land from the Kolkata Municipal Corporation (KMC) through a bidding process. The initial proposed annual valuation for determination of property tax was reduced by the relevant Hearing Officer of KMC based on representation made by the Company. Thereafter, the Municipal Commissioner (MC) of KMC had cancelled such lower annual valuation and reinstated the initially proposed annual valuation which was determined based on bid price paid by the Company. The Company had challenged the said order of the MC before the Hon'ble High Court at Calcutta. The Hon'ble High Court had vide order dated October 13, 2015 set aside the decision of the MC on grounds that relevant procedures as prescribed under the Kolkata Municipal Corporation Act,1980 have not been followed for such higher valuation. Notwithstanding the said order, the KMC had continued to raise property tax demands based on such higher valuation. Aggrieved by such demand, the Company had filed a petition before the same High Court under the provisions of Article 226 of the Constitution of India again challenging the unilateral order passed by the MC on various grounds including annual valuation of comparable land parcels in the immediate vicinity that are much lower than the valuation as per the order of the MC. The Hon'ble High Court at Calcutta had found a strong prima facie case to pass an interim order to stay the aforesaid order of the MC till further orders and had directed the Company to continue to pay property tax based on the order of the Hearing Officer, as aforesaid which will be adjusted against new bills, if any. The Company had been complying with the said order and charging off property tax so paid. The additional demand raised on the Company aggregates to INR 1045.10 millions (March 31, 2022: INR 1045.10 millions). Against such demand, the Company has deposited INR 67.20 millions till date (March 31, 2022: INR 64.60 millions).

In February 2023, the Group in interest of resolution of dispute had submitted a draft order for settlement with KMC which was signed by both parties subsequent to March 31, 2023. Based on the revised agreement, the Group agreed to pay the outstanding amount of property tax of INR 415.70 millions without any interest , penalty or any other charges and has accounted for the same during the year ended March 31, 2023. The Group has further entered into a term sheet dated July 07, 2023 for joint development of the said land. Subsequent to the year end, the Company has decided to use the said land partly for hotel and serviced apartments and has also entered into memorandum of understanding for construction and development of the serviced apartments and hotel at EM Bypass.

a) (ii) During earlier years, the Company had received a Property Tax demand from New Delhi Municipal Council (NDMC) for INR 71.70 millions for period from April 01, 2009 to March 31, 2019, with a view that the assessable value for calculation of property tax considered by Company is lower than the actual ought to be value. Against the amount demanded, the Company had deposited INR 20.20 millions in the form of regular tax payment and remaining INR 53.50 millions was deposited 'under protest' which was increased to INR 69.60 millions up to March 31, 2023. On January 22, 2019, the matter was decided in favour of Company by Hon'ble Supreme Court of India. Thereafter, on September 11, 2019, the Company filed representation before NDMC claiming a sum of INR 53.40 millions. Till date, the NDMC has not provided any specific response for refund of such excess amount paid by the Company. Instead, NDMC issued notice u/s 72 and proposed to increase rateable value w.e.f April 01, 2018.The NDMC has raised a demand dated February 25, 2021 claiming a sum of INR 445.80 millions upto the period pending March 31, 2021 which was increased to INR 520.40 millions for period upto March 31, 2022.

On September 02, 2022, NDMC has raised a further demand order for INR 597.00 millions for period upto March 31, 2023.

The Company is of the view that NDMC has not adhered to the orders of Supreme Court and the demand raised for earlier years upto 2018 is not tenable. For period from April 01, 2018 to March 31, 2023, the Company, basis the legal opinion, is of the view that the assessable value considered for calculation of property tax is high and accordingly revised rate is not acceptable keeping in view other properties in the vicinity and in same industry. Based on above, management believes that there is no impact required to be recorded in the Company's financial statements

The Delhi High Court, vide its order dated September 20, 2022, has ordered a stay on the aforesaid writ petitions since the same are linked to certain other writ petitions, and will be disposed off along with the said petitions. The matter is listed for hearing in Delhi High Court on November 29, 2023.

b) The Company had received a demand on dated March 02, 2022 amounting to INR 98.10 millions (March 31, 2021: 54.10 millions) from Land & Development Office (LDO), Ministry of Urban Development, Government of India, to regularise the alleged breaches relating to the property of New Delhi. This was the first time that the Company had received such demand letter despite regular/ periodic inspection of the said property carried out by appropriate authority. Based on the communication received from LDO, the demand had been raised with retrospective effect from 1985. The Company has disputed the alleged claim and the matter is pending before LDO which is supported by a legal opinion obtained by the Company. Management believes that, the alleged demand is questionable, arbitrary and not tenable and is likely to be settled in favour of the Company. Pending such reassessment, liability in this regard has not been recognised based on management's best estimate.

c) Pursuant to a lease deed dated August 08, 2007, executed by and between the Jaipur Development Authority ("JDA") and the Parent Company, the JDA granted leasehold rights in favour of the Parent Company. The JDA has, from time to time, sent letters/notices directing the Parent Company to clear its dues of annual lease rent for the period starting from the year 2008 onwards. The JDA last issued a notice to the Parent Company on December 12, 2019 under Sections 256 and 257 of the Rajasthan Land Revenue Act, 1956, raising a demand for outstanding dues of annual rent aggregating up to INR 22.13 millions, coupled with interest payable amounting to approximately INR 17.82 millions.The Company has filed a writ of certiorari dated January 17, 2020 before the High Court of Jaipur together with an application to stay the Notice during the pendency of the writ petition. Pursuant to the writ petition, our Company has prayed for, among other things, to direct JDA (i) not to take any unjust or illegal action against our Company, in accordance with the Notice; (ii) to direct JDA not to take any stern legal action against our Company. The matter is currently pending.Management believes that there will be no adverse impact on the Parent Company in this regard and therefore no liability in this regard has been recognised in these financial statements based on management's best estimate.

d) There are service tax cases outstanding from FY 2011-12 to FY 2018-19 with respect to various matters like reversal of input tax credit due to mismatch in returns, short payment of service tax on entry fee collected for Spa and Tantra under club & association service, non inclusion of catering charges under mandap keeper service etc.and pending at various forums.
Based on evaluations of the matters and legal advice obtained, Management believes that there will be no adverse impact on the Parent Company in this regard and therefore no liability in this regard has been recognized in these financial statements based on management's best estimate.

e) The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

B. Guarantees	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Bank Guarantees Given to Customs and Other Authorities	81.30	4.80	4.40
Corporate Guarantee given by the Group to subsidiary towards vehicle loan	5.00	5.00	5.00

In respect of guarantees mentioned above, the cash outflows, if any, could generally occur during the validity period of the respective guarantees. The Group does not expect any reimbursements in respect of the above contingent liabilities.

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All amounts in Rupees millions, unless otherwise stated

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
43	**Commitments**			
(a)	Capital Commitments			
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	452.90	391.87	676.50
(b)	Other Commitments			
	Estimated amount of export obligation	2,098.70	2,143.30	2,143.30

The Parent Company has imported Capital Goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty on an undertaking to fulfill the quantified export. As on date, the Parent Company has fufilled export obligation however, export obligation discharge certificate from the DGFT are yet to be received.The Parent Company is in the process of obtaining such discharge certificates, meanwhile the same has been disclosed as above.

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
44	**Employee Benefits**			
(i)	**Contribution to Defined Contribution Plan**			
	Amount recognised in the Restated Consolidated Statement of Profit and Loss			
	Contribution towards Provident Fund and other fund	49.00	37.20	44.80

(ii) Leave Obligations - Defined benefit plan

The Group has a scheme of encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is determined on the basis of actuarial valuation using Projected Unit Credit Method of unutilized on leave entitlements on balance sheet date. The scheme is unfunded.

(iii) Gratuity - Defined benefit plan

The Group has a post employment defined benefit scheme in the form of gratuity. Under the scheme, employees are entitled to gratuity benefits based on fifteen days salary (basic plus dearness allowance) for each completed year of service. The aforesaid benefit accrues on completion of five years of service. The Group's obligation towards such gratuity benefits are determined on the basis of actuarial valuation using Projected Unit Credit method of the Group's period/year end obligation under the scheme. Difference between the Group's obligation so determined and period end value of the assets of the related gratuity fund is recognised as charge for the period/year.

The trustees of the Gratuity Fund has entrusted the administration of the fund to HDFC Standard Life Insurance Co. Ltd.

The following Table sets forth the particulars in respect of the aforesaid Gratuity fund of the Group as at March 31, 2021, March 31, 2022 and March 31, 2023

(a) Movement in the fair value of the defined benefit obligation:	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	**134.70**	**136.90**	**138.10**
Current Service cost	12.03	9.76	11.80
Interest cost/Income	9.57	4.24	9.40
Total amount recognised in Profit or Loss	**21.60**	**14.00**	**21.20**
Remeasurements losses recognised in Other Comprehensive Income			
- Change in Financial assumptions	(0.70)	(2.00)	(2.50)
- Experience Variance (i.e Actual Experience vs assumptions)	11.20	(4.10)	(12.20)
-Return on plan asset, Excluding amount recognised in net interest expense	3.25	1.70	-
Total amount recognised in Other Comprehensive Income - gain/(loss)	**13.75**	**(4.40)**	**(14.70)**
Contributions by employer	-	(1.00)	-
Benefits paid	(16.30)	(10.80)	(7.70)
Closing balance	**153.74**	**134.70**	**136.90**

(b) Movement in the fair value of the plan assets are as follows:	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	**15.70**	**20.70**	**25.50**
Current Service cost	-	-	0.10
Interest cost/Income	1.20	-	1.70
Total amount recognised in Profit or Loss	**1.20**	**-**	**1.80**
Remeasurements losses recognised in Other Comprehensive Income			
- Change in Financial assumptions	-	-	(0.58)
- Experience Variance (i.e Actual Experience vs assumptions)	-	-	(2.82)
-Return on plan asset, Excluding amount recognised in net interest expense	0.55	-	-
Total amount recognised in Other Comprehensive Income - gain/(loss)	**0.55**	**-**	**(3.40)**
Contributions by employer	11.50	-	3.50
Benefits paid	(7.40)	(5.00)	(6.70)
Closing balance	**21.55**	**15.70**	**20.70**

(c) Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Present value of defined benefit obligation	153.74	134.70	136.90
Less: Fair value of plan assets	(21.55)	(15.70)	(20.70)
Funded status surplus/(deficit)	**132.19**	**119.00**	**116.20**
Net funded status surplus/(deficit)	**132.19**	**119.00**	**116.20**
Current portion (refer note 31)	61.89	46.50	41.00
Non Current portion (refer note 23)	70.30	72.50	75.20

The expected return on plan assets is determined after taking into consideration composition of plan assets held, historical results of return on plant assets, Group's policies for plant asset management and other relevant factors.

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All amounts in Rupees millions, unless otherwise stated

(iv) Principal Actuarial Assumption Used:	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Discount Rates	6.63%-7.12%	6.63%-7.12%	6.68-6.92%
Expected Salary increase rates#	5.00%	5.00%	5.00%
Inflation Rate	5.00%	5.00%	5.00%
Mortality table	IALM(06-08) Ultimate	IALM(06-08) Ultimate	IALM(06-08) Ultimate

The estimate of future salary increases considered in actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors.

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

Insurer managed funds	100%	100%	100%

(vi) Category of Plan Assets

Fund with HDFC Standard Life	29.30	15.70	20.70

Maturity Profile of Defined Benefit Obligation

The contribution expected to be made by the Group Company for the period ended March 31, 2023 is INR 133.10 millions

The expected maturity analysis of undiscounted gratuity benefit is as follows:

Expected cash flows over the next	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
1 year	73.10	51.84	47.20
2 to 5 years	42.40	32.78	40.10
More than 5 years	109.10	125.75	167.10
Total	**224.60**	**210.37**	**254.40**

(vi) Sensitivity Analysis

a) Sensitivity Analysis-Parent Company

	As at March 31, 2023		**As at March 31, 2022**		**As at March 31, 2021**	
	Increase	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount Rate (-/+ 0.5%)	145.80	152.00	126.78	133.90	130.11	138.60
% Change Compared to base due to sensitivity	-3.36%	3.58%	-3.86%	4.16%	-4.40%	4.78%
Salary Growth Rate (-/+ 0.5%)	152.00	145.80	133.97	126.69	138.67	130.00
% Change Compared to base due to sensitivity	3.67%	-3.46%	4.24%	-3.99%	4.83%	-4.48%
Attrition Rate(-/+ 10%)	149.10	148.50	130.33	130.12	134.20	134.20
% Change Compared to base due to sensitivity	0.17%	-0.09%	0.14%	-0.14%	-0.02%	0.02%
Mortality Rate(-/+ 10%)	148.80	148.80	130.25	130.20	134.24	134.20
% Change Compared to base due to sensitivity	0.10%	-0.10%	0.02%	-0.02%	0.03%	-0.03%

b) Sensitivity Analysis - Apeejay Hotels & Restaurant Private Limited

	As at March 31, 2023		**As at March 31, 2022**		**As at March 31, 2021**	
	Increase	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount Rate (-/+ 0.5%)	2.20	2.40	1.98	2.27	1.50	1.70
% Change Compared to base due to sensitivity	-5.88%	6.34%	-6.49%	7.04%	-7.12%	7.79%
Salary Growth Rate (-/+ 0.5%)	2.40	2.20	2.27	1.98	1.70	1.50
% Change Compared to base due to sensitivity	6.42%	-5.99%	7.12%	-6.62%	7.86%	-7.24%
Attrition Rate(-/+ 10%)	2.30	2.30	2.12	2.12	1.60	1.60
% Change Compared to base due to sensitivity	-0.03%	0.03%	0.00%	0.00%	-0.04%	0.04%
Mortality Rate(-/+ 10%)	2.30	2.30	2.12	2.12	1.60	1.60
% Change Compared to base due to sensitivity	0.05%	-0.05%	0.06%	-0.06%	0.06%	-0.06%

c) Sensitivity Analysis-Apeejay Charter Pvt Ltd

	As at March 31, 2023		**As at March 31, 2022**		**As at March 31, 2021**	
	Increase	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount Rate (-/+ 1%)	0.40	0.40	0.33	0.40	0.28	0.35
Salary Growth Rate (-/+ 1%)	0.40	0.40	0.40	0.33	0.35	0.28
Attrition Rate(-/+ 50%)	0.40	0.40	0.36	0.36	0.31	0.31
Mortality Rate(-/+ 10%)	0.40	0.40	0.36	0.36	0.31	0.31

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Risk associated with plan provisions

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Group is exposed to various risks in providing the above gratuity benefit, the most significant of which are as follows:

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All amounts in Rupees millions, unless otherwise stated

Interest Rate risk : The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk : This is the risk that the Group is not able to meet the short term gratuity pay-outs. This may arise due to non availability of sufficient cash/cash equivalents to meet the liabilities.

Salary Escalation Risk : The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk : The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory Risk : Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act , 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts e.g. Increase in the maximum limit on gratuity of INR 2 millions and upward revision of maximum gratuity limit will result in gratuity plan obligation.

Asset Liability Mismatching or Market Risk: The duration of the liability is longer compared to duration of assets, exposing the Group to market risk for volatilities/fall in interest rate.

Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

		As at March 31. 2023	As at March 31. 2022	As at March 31. 2021
(viii)	**Demographic assumptions**			
	Demographic assumptions - Parent Company			
	Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14	100% of IALM 2012-14
	Normal retirement age	55 Years	55 Years	55 Years
	Attrition / Withdrawal rate (per annum)	5.00%	1.00%	1.00%
	Demographic assumptions -Apeejay Charter Pvt Ltd			
	Retirement age (years)	58	58	58
	Attrition rate based on different age group of employees			
	upto 30 years	2.00%	2.00%	2.00%
	From 31 years to 44 years	0.00%	0.00%	0.00%
	More than 44 years	0.00%	0.00%	0.00%
	Demographic assumptions - Apeejay Hotels & Restaurant Private Limited			
	Retirement age (years)	58	58	58
	Attrition rate based on different age group of employees			
	upto 30 years	2.00%	2.00%	2.00%
	From 31 years to 44 years	0.00%	0.00%	0.00%
	More than 44 years	0.00%	0.00%	0.00%

(ix)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Expected Company contributions for the next year:	133.1	105.6	105.6

Notes

a) The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.
b) The compensated absences are unfunded.
c) The estimates of future salary increase considered takes into account the inflation, seniority, promotion and other relevant factors.
d) The average duration of the defined benefit plan obligation at the end of the reporting period is 4 years (March 31, 2022: 3 years, March 31, 2021: 2 years).

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Annexure VII
Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

45 Related Party Disclosures
(i) Related Parties

(a) Subsidiary(Control Relationship exists)
Apeejay Charter Private Limited
Apeejay Hotels & Restaurants Private Limited
Apeejay North West Hotels Private Limited

(b) Key Management Personnel	Relationship
Mr. Vijay Dewan	Managing Director
Ms. Priya Paul	Chairperson & Whole Time Director
Mr. Karan Paul	Non-executive Director
Mr. Atul Khosla	Chief Financial Officer (CFO)
Mr. Ashoke Ghosh	Non-executive Director (ceased w.e.f. September 01, 2020)
Mr. Debanjan Mandal	Non-executive Director
Mr. Suresh Kumar	Independent Director
Ms Ragini Chopra	Independent Director
Ms Suneeta Reddy	Independent Director (ceased w.e.f December 22, 2022)
Ms Shalini Keshan	Company Secretary

(c) Other	Relationship
Great Eastern Stores Private Limited	Investing Party in respect of which the Company is an Associate
MSA	Close members of the family of Key Management Personnel

Annexure VII
Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

(ii) Particulars of Transactions with Related Parties	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
A) Subsidiary company (Apeejay Charter Private Limited)#			
- Hiring Charges	0.69	0.10	0.10
B) Subsidiary company (Apeejay Hotels and Restaurants Private Limited)#			
- Loan Given	-	-	3.00
- Loan repaid (Net)	0.50	22.50	12.00
- Interest Income	0.06	1.60	2.90
- Sale of goods	0.34	0.23	0.10
- Reimbursement of expenses	1.04	-	-
C) Subsidiary company (Apeejay North West Hotels Private Limited)#			
- Loan given	20.40	6.80	-
- Interest Income	1.23	0.30	-
D) Key management personnel of the Parent Company			
- Managerial Remuneration			
Vijay Dewan			
Short-term employment benefits	42.00	41.86	24.70
Post-employment benefits	3.30	3.20	3.40
Ms. Priya Paul			
Short-term employment benefits	42.12	31.30	11.80
Mr.Karan Paul			
Management consultancy Service	16.04	15.00	15.00
Atul Khosla			
Short-term employment benefits	15.00	20.03	7.80
Post-employment benefits	0.80	0.70	0.70
Shalini Keshan			
Short-term employment benefits	1.80	1.72	1.30
Post-employment benefits	0.10	0.12	0.10
Sitting Fees			
Ms. Priya Paul	-	-	-
Mr. Karan Paul	0.03	-	0.04
Mr Vijay Dewan	-	0.02	-
Ms. Suneeta Reddy	0.02	0.01	0.01
Mr. Suresh Kumar	0.05	0.01	-
Mr. Debanjan Mandal	0.03	0.01	0.02
Ms. Ragini Chopra	0.05	0.01	0.03
E) Close members of the family of Key Management Personnel			
MSA			
Management Consultancy Service	6.80	5.60	-

(iii) Balances Outstanding as at the year end	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
A) Investing Party in respect of which the Parent Company is an Associate			
Great Eastern Stores Private Limited			
Purchase Consideration Payable	2.70	2.70	2.70
B) Subsidiary company (Apeejay Charter Private Limited)#			
- Investments	0.10	0.10	0.10
- Trade Payable	0.05	-	-
C) Subsidiary company (Apeejay Hotels and Restaurants Private Limited)#			
- Investments	0.10	0.10	0.10
- Loan Given	-	1.50	24.80
- Interest Accrued	0.10	1.50	2.80
- Trade Receivables	0.57	-	-
- Reimbursement of expenses	1.04	-	1.20
D) Subsidiary company (Apeejay North West Hotels Private Limited)#			
- Investments	0.10	0.10	0.10
- Loan Given	27.50	6.80	-
- Interest Accrued	1.20	0.30	-
B) Close members of the family of Key Management Personnel			
MSA			
Management Consultancy Service	4.60	5.60	-
C) Key Management personnel			
Karan Paul	4.60	10.80	3.80
Priya Paul	-	13.60	11.80
Vijay Dewan	16.80	16.80	14.80
Atul Khosla	1.00	2.60	1.70
Shalini Kesan	0.30	0.30	0.40

Note: The post employment benefits does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the employees together.

Included as per SEBI ICDR Regulations

All amounts in Rupees millions, unless otherwise stated

46 Lease Commitments

(a) Group as a lessee

The Group as a lessee has entered into various lease contracts, which includes lease of land, office space, club, restaurant and guest house. Before the adoption of Ind AS 116, the Group classified
The Group also has certain leases of guest house with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

(i) Set out below are the carrying amounts of lease liabilities(included under interest bearing loans and borrowings) and movement during the period.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance as at beginning	310.00	221.00	195.00
Addition during the period (refer note 6)	281.24	115.81	41.00
Finance cost during the period (refer note 37)	41.10	26.40	19.60
Deletion during the period (refer note 6)	(4.14)	(0.10)	(3.00)
Payment made during the period	(122.70)	(53.11)	(31.60)
Balance as at ending	**505.50**	**310.00**	**221.00**
Non-current lease liabilities	434.30	263.80	195.80
Current lease liabilities	71.20	46.20	25.20

(ii) The following are the amounts recognised in profit or loss:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Depreciation expense of right-of-use assets (refer note 38)	107.20	64.32	51.00
Interest expense on lease liabilities (refer note 37)	41.10	26.40	19.60
Expense relating to short-term leases (included in rent expense, refer note 39)	14.35	32.20	17.40
Total amount recognised in profit or loss for the year	**162.65**	**122.92**	**88.00**

(iii) The Group has total cash outflow for leases for the period ended March 31, 2023 is 122.70 millions (March 31, 2022 INR 53.11 millions, March 31, 2021 INR 31.60 millions)

(iv) The maturity analysis of lease liabilities is disclosed in note - 50 (B)

(v) The effective interest rate for lease liabilities is 9.5% with maturity between 2023-2077.

(b) Group as a lessor

(i) The Group has given certain portion of a building in Hyderabad and Kolkata under cancellable operating lease. Tenure of such lease extends to 9 years with an option to renew it for a further period of 18 years. This lease agreement inter-alia includes escalation clauses to compensate for inflation, option for renewals etc. Lease income (rental and service charges) aggregating INR 34.30 millions (March 31, 2022: INR 32.50 millions, March 31, 2021: INR 26.62 millions) has been recognized in the Statement of Profit and Loss in keeping with lease arrangements.

(ii) The Group has entered into cancellable operating leases wherein some area of the properties have been leased for shops, towers, etc. Tenure of such leases is generally one year with an option for renewal. Lease income aggregating INR 9.00 millions (March 31, 2022: INR 8.20 millions, March 31, 2021: INR 4.68 millions) has been recognized in the Statement of Profit and Loss in keeping with lease arrangements.

47 CSR Expenditure

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(a) Gross amount required to be spent by the Company during the year	-	-	1.80
(b) Amount approved by the Board to be spent during the year	2.00	-	1.90
(c) Amount spent in Cash during the year on:			
Construction/acquisition of any asset	-	-	-
Protection of national heritage	2.00	1.20	-
Social development and charitable activities	-	-	0.70

(d) Details related to spent / unspent obligations during the year ending on March 31, 2023:	In cash	Yet to be paid in Cash	Total
i) For ongoing project *	2.00	-	2.00
ii) On purposes other than (i) above	-	-	-

(e) Details related to spent / unspent obligations during the year ending on March 31, 2022:	In cash	Yet to be paid in Cash	Total
i) For ongoing project *	1.20	-	1.20
ii) On purposes other than (i) above	-	-	-

(f) Details related to spent / unspent obligations during the year ending on March 31, 2021:	In cash	Yet to be paid in Cash	Total
i) For ongoing project *	-	-	-
ii) On purposes other than (i) above	0.70	1.20	1.90

Amount of expense excess spent	Opening balance	Amount required to be spent during the year	Amount spent during the year	Closing balance
As at March 31, 2023	(0.10)	-	2.00	(2.10)
As at March 31, 2022	1.10	-	1.20	(0.10)
As at March 31, 2021	-	1.80	0.70	1.10

Nature of CSR Expenses	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Particulars			
Protection of national heritage	2.00	1.20	-
Social development and charitable activities	-	-	0.70
	2.00	**1.20**	**0.70**

*The company has entered into an MOU with the Ministry of Tourism, Govt of India, Ministry of Culture, Govt. of India and Archaelogical Survey of India on September 16, 2018 for adopting Jantar Mantar, New Delhi under "Adopt a Heritage" scheme.

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Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

48 Capital Management

For the purposes of the Group's capital management, capital includes issued capital, all other equity reserves and long term borrowed capital less reported cash and cash equivalents.

The primary objective of the Group's capital management is to safeguard its ability to continue as going concern and to ensure that it maintains an efficient capital structure to reduce the cost of capital, support the corporate strategy and to maximise shareholder's value.

The Group's policy is to borrow primarily through banks to maintain sufficient liquidity. These borrowings, together with cash generated from operations are utilised for operations of the Group including periodic capital projects undertaken for the Group's existing projects. The Group monitors capital on the basis of cost of capital. The Group manages its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

The following table summaries the capital of the Group :

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non-current borrowings (including current maturities of long term borrowings)	5,473.70	5,623.87	5,422.20
Current Borrowing	195.10	602.92	512.20
Less: Cash and cash equivalents	(168.70)	(89.20)	(100.40)
Net Debt	**5,500.10**	**6,137.59**	**5,834.00**
Total equity	5,554.62	5,083.30	5,362.02
Total Capital (Equity+ Net Debt)	**11,054.72**	**11,220.89**	**11,196.02**
Gearing ratio	49.75%	54.70%	52.11%

No material changes were made to the objectives, policies or processes for managing capital during the period ended March 31, 2023, March 31, 2022 and year ended March 31, 2021.

49 Interest in other entities

(a) Subsidiaries

The Parent's subsidiary at period end is set out below. Unless otherwise stated, they have share capital consisting of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Parent Company. The country of incorporation or registration is also their principal place of business.

Name of the entity	Place of business/ Country of Incorporation	Principal Activities	Ownership Interest held by the Parent Company As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Apeejay Charter Private Limited	India	Hiring of yacht	52%	52%	52%
Apeejay North-West Hotels Private Limited	India	Business of Hotels & Restaurants	100%	100%	100%
Apeejay Hotels & Restaurants Private Limited	India	Business of Hotels & Restaurants	100%	100%	100%

(b) Set out below is summarised financial information of the subsidiaries:-

A. Apeejay Hotels & Restaurants Private Limited

(i) Summarised Balance Sheet	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current Assets	51.45	37.14	55.29
Current Liabilities	85.54	76.44	101.75
Net Current Liabilities	**(34.09)**	**(39.30)**	**(46.46)**
Non Current Asset	111.12	116.47	110.97
Non Current Liabilities	54.71	59.56	65.44
Net Non Current Assets	**56.41**	**56.91**	**45.53**
Net Assets	22.32	17.61	(0.93)
Accumulated NCI	-	-	-

(ii) Summarised Statement of Profit and Loss	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue	177.06	109.01	84.89
Profit/(Loss) for the year	4.71	18.56	(6.38)
Other Comprehensive Income	0.00	(0.01)	0.07
Total Comprehensive Income	4.71	18.55	(6.31)
Profit attributable to NCI	-	-	-

(iii) Summarised Cash Flows	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash flow from operating activities	31.00	43.28	27.24
Cash flow from investing activities	(9.40)	(17.72)	(12.12)
Cash flow from financing activities	(14.75)	(36.40)	(23.87)
Net increase/ (decrease) in cash and cash equivalents	**6.85**	**(10.84)**	**(8.75)**

B. Apeejay North-West Hotels Private Limited

(i) Summarised Balance Sheet	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current Assets	1.19	-	0.10
Current Liabilities	0.70	0.60	0.03
Net Current Liabilities	**0.49**	**(0.60)**	**0.07**
Non Current Asset	26.96	7.66	0.14
Non Current Liabilities	28.73	7.11	0.14
Net Non Current Assets	**(1.77)**	**0.55**	**-**
Net Assets	(1.28)	(0.05)	0.07
Accumulated NCI	-	-	-

(ii) Summarised Statement of Profit and Loss	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue	-	-	-
Profit/(Loss) for the year	(1.22)	(0.13)	(0.03)
Other Comprehensive Income	-	-	-
Total Comprehensive Income	(1.22)	(0.30)	(0.03)
Profit attributable to NCI	-	-	-

(iii) Summarised Cash Flows	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash flow from/(used in) operating activities	(2.27)	0.45	-
Cash flow used in investing activities	(19.30)	(7.52)	(0.14)
Cash flow from financing activities	21.61	6.97	0.24
Net increase/ (decrease) in cash and cash equivalents	**0.04**	**(0.10)**	**0.10**

All amounts in Rupees millions, unless otherwise stated

C. Apeejay Charter Private Limited

(i) Summarised Balance Sheet	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Current Assets	11.21	11.77	11.27
Current Liabilities	7.47	8.71	14.21
Net Current Liabilities	**3.74**	**3.06**	**(2.94)**
Non Current Asset	8.73	8.95	10.63
Non Current Liabilities	16.81	15.84	9.12
Net Non Current Assets	**(8.08)**	**(6.89)**	**1.51**
Net Assets	(4.34)	(3.83)	(1.43)
Accumulated NCI	2.20	(1.83)	(0.74)

(ii) Summarised Statement of Profit and Loss	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Revenue	8.03	7.00	6.05
Profit/(Loss) for the year	(0.52)	(2.42)	(2.18)
Other Comprehensive Income	0.01	0.02	0.02
Total Comprehensive Income	(0.51)	(2.40)	(2.16)
Profit attributable to NCI	(0.37)	(1.09)	(1.04)

(iii) Summarised Cash Flows	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Cash flow from operating activities	1.07	0.01	0.01
Cash flow from/(used in) investing activities	(0.81)	0.01	(0.40)
Cash flow from/(used in) financing activities	(0.10)	(0.09)	0.44
Net increase/ (decrease) in cash and cash equivalents	**0.16**	**(0.07)**	**0.05**

50 Financial Risk Management

The Group's principal financial liabilities comprise of borrowings, trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance and support the operations of the Group. The Group's principal financial assets include trade and other receivables, loans, investments and cash & cash equivalents that derive directly from its operations.

The Group's business activities are exposed to a variety of risks including liquidity risk, credit risk and market risk. The Group seeks to minimize potential adverse effects of these risks by managing them through a structured process of identification, assessment and prioritization of risks followed by coordinated efforts to monitor, minimize and mitigate the impact of such risks on its financial performance and capital. For this purpose, the Group has laid comprehensive risk assessment and minimization/mitigation procedures and are reviewed by the management from time to time. These procedures are reviewed to ensure that executive management controls risks by way of properly defined framework. The Group does not enter into derivative financial instruments for speculative purposes.

(A) Credit Risk
Credit risk refers to risk of financial loss to the Group if customers or counterparties fail to meet their contractual obligations. The Group is exposed to credit risk from its operating activities (mainly trade receivables) and from its investing activities (primarily deposit with banks).

Credit Risk Management

Provision for expected credit loss	**As at March 31, 2023**		
	Estimated gross carrying amount at default	**Expected Credit Loss**	**Carrying Amount net of impairment provision**
Investments	0.20	-	0.20
Trade Receivables	366.80	105.80	261.00
Loans	86.90	23.00	63.90
Cash & Cash equivalents	168.70	-	168.70
Other bank balance	3.50	-	3.50
Other financial assets	275.53	22.53	253.00
	901.63	**151.33**	**750.30**

Provision for expected credit loss	**As at March 31, 2022**		
	Estimated gross carrying amount at default	**Expected Credit Loss**	**Carrying Amount net of impairment provision**
Investments	0.20	-	0.20
Trade Receivables	305.50	115.30	190.20
Loans	85.00	23.00	62.00
Cash & Cash equivalents	89.20	-	89.20
Other bank balance	3.30	-	3.30
Other financial assets	223.23	22.53	200.70
	706.43	**160.83**	**545.60**

Provision for expected credit loss	**As at March 31, 2021**		
	Estimated gross carrying amount at default	**Expected Credit Loss**	**Carrying Amount net of impairment provision**
Investments	0.20	-	0.20
Trade Receivables	321.70	126.30	195.40
Loans	112.50	23.00	89.50
Cash & Cash equivalents	100.40	-	100.40
Other bank balance	3.40	-	3.40
Other financial assets	223.13	22.53	200.60
	761.33	**171.83**	**589.50**

(a) Trade receivables
Trade receivables consist of large number of customers, spread across geographical areas. In order to mitigate the risk of financial loss from defaulters, the Group has an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the Group does not allow any credit period and therefore, is not exposed to any credit risk.
In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 90 days past due.The Group has a policy to provide for specific receivables which are overdue for a period over 180 days.On account of adoption of Ind AS 109, the Group also uses expected credit loss model to assess the impairment loss or reversal thereof.

Reconciliation of loss allowance provision – Trade receivables

	As at March 31, 2023	**As at March 31, 2022**	**As at March 31, 2021**
Loss allowance at the beginning of the year	115.30	126.30	114.30
Change in allowance during the period/year	(9.50)	(11.00)	12.00
Loss allowance at the end of the period/year	105.80	115.30	126.30

All amounts in Rupees millions, unless otherwise stated

(b) Deposits and financial assets (Other than trade receivables) :

The Group maintains exposure in Cash and cash equivalents and term deposits with banks. Investments of surplus are made within assigned credit limits with approved counterparties who meet the threshold requirements with respect to ratings, financial strength, credit spreads etc. Counterparty credit limits are set to minimize concentration risk and are reviewed on a periodic basis.

Reconciliation of allowance for credit impaired – Other financial assets	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Loss allowance at the beginning	22.53	22.53	22.53
Allowance for expected credit loss(net)	-	-	-
Loss allowance at the end	**22.53**	**22.53**	**22.53**

Reconciliation of allowance for credit impaired – Loans	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Loss allowance at the beginning	23.00	23.00	23.00
Allowance for expected credit loss(net)	-	-	-
Loss allowance at the end	**23.00**	**23.00**	**23.00**

(B) Liquidity Risk

Liquidity risk implies that the Group may not be able to meet its obligations associated with its financial liabilities. The Group manages its liquidity risk on the basis of the business plan that ensures that the funds required for financing the business operations and meeting financial liabilities are available in a timely manner and in the currency required at optimal costs. The management regularly monitors rolling forecasts of the Group's liquidity position to ensure it has sufficient cash on an ongoing basis to meet operational fund requirements.

Additionally, the Group has committed fund and non-fund based credit lines from banks which may be drawn anytime based on Group's fund requirements. The Group maintains a cautious liquidity strategy with positive cash balance and undrawn bank lines throughout the year.

The following are the remaining contractual maturities of financial liabilities at the reporting date.

Contractual maturity of financial liability	On demand	Upto 1 year	1 year to 5 year	More than 5 years	Total
As at March 31, 2023					
Borrowings (including current maturities)*	195.10	778.24	5,425.00	790.70	**7,189.04**
Trade payable	-	565.85	-	-	**565.85**
Lease Liabilities	-	86.80	236.90	181.80	**505.50**
Other financial liabilities	-	686.56	-	-	**686.56**
	195.10	**2,117.45**	**5,661.90**	**972.50**	**8,946.95**
As at March 31, 2022					
Borrowings (including current maturities)*	461.12	1,010.00	4,692.65	874.58	**7,038.35**
Trade payable	-	444.09	-	-	**444.09**
Lease Liabilities	-	40.80	117.30	151.90	**310.00**
Other financial liabilities	-	215.75	-	-	**215.75**
	461.12	**1,710.64**	**4,809.95**	**1,026.48**	**8,008.19**
As at March 31, 2021					
Borrowings (including current maturities)*	462.20	805.30	4,658.60	1,408.60	**7,334.70**
Trade payable	-	503.40	-	-	**503.40**
Lease Liabilities	-	34.30	154.40	32.30	**221.00**
Other financial liabilities	-	200.71	0.26	-	**200.97**
	462.20	**1,543.71**	**4,813.26**	**1,440.90**	**8,260.07**

* Include future interest payments

(C) Market Risk

Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely currency risk, interest rate risk and price risk (for equity instruments). The above risks may affect the Group's income and expenses and / or value of its investments. The Group's exposure to and management of these risks are explained below :

(I) Foreign currency risk

The predominant currency of the Group's revenue and operating cash flows is Indian Rupees (INR). The Group's reported debt has an exposure to borrowings held in US dollars. Movements in foreign exchange rates can affect the Group's reported profit, net assets.

(a) Foreign currency risk exposure

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Foreign currency loan Payables	-	-	248.50
Net Exposure to Foreign Currency Risk	**-**	**-**	**248.50**

(b) Sensitivity

A fluctuation in the exchange rates of 5% with other conditions remaining unchanged would have the following effect on Group's profit or loss before taxes for the year ended March 31, 2023, March 31, 2022, March 31, 2021.

USD Sensitivity	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
INR/USD - Increase by 5% *	-	-	(12.43)
INR/USD - Decrease by 5% *	-	-	12.43

(II) Interest rate risk

The Group's exposure to risk of change in market interest rates relates primarily to its debt interest obligations. It's borrowings are at floating rates and its future cash flows will fluctuate because of changes in market interest rates.

(a) Interest rate risk exposure

The exposure of the Group's borrowings to interest rate changes at the end of the reporting period are as follows:

Total borrowings (including current maturities)	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings	5,637.40	6,172.02	5,878.50
Fixed rate borrowings	31.40	54.77	55.90
	5,668.80	**6,226.79**	**5,934.40**

As at the end of the reporting period, the Group had the following variable rate borrowings:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings	5,637.40	6,172.02	5,878.50
Net exposure to cash flow interest rate risk	5,637.40	6,172.23	5,880.20

(b) Sensitivity

Interest Rate Sensitivity (Including interest on USD Loan)	Impact on profit/(loss) before tax		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest Rates - Increase by 50 basis points (50 bps) *	(28.19)	(30.86)	(27.90)
Interest Rates - Decrease by 50 basis points (50 bps) *	28.19	30.86	27.90

* Holding all other variable constant

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All amounts in Rupees millions, unless otherwise stated

51 Fair Value Measurements

A Financial risk management objective and policies

The Group's principal financial liabilities comprises borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets includes investment, trade and other receivables, and cash and cash equivalents that are derived directly from its operations.

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group is exposed to market risk, credit risk and liquidity risk.

The Group's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group are accountable to the Board of Directors and Audit Committee. This process provides assurance to Group's senior management that the Group's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Group policies and Group risk objective.

Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

(i) Financial Instruments by category

	As at March 31, 2023				
	FVTPL*	**FVTOCI****	**Amortised Cost**	**Total Carrying value**	**Total Fair value**
Financial Assets					
Investments - Equity Instruments	0.20	-	-	0.20	0.20
Trade receivables	-	-	261.00	261.00	261.00
Loans	-	-	63.90	63.90	63.90
Cash and cash equivalent	-	-	168.70	168.70	168.70
Other bank balances	-	-	3.50	3.50	3.50
Other financial assets	-	-	253.00	253.00	253.00
Total	**0.20**	**-**	**750.10**	**750.30**	**750.30**
Financial Liabilities					
Borrowings	-	-	5,668.80	5,668.80	5,668.80
Lease Liabilities	-	-	505.50	505.50	505.50
Interest accrued but not due	-	-	7.70	7.70	7.70
Trade payables	-	-	565.85	565.85	565.85
Other financial liabilities	-	-	678.86	678.86	678.86
Total	**-**	**-**	**7,426.71**	**7,426.71**	**7,426.71**

	As at March 31, 2022				
	FVTPL*	**FVTOCI****	**Amortised Cost**	**Total Carrying value**	**Total Fair value**
Financial Assets					
Investments - Equity Instruments	0.20	-	-	0.20	0.20
Trade receivables	-	-	190.20	190.20	190.20
Loans	-	-	62.00	62.00	62.00
Cash and cash equivalent	-	-	89.20	89.20	89.20
Other bank balances	-	-	3.30	3.30	3.30
Other financial assets	-	-	200.70	200.70	200.70
Total	**0.20**	**-**	**545.40**	**545.60**	**545.60**
Financial Liabilities					
Borrowings	-	-	6,226.79	6,226.79	6,226.79
Lease Liabilities	-	-	310.00	310.00	310.00
Interest accrued but not due/ due	-	-	5.50	5.50	5.50
Trade payables	-	-	444.09	444.09	444.09
Other financial liabilities	-	-	210.25	210.25	210.25
Total	**-**	**-**	**7,196.63**	**7,196.63**	**7,196.63**

All amounts in Rupees millions, unless otherwise stated

	As at March 31, 2021				
	FVTPL*	**FVTOCI****	**Amortised Cost**	**Total Carrying value**	**Total Fair value**
Financial Assets					
Investments - Equity Instruments	0.20	-	-	0.20	0.20
Trade receivables	-	-	195.40	195.40	195.40
Loans	-	-	89.80	89.80	89.80
Cash and cash equivalent	-	-	100.40	100.40	100.40
Other bank balances	-	-	3.40	3.40	3.40
Other financial assets	-	-	200.60	200.60	200.60
Total	**0.20**	**-**	**589.60**	**589.80**	**589.80**
Financial Liabilities					
Borrowings	-	-	5,934.40	5,934.40	5,934.40
Lease Liabilities	-	-	221.00	221.00	221.00
Interest accrued but not due/ due	-	-	5.20	5.20	5.20
Trade payables	-	-	503.40	503.40	503.40
Other financial liabilities	-	-	195.77	195.77	195.77
Total	**-**	**-**	**6,859.77**	**6,859.77**	**6,859.77**

** There are no financial assets or financials liabilities routed through FVOCI.
* Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss

B Fair value measurements

The management assessed that cash and cash equivalents, trade receivables, trade payables, investment in mutual fund and other investments, other current financial assets and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

The fair value of the other financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

1) The fair value of unquoted instruments, loans from banks, other non-current financial assets and non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

2) The fair values of the Group's interest-bearing borrowings are determined by using effective interest rate (EIR) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2023, March 31, 2022 and March 31, 2021 was assessed to be insignificant.

3) Long-term receivables/payables are evaluated by the Group based on parameters such as interest rates, risk factors, individual creditworthiness of the counterparty and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

4) Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Financial Assets	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**	**Level**	**Remarks**
Investments					
- Equity Instruments	0.20	0.20	0.20	3	See note i Below
Total Financial Assets	**0.20**	**0.20**	**0.20**		

Financial Liabilities	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**	**Level**	**Remarks**
Long Term Borrowings	5,010.20	4,780.10	4,696.40	3	See note ii Below
Other Non Current financial liabilities	4.60	4.65	0.37	3	See note ii Below
Total Financial Liabilities	**5,014.80**	**4,784.75**	**4,696.77**		

(i) As per the Group policies, whenever any investment is made by the Group in equity securities, the same is made either with some strategic objective or as a part of contractual arrangement.

Valuation technique used to determine fair value include Investment in unquoted equity shares in Green Infra Wind Farms Limited and Green Infra Wind Generation Limited amounting to INR 0.2 millions (March 31, 2022 - INR 0.2 millions, March 31, 2021- INR 0.2 millions) are pursuant the contract for procuring electricity supply at the hotels units. Investment in said companies is not usually traded in market. Considering the terms of the electricity supply contract and best information available in the market, cost of investment is considered as fair value of the investments.

(ii) Valuation technique for fair value of fixed-rate and variable-rate borrowings has been determined by the Group based on parameters such as interest rates, country risk factors, and the risk characteristics of the financed project.

(iii) In the absence of observable inputs to measure fair value the assets and liabilities have been classified as level 3. The Group has not given further disclosures since the amount involved is not material.

The management considers that the carrying amounts of financial assets and financial liabilities having short term maturities recognised in the Restated Consolidated Summary Statement approximates their fair values.

Annexure VII
Notes to the Restated Consolidated Summary Statements
All amounts in Rupees millions, unless otherwise stated

52 Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary/joint venture/associate.

Name of the entity in the group	Parent / Subsidiaries	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
		As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Apeejay Surrendra Park Hotels Limited March 31, 2023 #	Parent	98.68%	5,481.57	99.40%	477.74	100.00%	(9.30)	99.39%	468.44
Apeejay Charter Private Limited March 31, 2023	Subsidiaries	-0.04%	(2.15)	-0.06%	(0.31)	0.00%	-	-0.07%	(0.31)
Apeejay Hotels & Restaurants Private Limited March 31, 2023	Subsidiaries	1.41%	78.55	0.98%	4.70	0.00%	-	1.00%	4.70
Apeejay North-West Hotels Private Limited March 31, 2023	Subsidiaries	-0.02%	(1.15)	-0.25%	(1.22)	0.00%	-	-0.26%	(1.22)
Non-controlling interests in all subsidiaries,March 31, 2023	Subsidiaries	-0.04%	(2.20)	-0.06%	(0.29)	0.00%	-	-0.06%	(0.29)
Total		**100.00%**	**5554.62**	**100.00%**	**480.62**	**100.00%**	**-9.30**	**100.00%**	**471.32**
Apeejay Surrendra Park Hotels Limited March 31, 2022 #	Parent	97.83%	4,973.25	98.97%	(279.10)	100.00%	3.31	98.95%	(275.79)
Apeejay Charter Private Limited March 31, 2022	Subsidiaries	-0.04%	(1.97)	0.89%	(2.50)	0.00%	-	0.90%	(2.50)
Apeejay Hotels & Restaurants Private Limited March 31, 2022	Subsidiaries	2.24%	113.96	-0.28%	0.80	0.00%	-	-0.29%	0.80
Apeejay North-West Hotels Private Limited March 31, 2022	Subsidiaries	0.00%	(0.10)	0.01%	(0.03)	0.00%	-	0.01%	(0.03)
Non-controlling interests in all subsidiaries,March 31, 2022	Subsidiaries	-0.04%	(1.83)	0.42%	(1.19)	0.00%	-	0.43%	(1.19)
Total		**100.00%**	**5083.31**	**100.00%**	**(282.02)**	**100.00%**	**3.31**	**100.00%**	**(278.71)**
Apeejay Surrendra Park Hotels Limited March 31, 2021 #	Parent	100.04%	5,364.39	98.89%	(750.42)	100.00%	11.50	98.87%	(738.92)
Apeejay Charter Private Limited March 31, 2021	Subsidiaries	-0.02%	(0.83)	0.13%	(1.00)	0.00%	-	0.13%	(1.00)
Apeejay Hotels & Restaurants Private Limited March 31, 2021	Subsidiaries	-0.01%	(0.70)	0.84%	(6.40)	0.00%	-	0.86%	(6.40)
Apeejay North-West Hotels Private Limited March 31, 2021	Subsidiaries	0.00%	(0.10)	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Non-controlling interests in all subsidiaries, March 31, 2021	Subsidiaries	-0.01%	(0.74)	0.13%	(1.00)	0.00%	-	0.13%	(1.00)
Total		**100.00%**	**5362.02**	**100.00%**	**(758.84)**	**100.00%**	**11.50**	**100.00%**	**(747.34)**

net of Intra Group elimination
Note: Refer note 21 and 27

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All amounts in Rupees millions, unless otherwise stated

53 Segment Information

The Group's chief operating decision making group examines the Group's performance from business perspective and has identified two reportable business segments viz. “Hospitality” and "Yacht on hire".

Segment disclosures are consistent with the information provided to Group's chief operating decision making group which primarily uses operating profit/loss of the respective segments to assess their performance. Group's chief operating decision making group also periodically receives information about the segments revenue and assets. The Board of Directors which has been identified as Chief Operating Decision Maker (“CODM”) of the Group evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by reportable segments. Segment performance is evaluated based on Profit or loss and is measured consistently with profit or loss in the financial statement.

Segment assets, liabilities, revenue and expenses are measured in the same way as in the consolidated financial statements. These assets are allocated based on the operations of the segment and the physical location of the assets.

(a) Summarised Segment information

	Year ended March 31, 2023				Year ended March 31, 2022				Year ended March 31, 2021			
Primary Business Segment	**Hospitality**	**Others**	**Elimination**	**Total**	**Hospitality**	**Others**	**Elimination**	**Total**	**Hospitality**	**Others**	**Elimination**	**Total**
External Revenue from Operations	5,054.00	7.30	-	5,061.30	2,543.37	6.84	-	2,550.20	1,782.35	5.95	-	1,788.30
Inter Segment Revenue from Operations	-	0.70	(0.70)	-	-	0.10	(0.10)	-	-	0.10	(0.10)	-
Segment Revenues	**5,054.00**	**8.00**	**(0.70)**	**5,061.30**	**2,543.37**	**6.94**	**(0.10)**	**2,550.20**	**1,782.35**	**6.05**	**(0.10)**	**1,788.30**
Other Income	182.92	0.08	-	183.00	128.02	0.08	-	128.10	114.50	0.10	-	114.60
Segment Total income	**5,236.92**	**8.08**	**(0.70)**	**5,244.30**	**2,671.39**	**7.02**	**(0.10)**	**2,678.30**	**1,896.85**	**6.15**	**(0.10)**	**1,902.90**
Food & Beverages consumed	686.60	-	-	686.60	353.50	-	-	353.50	271.79	-	-	271.79
(Increase)/Decrease in Inventory of finished goods	(0.67)	-	-	(0.67)	-	-	-	-	(0.95)	-	-	(0.95)
Employee benefit expenses	992.74	2.26	-	995.00	640.13	2.07	-	642.20	550.06	1.74	-	551.80
Finance costs	622.30	1.00	-	623.30	599.30	0.80	-	600.10	568.01	0.79	-	568.80
Depreciation and amortization expense	491.93	1.05	-	492.98	399.30	1.42	-	400.72	375.11	1.89	-	377.00
Other expenses	1,788.81	4.31	(0.70)	1,792.42	1,094.91	4.86	(0.10)	1,099.67	847.22	4.68	(0.10)	851.80
Segment Total Expenses	**4,581.70**	**8.63**	**(0.70)**	**4,589.63**	**3,087.15**	**9.14**	**(0.10)**	**3,096.19**	**2,611.24**	**9.10**	**(0.10)**	**2,620.24**
Segment Results profit /(loss)	**655.22**	**(0.55)**	**-**	**654.67**	**(415.76)**	**(2.13)**	**-**	**(417.89)**	**(714.40)**	**(2.95)**	**-**	**(717.34)**
Exception Item	-	-	-	-	-	-	-	-	-	-	-	(150.70)
Profit before tax after exceptional item	**655.22**	**(0.55)**	**-**	**654.67**	**(415.76)**	**(2.13)**	**-**	**(417.89)**	**(714.40)**	**(2.95)**	**-**	**(868.04)**

(b) Other information

	Year ended March 31, 2023				Year ended March 31, 2022				Year ended March 31, 2021			
Reconciliation of Reportable Segments with the Financial Statements	**Hospitality**	**Others**	**Eliminations**	**Total**	**Hospitality**	**Others**	**Eliminations**	**Total**	**Hospitality**	**Others**	**Eliminations**	**Total**
Segment Assets	13,387.82	16.58	-	13,404.40	12,561.77	17.60	-	12,579.37	12,618.83	18.52	-	12,637.35
Investments	-	-	-	0.20	-	-	-	0.20	-	-	-	0.20
Income Tax Assets (net)	-	-	-	20.90	-	-	-	65.19	-	-	-	36.64
Bank deposits	-	-	-	3.50	-	-	-	3.30	-	-	-	3.40
Cash and cash equivalents	-	-	-	168.70	-	-	-	89.20	-	-	-	100.40
Interest accrued on deposits and loans	-	-	-	20.20	-	-	-	14.50	-	-	-	25.40
Total Assets	**13,387.82**	**16.58**	**-**	**13,617.90**	**12,561.77**	**17.60**	**-**	**12,751.76**	**12,618.83**	**18.52**	**-**	**12,803.39**
Segment Liabilities	2,053.79	12.51	-	2,066.30	1,228.66	13.68	-	1,242.34	1,159.55	14.52	-	1,174.07
Non-current borrowings	-	-	-	5,010.20	-	-	-	4,780.10	-	-	-	4,696.40
Deferred tax liabilities (net)	-	-	-	317.48	-	-	-	190.03	-	-	-	324.80
Current borrowings	-	-	-	195.10	-	-	-	602.92	-	-	-	512.20
Book overdraft	-	-	-	3.00	-	-	-	3.80	-	-	-	2.90
Current maturities of long term borrowings	-	-	-	463.50	-	-	-	843.77	-	-	-	725.80
Interest accrued and due/not due on borrowings	-	-	-	7.70	-	-	-	5.50	-	-	-	5.20
Total liabilities #	**2,053.79**	**12.51**	**-**	**8,063.28**	**1,228.66**	**13.68**	**-**	**7,668.46**	**1,159.55**	**14.52**	**-**	**7,441.37**
Capital Expenditure	**554.98**	**0.82**	**-**	**555.80**	**298.12**	**-**	**-**	**298.12**	**258.84**	**0.41**	**-**	**259.25**

Excluding Shareholder's Funds

The Group operates only in India and hence all non current assets belong to reportable segment are located in India. The Group doesn't have any individual customer who is contributing more than 10% of revenue.

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54 Other Information

(i) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(ii) The Group has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(iii) The Group has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(iv) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant

(v) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

(vi) The Group has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

(vii) The Group does not have any transaction during the year or balance as at the reporting date with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

55 On December 31, 2019, the Holding Company had filed Draft Red Herring Prospectus (“DRHP”) (hereinafter called the ‘Filing’) and received SEBI’s approval vide letter dated March 09, 2020. The Holding Company had incurred expenses in relation to such filing amounting to INR 150.7 millions till March 31, 2021. Owing to COVID 19, management had to postpone their plan for public listing and accordingly, the Company had charged off such amount during year ended March 31, 2021 and disclosed under the head “Exceptional Items” in the statement of profit and loss.

56 During the year ended March 31, 2021, owing to COVID 19 pandemic the Group witnessed softer revenues and sharp fall in occupancy levels. The Group’s liquidity position was stretched owing to sharp demand contraction stemming from COVID-19 pandemic and the current liabilities exceeded the current assets. These events/ conditions had cast a significant doubt on the Group’s ability to continue as a going concern. The Group had made a detailed assessment of the liquidity position including its ability to refinance the short term debt obligations. The management believed that significant amount of additional financing required to meet the obligation due in next 12 months was already secured and will be able to meet its obligations. Hence had prepared the financials on a going concern basis.

During the year ended March 31, 2022, with the unlocking of restrictions, there has been improvement in operations and financial position of the Group including the financial ratios of the Group. As of March 31, 2023 and March 31, 2022, the Group based on the current year performance and market scenarios, has projected improved cash flows from operations for next year, and also expects to re-finance existing short-term Borrowings obligations with long term funds (for which sanctions has already been received by the bank). Basis the above, the management has assessed that there are no implications on this Restated Consolidation Summary Statement. Accordingly, the group has prepared this restated consolidated summary statement on a going concern basis.

57 The previous year's figures have been regrouped/ reclassified wherever considered necessary to make them comparable with those of the current year's classification.

58 The financial figures disclosed as zero values are due to rounding off norms.

59 No significant subsequent events have been observed which may require an adjustment to the restated consolidated statement of assets and liabilities except Note 42 (a)(i) in relation to settlement with KMC disclosed in restated consolidated summary statements.

60 Note 1 to 59 form integral part of the restated consolidated statement of assets and liabilities and restated consolidated statement of profit and loss.

As per our report of even date
For S.R. Batliboi & Co LLP
Chartered Accountants
ICAI Firm Registration No. : 301003E/E300005

per Amit Chugh
Partner
Membership No: 505224
Place of Signature: Delhi
Date: August 18, 2023

For and on behalf of the Board of Directors of
Apeejay Surrendra Park Hotels Limited

Atul Khosla
Chief Financial Officer
Place of Signature: Delhi
Date: August 18, 2023

Priya Paul
Chairperson & Whole Time Director
DIN: 00051215
Place of Signature: Delhi
Date: August 18, 2023

Shalini Keshan
Company Secretary
Membership No.: A14897
Place of Signature: Delhi
Date: August 18, 2023

Vijay Dewan
Managing Director
DIN: 00051164
Place of Signature: Delhi
Date: August 18, 2023

OTHER FINANCIAL INFORMATION

The audited standalone financial statements of our Company as at and for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively ("**Audited Financial Statements**") are available at https://www.theparkhotels.com/corporate-information.html. Our Company does not have a material subsidiary, as on the date of this Draft Red Herring Prospectus.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company or any entity in which it or its shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the BRLMs or Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations and certain other non-GAAP measures are given below:

(*All amounts in ₹ millions, unless otherwise stated*)

Particulars	**Year ended**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Restated earnings/(loss) per share (in ₹) – Basic(1) and Diluted(2)	2.75	(1.61)	(4.34)
Return on Net worth (in %)(3)	8.65	(5.55)	(14.15)
Net asset value per Equity Share (in ₹)(4)	31.81	29.11	30.70
EBITDA (in ₹ million) (5)	1,770.95	582.93	228.46
EBITDA Margin (6)	33.77%	21.76%	12.01%

Notes:

(1) *Basic EPS (₹) = Restated net profit / (loss) for the year attributable to equity holders of the parent divided by weighted average number of Equity Shares outstanding during the year.*

(2) *Diluted EPS (₹) = Restated net profit/ (loss) for the year attributable to equity holders of the parent divided by Weighted average number of dilutive Equity Shares outstanding during the year*

(3) *Return on Net Worth is calculated as restated profit/ (loss) for the year attributable to equity holders of the parent divided by Net worth at the end of the year*

(4) *Net Asset Value per Equity Share = Net worth attributable to the owners of the company divided by number of Equity Shares outstanding at the end of the year*

(5) *EBITDA = Restated profit/ (loss) for the year + finance costs + depreciation and amortisation expense + exceptional loss + total tax expense/ (credit)*

(6) *EBITDA Margin = EBITDA / Total Income*

Reconciliation of non-generally accepted accounting principles("Non-GAAP") financial measures

Reconciliation for the following Non-GAAP financial measures included in this Draft Red Herring Prospectus, are given below:

(i) Reconciliation of restated profit/ (loss) for the year to Return on Net worth

(*All amounts in ₹ millions, unless otherwise stated*)

Particulars	**Year ended**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Restated Profit/(Loss) for the year (A)	480.62	(282.02)	(758.84)
Net worth attributable to the owners of the company (B) *	5,556.82	5,085.13	5,362.76
Return on net worth (in%) (C=A/B)	**8.65**	**(5.55)**	**(14.15)**

** Net worth means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium* *account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses as per the Restated Consolidated Summary Statements as on March 31, 2023; March 31, 2022 and March 31, 2021. Net worth represents equity attributable to equity holders of the Parent and does not include amount attributable to non- controlling interests.*

(ii) Reconciliation of Net asset value per Equity Share

(*All amounts in ₹ millions, unless otherwise stated*)

Particulars	Year ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Net worth attributable to the owners of the Company (A)	5,556.82	5,085.13	5,362.76
Number of equity shares outstanding at the end of the year (in million) (B)	174.66	174.66	174.66
Net asset value per Equity Share (in ₹) (C=A/B)*	**31.81**	**29.11**	**30.70**

* *Net Asset Value per Equity Share = Net worth attributable to the owners of the company divided by number of Equity Shares outstanding at the end of the year*

(iii) Reconciliation of restated profit/ (loss) for the year to EBITDA and EBITDA Margin

(*All amounts in ₹ millions, unless otherwise stated*)

Particulars	Year ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Restated Profit/ (loss) for the year (A)	480.62	(282.02)	(758.84)
Finance costs (B)	623.30	600.10	568.80
Depreciation and amortisation expense (C)	492.98	400.72	377.00
Exceptional Loss (D)	-	-	150.70
Total tax expense/ (credit) (E)	174.05	(135.87)	(109.20)
EBITDA (F=A+B+C+D+E)*	**1,770.95**	**582.93**	**228.46**
Total Income (G)	5,244.30	2,678.30	1,902.90
EBITDA Margin (H=F/G)**	33.77%	21.76%	12.01%

** EBITDA = Restated profit/ (loss) for the year + finance costs + depreciation and amortisation expense + exceptional loss + total tax expense/ (credit)*
*** EBITDA Margin = EBITDA / Total Income*

(iv) Reconciliation of Net Debt, Net Debt-Equity ratio and Net Debt to EBITDA

(*All amounts in ₹ millions, unless otherwise stated*)

Particulars	Year ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Non-Current Liabilities - Borrowings (including current maturities of long-term borrowings) (A)	5,473.70	5,623.87	5,422.20
Current Liabilities - Borrowings (excluding current maturities of long-term borrowings) (B)	195.10	602.92	512.20
Less: Cash and cash equivalents (C)	(168.70)	(89.20)	(100.40)
Net debt (D = A + B – C)	5,500.10	6,137.59	5 ,834.00
Total equity (E)*	5,554.62	5,083.30	5,362.02
Net Debt- Equity Ratio (F = D/E)	0.99	1.21	1.09
EBITDA (G)	1,770.95	582.93	228.46
Net debt / EBITDA (H=D/G)	3.11	10.53	25.54

* *Total Equity = Equity Share Capital + Other Equity – Non-Controlling Interests*

(v) Reconciliation of Net worth

	(*All amounts in ₹ millions, unless otherwise stated*)		
Particulars	Year ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Equity			
Equity Share Capital (A)	174.66	174.66	174.66
Other Equity			
Capital Redemption Reserve (B)	14.10	14.10	14.10

	(*All amounts in ₹ millions, unless otherwise stated*)		
Particulars	**Year ended**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Securities Premium (C)	1,838.10	1,838.10	1,838.10
General Reserve (D)	787.40	787.40	787.40
Retained Earnings (E)	2,742.56	2,270.87	2,548.50
Net worth (F = A+B+C+D+E)*	5,556.82	5,085.13	5,362.76

** Net worth means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses as per the Restated Consolidated Summary Statements as on March 31, 2023; March 31, 2022 and March 31, 2021. Net worth represents equity attributable to equity holders of the Parent and does not include amount attributable to non- controlling interests.*

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2023, which is derived from our Restated Consolidated Summary Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Risk Factors – We have incurred indebtedness which requires significant cash flows to service, and limits our ability to operate freely. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations. We will continue to have indebtedness and debt service obligations following the Offer*" on pages 343 and 45, respectively, and the information therein is derived from "*Financial Statements*" on page 262.

(*₹ in million, except ratios*)

Particulars	Pre-Offer as at March 31, 2023	As adjusted for the proposed Offer*
Current Liabilities - Borrowings (excluding current maturities of long-term borrowings)	195.10	[●]
Non-current Liabilities - Borrowings (including current maturities of long-term borrowings)	5,473.70	[●]
Total borrowings (A)	5,668.80	**[●]**
Equity Share capital	174.66	[●]
Other Equity	5,382.16	[●]
Non-Controlling Interest	(2.20)	
Total Equity (B)	5,554.62	**[●]**
Ratio: Total Borrowings/ Total Equity **(A / B)**	1.02	[●]

**The corresponding post Offer capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.*

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of our business, for the purposes such as, *inter alia,* meeting our capital expenditure requirements, working capital requirements, refinancing of facilities and towards contractual performance guarantees. Our Company has obtained the necessary consents required under the relevant loan documentations for undertaking activities in relation to the Offer, such as, *inter alia,* change in our capital structure, change in our shareholding pattern, amendments to our constitutional documents and change in the composition of our Board. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" on page 242.

As on July 1, 2023, the aggregate outstanding borrowings of our Company (on consolidated basis) amounted to ₹ 6,065.93 million. Set forth below is a brief summary of such borrowings:

Category of borrowing	**Sanctioned amount (in ₹ million)**	**Amount Outstanding as at July 1, 2023 (₹ in million)**
Secured		
Indian rupee term loans	8,911.40	5,810.32
Working capital facility	400.00	Nil
Vehicle Loan	41.18	26.89
Sub-Total (Secured)	**9,352.58**	**5,837.21**
Unsecured		
Working capital loan	39.90	27.35
Overdraft	200.00	189.60
Term loan	11.77	11.77
Sub-total (Unsecured)	**251.67**	**228.72**
Total (Secured + Unsecured)	**9,604.25**	**6,065.93**

Principal terms of the borrowings availed by our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

1. ***Interest:*** With respect to certain fund-based facilities availed by us, pertaining to, *inter alia*, cash credit, working capital, and overdraft facilities, the interest rates are typically: (i) mutually agreed; (ii) linked to the marginal cost of funds based lending rate ("**MCLR**") of the specific lender, plus spread *per annum*; or (iii) stipulated by the lender at time of disbursement of each drawal on basis of repayment schedule thereof; and range from 9.70% to 10.70% per annum. The spread varies between different loans for different banks.

   With respect to secured term loans availed by us in Indian rupees, the interest rate is typically linked to the MCLR of the specific lender, plus spread *per annum*; and ranges from 8.25% to 12% per annum. The spread varies between different loans for different banks.

2. ***Penal Interest:*** The terms of the facilities availed by us prescribe penalties for certain events, such as, *inter alia,* delay in the repayment of principal instalment, interest, charges or other monies due on the facility; non creation of security for the respective facility; failure to create security for the respective facility within a stipulated timeframe; *etc*. The penal interest typically ranges from 1% to 18% per annum. These penalties are typically payable over and above the rate of interest applicable to the facilities.

3. ***Tenor and repayment:*** The tenor of term loans availed by us typically ranges from three and a half years to 12 years, and these are typically repayable in structured instalments.

   With respect to the working capital facilities availed by us, these are typically repayable on demand, or principal amount of each tranche/drawdown/disbursement is typically repayable on respective maturity dates or in instalments as agreed upon, with tenor of each tranche/drawdown/disbursement ranging to a maximum of 360 days.

4. ***Prepayment:*** Certain facilities require prior written consent of the lenders before prepayment of the facilities. Certain facilities carry a pre-payment penalty which may be levied at the discretion of the lenders on the pre-paid amount. The pre-payment penalty payable, where stipulated, ranges from 0.25% to 3% under certain circumstances on the amount pre-paid, or on the balance outstanding. Certain facilities do not

require payment of pre-payment penalty if pre-payment is effected from the proceeds of fresh equity share capital issued by the Company.

5. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   i. Create first *pari passu* charge on all current assets, including book debts of our Company, both present and future;
   ii. Create, or hypothecate by way of, first *pari passu* charge on stock of our Company;
   iii. Create exclusive first charge on credit card receivables;
   iv. Create first *pari passu* charge and/or equitable mortgages over certain immoveable properties of our Company, including freehold land; and
   v. Create security by way of hypothecation of plant and machinery as additional security.

   This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

6. ***Events of default:*** Borrowing arrangements entered into by our Company typically contain events of default as follows:

   i. Non-payment or defaults of any amounts including the principal, interest or other payment obligations;
   ii. Any representation or warranty proving to have been incorrect when made by our Company;
   iii. Failure to perform or observe any of respective obligations, or breach of performance of covenant or condition under loan documentation, which is not rectified in the grace period;
   iv. Levy of attachment, execution or other process against our Company;
   v. Failure to create or perfect security within stipulated timeframe;
   vi. Insolvency, suspension of payment of debts, winding up, cessation of business of our Company;
   vii. Ceasing or threatening to cease to carry on business;
   viii. Change in control without the prior written consent of the lender;
   ix. Occurrence of any event or condition, which in the lender's opinion constitutes or could constitute a material adverse effect on our business conditions or our ability to perform the obligations under the borrowing arrangement; and
   x. Cross default with other facilities or financial assistance availed by our Company from the entities forming part of the lender's group or other lenders.

   The above is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

7. ***Consequences of events of default:*** In terms of our financing arrangements availed by us, in case of an event of default, our lenders may undertake the following actions, among others, as consequences of occurrence of such events of default:

   i. Accelerate the facilities and declare all amounts outstanding to become due and payable immediately;
   ii. Enforce security and other rights as available under the loan documentation;
   iii. Restrict us from declaring any dividend on our share capital;
   iv. Review and restructure the management set up of our Company;
   v. Appoint a nominee director and/or observer on our Board;
   vi. Convert the entire facility or unpaid obligations and other monies payable under the facility into fully paid-up equity shares;
   vii. Suspend further access/drawals by our Company to use, either in whole or in part, of the facility;
   viii. Terminate either whole/part of the facilities.

   The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

8. ***Key Restrictive covenants*****:** Our Company, under the financing arrangements availed by it, requires the relevant lender's prior written consent for carrying out certain actions, including:

   i. effecting changes in the capital structure of our Company;
   ii. effecting changes in the management of our Company, including but not limited to terms of appointment of our directors and the remuneration payable to them;

iii. declaring or paying any dividend or authorizing or making any distribution to our shareholders unless our Company has paid all the dues in respect of the facilities up to the date on which the dividend is proposed to be declared or paid, or such distribution is to be made, or our Company has made provisions therefore satisfactory to the lender;
iv. carrying out any material change in our business;
v. changing our constitution, composition or undertaking or permitting any merger, demerger, consolidation, reorganization, dissolution or reconstitution, or effecting any scheme of amalgamation or reconstruction, *etc*.;
vi. change in control of our Company, beyond certain prescribed thresholds;
vii. amending the memorandum of association and articles of association;
viii. entering into single or series of transactions to sell, lease, transfer or dispose of assets of our Company other than in ordinary course of business;
ix. undertaking any new project, diversification or modernization or undertaking capital expenditure beyond certain prescribed thresholds;
x. giving any guarantee, indemnity or similar assurance except as permitted under the loan documentation;
xi. incurring or causing to incur, any indebtedness in any manner whatsoever; and
xii. changing the financial year of our Company from the end-date it has currently adopted or changing the accounting method or policies currently followed, unless expressly required by law.

The above is an indicative list and there may be additional restrictive covenants under the various borrowing arrangements entered into by us.

Further, certain financing arrangements include the following key covenants and terms:

i. maintaining uniform margins of inventory and book debts;
ii. maintaining insurance cover against risks on the security offered for the loans;
iii. conducting receivables audit on a periodical basis;
iv. maintaining debt-to-net worth ratios of typically 1.00 times;
v. maintaining debt-to-earnings before interest, taxes, depreciation, and amortization ratios of typically 5.00 times;
vi. maintaining debt service coverage ratios of typically 1.20 times;
vii. maintaining security or asset cover ratios, typically ranging from 1.20 times to 2.00 times;
viii. maintaining Board-approved risk management policy;
ix. ensuring that total fund based borrowings or working capital bank finance does not during subsistence of the facilities exceed maximum permissible bank finance limits; and
x. maintaining credit ratings of at least “A-”, as awarded by external credit rating agencies.

The above is an indicative list and there may be additional key covenants and terms under the various borrowing arrangements entered into by us.

For further details of financial and other covenants required to be complied with in relation to our borrowing, see “*Risk Factors – Internal Risk Factors – We have incurred indebtedness which requires significant cash flows to service, and this, together with the conditions and restrictions imposed by our financing arrangements, fluctuations in the interest rates may limit our ability to operate freely and grow our business*.” on page 45.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations for Fiscals 2023, 2022 and 2021 should be read in conjunction with our Restated Consolidated Summary Statements beginning on page 262. Unless the context otherwise requires, in this section, references to "we", "us" or "our" refers to our Company and Subsidiaries on a consolidated basis.

This discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and our financial performance, which are subject to numerous risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements. As such, you should also read "Forward Looking Statements" and "Risk Factors" beginning on pages 20 and 28, respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

You should read the following discussion in conjunction with our Restated Consolidated Summary Statements for the Financial Years ended March 31, 2023, 2022 and 2021 including the related notes, schedules and annexures. Our Financial Year or Fiscal ends on March 31 of each year, and references to a particular Financial Year or Fiscal are to the 12-month period ended March 31 of that year. Unless otherwise stated or the context otherwise requires, the financial information as of and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 included in this section has been derived from our Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus beginning on page 262. We have also included various operational, financial performance indicators and non-GAAP measures in this Draft Red Herring Prospectus, some of which have not been derived from the Restated Consolidated Summary Statements. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Please also see "Risk Factors – This Draft Red Herring Prospectus contains certain non-GAAP financial measures related to our operations and financial performance. These non-GAAP measures may vary from any standard methodology that is applicable across the hospitality industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other company engaged in hospitality sector" and "Risk Factors - Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition" on pages 66, and 70, respectively.

*Unless the context requires otherwise, the industry-related information contained in this section is derived from reports titled "Industry Report – Upper Tier and Upper Midscale Hotels" dated August 18, 2023 prepared by Horwath HTL, "Assessment of the confectionery and café market in India" dated August 2023, prepared by CRISIL Research Report, and "Market Assessment Study for the Residential Development on E M Bypass, Kolkata, West Bengal, India" dated July 17, 2023 prepared by Anarock Property Consultants Private Limited, which has been exclusively commissioned and paid for by our Company in connection with the Offer (collectively the "**Industry Reports**"). We commissioned and paid for the Industry Reports pursuant to their respective engagement letters, for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. The Industry Reports are available on the website of our Company at https://www.theparkhotels.com/corporate-information.html. The data included herein includes excerpts from the Industry Reports may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Industry Reports and included herein with respect to any particular year refers to such information for the relevant calendar year. References to hotel business, confectionery and café market in India, and residential development on E M Bypass, Kolkata in this section are in accordance with the presentation, analysis and categorisation in the Industry Reports. Our segment reporting in the financial statements is based on the criteria set out in Ind AS 108, Operating Segments and accordingly we do not prepare our financial statements by the segments outlined in this section. For details regarding the disclaimers issued by CRISIL, Horwath HTL and Anarock in respect of the CRISIL Report, the Horwath HTL Report and Anarock Report, respectively, see "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 18.*

Overview

We are the 8th largest hotel chain amongst hotel chains with asset ownership in India (*Source: Horwath HTL Report*). We operate hospitality assets under our own brands, "THE PARK", "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and "Stop by Zone". We have a long-standing expertise of over five decades in the hospitality business of owning and operating hotels, with our first hotel being launched under our brand "THE PARK" at the iconic Park Street in Kolkata. We have established presence in the retail food and beverage industry through our retail brand *'Flurys'*. We have pioneered the concept of luxury boutique hotels in India under our brand, "THE PARK", extending it further through "THE PARK Collection", and in upper-midscale categories with our brands "Zone by The Park" and "Zone Connect by The Park".

Our hotel portfolio has a PAN-India presence, and we continue to attract our customers with our diversified portfolio. We categorize our hotel portfolio into two distinct hotels categories based on brand classification – upscale, and upper mid-scale. We operate hotels under following four brands, namely "THE PARK, "THE PARK Collection", "Zone by The Park", "Zone Connect by The Park" and have recently launched our economy motel brand, "Stop by Zone":

- "**THE PARK**" brand is positioned as an upscale brand with a luxury boutique offering, with a brand philosophy that concentrates on design, style, and service to create differentiated and unique experiences at each hotel.

- "**THE PARK Collection**" brand encompasses small luxury properties located at selected travel destinations targeted at the luxury hotel category delivering personalized guest experiences.

- "**Zone by The Park**" brand is positioned at the upper midscale level. It is designed for the price conscious and design conscious customers.

- **"Zone Connect by The Park"** is an upper midscale brand that channels its spirit and design philosophy from Zone by The Park.

- **"Stop by Zone"** is an economy motel brand which aims at providing convenient accommodation with easy access to parking, free Wi-Fi along with food services.

We believe that our extensive experience in developing a large hospitality business has resulted in us gaining a strong understanding of industry and market trends. Our vision of "*Leadership through Differentiation*" provides us with a competitive edge in our business, delivering superior operating performance. We operate individual hotels with distinctive character and provide curated experiences to our guests. Our hotels are differentiated through design and art, events, and entertainment and in providing unique, memorable and immersive service experiences. Differentiation is also part of "Zone by the Park" brand which is being specially developed for India's tier 2 and tier 3 cities through use of modern design and local influences. Our focus is on profitability, return on capital employed and growth of the Company for the long-term benefit of our stakeholders.

Our food and beverage outlets and entertainment offerings within our hotels provide a diversified experience for our customers. As of March 31, 2023 we operate 80 restaurants, night clubs and bars, offering a wide selection of culinary experiences. The night club and entertainment business contribute to our brand positioning and allows cross-selling opportunities. We have created award-winning brands such as Zen, Someplace Else, Tantra, Roxy, iBar, The Leather Bar, Pasha and Aqua.

Sale of food, and beverage, together with sale of wine, and liquor contributed ₹ 2,280.26 million, ₹ 1,126.50 million, and ₹ 797.90 million, comprising 43.48%, 42.06% and 41.93% of our total income, for the years ended March 31, 2023, 2022 and 2021, respectively. This reflects the strength of our food, beverage, and entertainment offerings. Non-cyclical earnings from food and beverage business diversify risk associated to seasonal and cyclicality hospitality industry while complementing our hotel business by driving their occupancy levels, ARR, RevPAR and provide resilience to overall revenues of the Company. Food and beverage contribution to total revenue at Company's hotels for Fiscal 2021, Fiscal 2022, and Fiscal 2023 is higher than average food and beverage contribution to revenues of select listed companies (*Source: Horwath HTL Report*). For details, see "*Industry Overview – ASPHL: Revenue composition and Operating Performance Comparison*" on page 156 of this Draft Red Herring Prospectus.

We also operate a premium retail chain in the food and beverage business under the brand *'Flurys'*, which possesses a successful and profitable track record of Industry leading EBITDA margins. In Fiscal 2022, among the identified players which reported financials as per IND AS (Indian Accounting Standards), Flury's had the highest EBITDA margin of 24.75% (*Source: CRISIL Report*). 'Flurys' operates 70 outlets pan India under multiple formats such as restaurants, cafés, and kiosks. As of the date of this Draft Red Herring Prospectus, we operate 62 outlets in Kolkata and rest of West Bengal, seven outlets in Mumbai and Navi Mumbai, and one outlet in New Delhi. According to the CRISIL Report, we have outperformed our identified peers based on EBITDA margins for Fiscals 2022, and 2021 contributing 24.75% and 17.41%.

We intend to leverage on our expertise in the hospitality industry to develop and grow our presence in the retail food and beverage industry and expand the outlets of Flurys across India.
As on the date of this Draft Red Herring Prospectus, we operate 27 hotels across luxury boutique upscale brands, and upper midscale category, with pan-India presence in metros such as Kolkata, New Delhi, Chennai, Hyderabad, Bangalore, and Mumbai as well as in other major cities such as Coimbatore, Indore, Goa, Jaipur, Jodhpur, Jammu, Navi Mumbai, Visakhapatnam, Port Blair, Pathankot representing 2,111 rooms.

THE PARK hotels recorded RevPAR of approximately ₹ 5,571.00, an occupancy rate of 91.77% and average room per revenue of ₹ 6.070.51 for the year ended March 31, 2023. High occupancy levels at The PARK hotels enable strong RevPAR (*Source: Horwath HTL Report*). The occupancy and RevPAR indices reflect that Company's parameters are ahead of the market in 29 of the 30 data points (*Source: Horwath HTL Report*). For details, see "*Industry Overview - Performance and Outlook for Select Markets"* on page 159.

(₹ in million, unless otherwise specified)

	As at and for the year ended March 31, 2023	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Operational Metrics			
Average Occupancy rate (in %) (1)	91.77%	79.10%	67.26%
RevPAR (in ₹) (2)	5,571.00	3,009.05	2,186.61
Average Room Revenue (in ₹) (3)	6,070.51	3,804.27	3,250.90
No of Hotels (4)	25	21	17
Inventory (No. of Operating rooms) (5)	2,009	1,865	1,612
Inventory growth (6)	7.72%	15.69%	NA
Financial Metrics			
Total Income (7) (A)	5,244.30	2,678.30	1,902.90
Total Income Growth (8) (Y-o-Y)	95.81%	40.75%	-
EBITDA (9) (B)	1,770.95	582.93	228.46
EBITDA Margin (10) (C=B/A)	33.77%	21.76%	12.01%
Restated profit/(loss) for the year (D)	480.62	(282.02)	(758.84)
Restated profit/(loss) for the year Margin (11) (E=D/A)	9.16%	(10.53%)	(39.88%)
Net debt(12) (F)	5,500.10	6,137.59	5,834.00
Total Equity(13) (G)	5,554.62	5,083.30	5,362.02
Net Debt – Equity Ratio (H=F/G)	0.99	1.21	1.09
Net debt / EBITDA (I=F/B)	3.11	10.53	25.54
Revenue from contracts with customers	5,061.30	2,550.20	1,788.30
Total assets	13,617.90	12,751.76	12,803.39

(1) Average Occupancy is calculated as the total rooms occupied (less number of rooms for complimentary and in-house usage) in a relevant year divided by the total available rooms (less number of rooms which were out of order) in the same relevant year.
(2) RevPAR is calculated as Average Room Revenue for a relevant period multiplied by Average Occupancy Rate for that period.
(3) Average Room Revenue is calculated as total revenue from sale of rooms received for a relevant period divided by the total room occupied.
(4) No of Hotels are the total number of operational hotels of the relevant year.
(5) Inventory is the total number of operational Keys/ rooms in the company's portfolio of hotels for the relevant period.
(6) Inventory Growth (%) is calculated as a percentage of Inventory of the relevant year minus inventory of the preceding year, divided by Inventory of the preceding year.
(7) Total Income means addition of revenue from contracts with customers and other income.
(8) Growth in Total Income (%) is calculated as a percentage of Total Income of the relevant year minus Total Income of the preceding year, divided by Total Income of the preceding year.
(9) EBITDA = Restated profit/ (loss) for the year + finance costs + depreciation and amortisation expense + exceptional loss + total tax expense/(credit).
(10) EBITDA Margin = EBITDA / Total Income.
(11) Restated profit/(loss) for the year Margin = Restated profit/(loss) for the year / Total income.
(12) Net debt = Non-current liabilities - borrowings (including current maturities of long term borrowings) + Current liabilities - borrowings (excluding current maturities of long-term borrowings) less Cash and cash equivalents
(13) Total Equity = Equity Share Capital + Other Equity – Non-Controlling Interest

For further details on key operating and financial metrics, please see "*Our Business – Operational and financial indicators*" on page 190.

Significant Factors Affecting our Financial Condition and Results of Operations

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review and are likely to continue to affect them in the future.

Development of our Hotel Properties and Land Banks

As on the date of this Draft Red Herring Prospectus, we operate 27 hotels across upscale to upper midscale category, with pan-India presence representing 2,111 rooms. Our hotel development pipeline consists of the expansion of two of our existing owned hotels in Visakhapatnam and Navi Mumbai, and development of our embedded land bank at Pune, aggregating to 380 rooms. Further, as part of our future development plans, we intend to utilise our land bank for construction of a new hotel at Jaipur and utilise our land bank of 3.36 acres to construct a hotel and serviced apartments at Mouza Boinchtala on Eastern Metropolitan Bypass side, Kolkata ("**EM Bypass**"). As part of our expansion strategy, we have grown our business geographically with the opening of 10 hotels in the last three Financial Years, with addition of total room inventory of 499 rooms. The following table sets forth certain information on our operational hotels under our brands (i) THE PARK and THE PARK Collection; and (ii) Zone by the Park and Zone Connect by The Park, for the years indicated below:

	THE PARK and THE PARK Collection			Zone by the Park and Zone Connect by The Park		
Fiscal	**2023**	**2022**	**2021**	**2023**	**2022**	**2021**
Number of hotels	11	11	10	14	10	7
Inventory	1,265	1,265	1,165	744	600	447

Our strength lies in our ability to identify property location with growth potential, based on our knowledge and experience developed over the last many years of the Indian hospitality market. We continue to focus on development and expansion of existing owned, leased, and licensed hotels, and on strategic expansion of our managed hotels.

We utilise third parties for the design, construction and periodic maintenance and repairs of our hotel properties and projects and have engaged international and domestic architects and third-party contractors in the past for our hotels. Development costs for hotels largely comprise of cost of various third-party agencies which include contractors, designers, architects, surveyors, engineers, consultants and project management team. The progress and quality of construction of the hotel properties and projects depends on the availability and skill of contractors and consultants, as well as contingencies affecting them, including labour and industrial actions. Our cost of development and periodic maintenance and repairs is affected by price fluctuations in raw materials (in particular cement and steel), bricks and glass, electrical accessories, plumbing materials, tiles and paints, lifts and escalators. Any unreasonable cost escalation due to shortage, supply limitations or circumstances beyond our control, could adversely impact the cost and time taken for development and resultantly our return on investment.

Further, for development of hotels in new geographies, we may or may not be able to respond to customer requirements as compared to our competitors. The development and construction of real estate projects are subject to inherent development risks. For details, see "*Risk Factors - Internal Risk Factors - Risk relating to our business - We are exposed to risks associated with the development of our hotel properties and land banks. Delays in the constructions of new buildings or improvements on our properties may have an adverse effect on our business, results of operations, financial condition, and cash flows*."

Competition

We operate in a highly competitive hotel industry and our success in the hotel industry in India is dependent on our ability to compete with international, regional, and local hotel companies present in India, on various factors such as room rates, location of the property, the quality and scope of other amenities, including food and beverage facilities, quality of accommodation. We rely on our brand recognition as well as our marketing and branding strategies to expand our customer base and increase our market share in the cities in which we operate. Competition also exists between each city that we operate and is affected by factors such as market perception, local culture, the ability of the location to successfully promote itself as a tourist destination, accessibility, infrastructure. We may also have to compete with alliances developed by our existing competitors and any new hotel properties that commence operation in the markets in which we operate or intend to commence operations. An increase in the supply of new hotel rooms in a particular location by our competitors may impact our occupancy rates and may also impact our ability to maintain or increase our room rates. Our ability to maintain consistent and high-quality accommodations and services across our hotel portfolio, design and introduce new accommodations and services to meet customer demands, evolve our product offerings, keep up with customer requirements, deliver quality service as compared to our competitors and respond to competitive pressures in the hotel industry, will be critical to our results of operations in the future.

The retail food and beverage industry in India is also highly competitive as the barriers to entry are low. We may have to compete with large and diverse groups of bakery chains, restaurants, cafes, coffee joints and individual operators. Our success in the retail food and beverage industry is dependent on disposable consumer income, consumer confidence and our ability to keep pace with the changing tastes of consumers. See "*Risk Factors – Internal Risk Factors – The hotel industry and retail food and beverage industry are intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.*", and "*Risk Factors – Internal Risk Factors – The success of our business is dependent on our ability to anticipate and respond to customer requirements. Our business may be affected if we are unable to identify and understand contemporary and evolving customer preferences or if we are unable to deliver quality service as compared to our competitors."* on pages 55, and 37 respectively.

Seasonality and Cyclicality of Business and Impact of Fixed Cost

The hotel and hospitality industry in India is subject to seasonal variations. The periods during which our hotel properties experience higher revenues vary from property to property, depending principally upon location and the guests served. Seasonality, particularly in terms of summer and winter variations, can be expected to cause quarterly fluctuations in our revenue, profit margins and net earnings, and such variations are more apparent in the leisure locations. Foreign tourist travels, amongst other factors, also have an impact on demand for hotels, performance of the hotel sector and future development of the industry. The winter months are preferred for travel into India, particularly for discretionary travel (*Source: Horwath HTL Report*). Our revenue is usually higher in second half of financial year as compared to first half of the financial year. Higher rate paying leisure travel predominates in winter (*Source: Horwath HTL Report*). Further, the hospitality industry is subject to weekly variations as well. Business travel predominates on weekdays and business hotels are more reliant on leisure and other demand on weekends. (*Source: Horwath HTL Report*).

Further, the hospitality industry is cyclical, and demand generally follows key macroeconomic indicators. The combination of changes in economic conditions which affects the demand of the hotel rooms in a location and the supply of hotel rooms at any given period of time, including periods of excess supply, can result in significant volatility in our results. The combination of changes in economic conditions and in the supply of hotel rooms can result in significant volatility in results of hotel properties. Some of the costs of running a hotel tend to be more fixed than variable. These expenses include employee costs, utilities, insurance, rentals, property tax and other license fees. For details, see "*Risk Factors – Our operations entail certain fixed costs and recurring costs, and our inability to reduce such costs during periods of low demand for our services may have an adverse effect on our business, results of operations, financial condition, and cash flows. Further, we may be unable to obtain future financing on favourable terms, or at all, to fund our operations, expected capital expenditure and working capital requirements*." We believe that decrease in demand for our hotels could result in decline in our revenues which can have an adverse effect on our net cash flow, margins, and profits. This effect can be especially pronounced during periods of economic contraction or slow economic growth See "*Risk Factors – Internal Risk Factors – Our business is subject to seasonal and cyclical variations that could result in fluctuations in our results of operations and cash flows*." on page 31.

Changes in Consumer Demand

General economic growth in India and globally drives business and leisure travels which impact the success of our operations in the upscale luxury boutique, and upper mid-scale hotels categories in India. In addition, the hotel industry and the demand for rooms is also affected by changes in consumer preferences, national, regional, and local economic conditions, and demographic trends. We strive to keep up with evolving customer requirements to enhance our existing business and level of customer service. Our inability to identify, anticipate, understand, and address contemporary and evolving customer preferences or to deliver quality service as compared to our competitors could materially and adversely affect our business. Declines in consumer demand due to adverse general economic conditions, risks affecting or reducing travel patterns, lower consumer confidence and adverse political conditions can lower the revenues and profitability of our hotels. Please see, "*Risk Factors – Risks relating to our operations -The success of our business is dependent on our ability to anticipate and respond to customer requirements. Our business may be affected if we are unable to identify and understand contemporary and evolving customer preferences or if we are unable to deliver quality service as compared to our competitors.*", "*Risk Factors – Risk relating to our business - We derive a significant portion of our room revenue from corporate accounts and from leisure customers, contributing approximately 40% each of the total room revenue in Fiscal 2023. Changes in travellers' preferences due to increased use of telepresence equipment, cost of travel, spending habits, and other factors may adversely affect the demand for hotel rooms leading to adverse effect on our business, results of operations, financial condition, and cash flows*.", "*Risk Factors – External Risk Factors – A* *slowdown in economic growth in India could have an adverse effect on our business, results of operations, financial condition, and cash flows*" on pages 37, 32, and 69, respectively.

Government Regulations and Policies

Our business is subject to extensive governmental regulation with respect to safety, health, environmental, real estate, excise, and labour laws, including in relation to the development of our projects. These licenses differ on the basis of the location as well as the nature of operations carried out at such locations. We provide hospitality services, including sale of food and beverage including wine and liquor, cleaning and housekeeping, and security services, at our hotels. In rendering such services, we are subject to a broad range of safety, health, environmental, real estate, taxation, excise, star classifications, property tax and related laws and regulations and internal standard operating procedures under our management contracts which impose controls on our operations. We are also subject to regulations, which are amended periodically, including relating to the sale and service of food, alcoholic and non-alcoholic beverages and hosting of events and weddings at our hotels. We are also subject to local and municipal laws and approvals granted by local and municipal authorities for conducting the operations of our hotels at different locations. Approvals granted by such local and municipal authorities are significant for operating our business and operations.

Any non-compliance with, or changes in, the applicable regulations, may result in increased costs, or levy of penalties, revocation of approvals and permits granted, or lead to disruption in our operations or result in imposition of sanctions by the regulatory authorities, any of which could materially and adversely affect our business, reputation financial condition, results of operations and prospects. For further details, see "*Government and Other Approvals*" on page 391, and "*Risk Factors – Legal and regulatory risks – We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise, property tax and labour laws. A failure to manage such risks or any non-compliance with, or changes in, regulations applicable to us may adversely affect our business, results of operations, financial condition and cash flows.*" and "*Risk Factors – External Risk Factors – Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.*" on pages 47, and 68 respectively.

Mix of Hotel Ownership Models

The mix of owned, leased, and managed hotels in our hotel portfolio affects our results of operations in a given period. Our owned hotels have been and will continue to be the main contributor to our revenues. For details, see "*Our Business - Owned hotels of THE PARK*". Within our hotel ownership model, while each hotel incurs certain upfront development costs and opening expenses, we generally expect more revenues and profit contribution once a hotel's operations mature. We operate and derive profits from our leased hotels as if such hotels were owned by us. Under the long-term lease arrangements, we pay a fixed rent to the hotel owner and, in certain instances, the owner benefits from the hotel's performance via additional variable payments. Under the operation and management agreements, we are entitled to management fee including basic management fee which is a fixed percentage of the gross operating income of the hotel, marketing fee, an incentive fee linked to the gross operating profit of the hotel (*which is either a fixed percentage of gross operating profit or variable based on growth in gross operating profits*), and standard charges for reservation and loyalty programs etc. We may also receive fee for technical services, design, pre-operating advice and license fee for brands, under our operating and management contracts. As such, our management model enables us to quickly expand our network without incurring significant capital expenditures or expenses. We are subject to risks relating to owning real estate assets, leased and managed properties. For details, see "*Risk Factors – Risks relating to our business - We are exposed to risks associated with the development of our hotel properties and land banks. Any delay in the construction of new hotel buildings or expansion of our existing properties may have an adverse effect on our business, results of operations, financial condition, and cash flows.* "

Key indicators of operating performance

We use a variety of financial and other information in monitoring the financial condition and operating performance of our business. Our management also uses other information that may not be financial in nature, including statistical information and comparative data that are commonly used within the hospitality industry to evaluate a hotel's financial and operating performance.

For details on operating and financial metrics, please see "*Our Business – Our Operating and Financial Metrics"* on page 190.

Non-GAAP Measures

Certain measures including Net asset value per Equity Share, EBITDA, EBITDA Margin, Net Worth, Return on Net Worth, Net debt, Net Debt- Equity Ratio, and Net debt / EBITDA among others (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or U.S. GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or U.S. GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. These Non- GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability, or cash flows generated by operating, investing, or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

For a reconciliation of the above Non-GAAP Measures used by us to the most directly comparable financial measure prepared in accordance with Ind AS, see "*Other Financial Information*" on page 336.

Summary of Significant Accounting Policies

The discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with Ind AS. The notes to the financial statements contain a summary of our significant accounting policies. Set forth below is a summary of our most significant critical accounting policies under Ind AS.

Basis of preparation

The Restated Consolidated Summary Statements have been prepared in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the SEBI, for the purpose of inclusion in the Draft Red Herring Prospectus in connection with the Offer. The Restated Consolidated Summary Statements have been prepared by the Company in terms of the requirements of:

a) Section 26 of the Companies Act, 2013;
b) The SEBI ICDR Regulations; and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

The Restated Consolidated Summary Statements has been compiled from the audited consolidated financial statements of our Company and Subsidiaries ("**Group**") as at and for year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the CFS and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 16, 2023, 27 September 2022, 27 September 2021. The accounting policies applied by the Group in preparation of the Restated Consolidated Summary Statements are consistent with those adopted in the preparation of Statutory Consolidated Financial Statements for the year ended March 31, 2023. These Restated Consolidated Summary Statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective as at March 31, 2023.

The accounting policies applied by the Company and its Subsidiaries in preparation of the Restated Consolidated Summary Statements are consistent with those adopted in the preparation of statutory consolidated financial statements for the year ended March 31, 2023. The Restated Consolidated Summary Statements have been prepared for the Company and its Subsidiaries as a going concern on the basis of relevant Ind AS that are effective as at March 31, 2023.

The Restated Consolidated Summary Statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefits plan - plan assets measured at fair value.

Basis of consolidation

The Restated Consolidated Summary Statements comprises of the summary statements of the Company and subsidiaries, associates and joint ventures. Control is achieved when the Company and its Subsidiaries (collectively, "**Group**") is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has***:***

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- Rights arising from other contractual arrangements.
- The Group's voting rights and potential voting rights.
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Summary Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated Consolidated Summary Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Summary Statements for like transactions and events in similar circumstances, appropriate adjustments were made to that Group member's summary statements in preparing the Restated Consolidated Summary Statements to ensure conformity with the Group's accounting policies. The Restated Consolidated Summary Statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on 31 March 2023, 31 March 2022 and 31 March 2021.

Consolidation procedure

Subsidiaries

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Summary Statements at the acquisition date.

- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Restated Consolidated Summary Statements. Ind AS - 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

- Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the summary statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

- When the proportion of the equity held by non-controlling interests changes, the Group adjust the carrying amounts of the controlling and noncontrolling interests to reflect the changes in their relative interests in the subsidiary. The Group recognises directly in equity any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received, and attribute it to the owners of the Company.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

(i) Derecognises the assets (including goodwill) and liabilities of the subsidiary
(ii) Derecognises the carrying amount of any non-controlling interests
(iii) Derecognises the cumulative translation differences recorded in equity
(iv) Recognises the fair value of the consideration received
(v) Recognises the fair value of any investment retained
(vi) Recognises any surplus or deficit in profit or loss
(vii) Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Property, plant and equipment

Recognition and initial measurement:

All items of property, plant and equipment are stated at deemed cost (fair value as at transition date) less accumulated depreciation, impairment loss, if any. Deemed cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred. Capital work-in-progress comprises the cost of property, plant and equipment that are not yet ready for their intended use on the reporting date and materials at site.

Subsequent measurement (Depreciation methods, estimated useful lives and residual value):

Property, plant, and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives (as set out below) prescribed in Schedule II to the Companies Act, 2013. The Group, based on technical assessment made by technical expert and management estimate, depreciates certain property, plant and equipment, overestimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Asset Category	**Estimated Useful Life (in years) as per Schedule II**	**Estimated Useful Life (in years) as per technical assessment**
Plant and Equipment and Electrical Installation	15	20
Office Equipment	5	6
Buildings*	60	30-100
Furniture and Fixtures:		
General	10	15-20
Used in hotels and restaurants	8	15-20
Vehicles:		
General	10	8
Used in business of running them on hire	6	8
Computers:		
Servers and networks	6	6
Desktops and laptops	3	3-6

**Depreciation on building constructed on leasehold land is restricted to lower of useful life of balance period of leasehold land or useful life calculated based on 100 years. Depreciation on deemed cost of other property, plant and equipment (except land) is provided on pro rata basis on straight line method based on useful lives specified in Schedule II to the Companies Act, 2013.*

The useful lives, residual values and method of depreciation of property plant and equipment are reviewed and adjusted prospectively, if appropriate at the end of each reporting period.

Derecognition:

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 the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non- current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has identified twelve months as its operating cycle.

Fair value Measurement

The Group measures its financial instruments such as derivative instruments, etc at fair value at each balance sheet date. 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 fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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) market 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 Group determines whether transfers have occurred between levels in the hierarchy by re-assessing 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. External valuers are involved for valuation of significant assets, such as investment properties and unquoted financial assets. Valuers are selected based on market knowledge, reputation, independence and whether professional standards are maintained. For other assets management carries out the valuation based on its experience, market knowledge and in line with the applicable accounting requirements.

For the purpose of fair value disclosures, the Group 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.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes:

(a) Quantitative disclosures of fair value measurement hierarchy
(b) Investment in unquoted equity share
(c) Financial instruments (including those carried at amortised cost)
(d) Disclosures for valuation methods, significant estimates and assumptions
(e) Investment properties

Business combinations and goodwill

Business combinations other than those under common control transactions are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. In respect to the business combination for acquisition of subsidiary, the Group has opted to measure the non-controlling interests in the acquiree at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated as mentioned hereinafter:

(i) Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 "Income Tax" and Ind AS 19 "Employee Benefits" respectively.
(ii) Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
(iii) Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 "Share-based Payments" at the acquisition date.
(iv) Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 "Non-current Assets Held for Sale" and Discontinued Operations are measured in accordance with that standard.
(v) Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for noncontrolling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Investment Properties

Property that is held for long term rental yields or for capital appreciation or for 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 cost and where applicable borrowing costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Subsequent expenditure is capitalized to assets 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. When significant parts of investment property are required to be replaced at intervals, the Group depreciates them separately based on their respective useful lives. All other repair and maintenance cost are expensed when incurred.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an external independent valuer applying a valuation model as per Ind AS 113 " Fair value measurement".

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

Investment properties are depreciated using straight line method over their estimated useful life i.e. 99 years. Transfer of property from investment property to the property, plant and equipment is made when the property is no longer held for long term rental yields or for capital appreciation or both at carrying amount of the property transferred.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

Computer Software for internal use, which is primarily acquired from third party vendors, is capitalised. Subsequent costs associated with maintaining such software are recognised as expense as incurred. Cost of software includes license fees and cost of implementation / system integration services, where applicable.

Intangible assets with finite lives are amortised over the useful economic life (Computer software 5 years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The Brand under the head ‘Intangible assets’ is being amortised based on the useful life of 20 years as assessed by the management based on technical assessment made by technical expert. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Amortisation method:

Computer software are amortised on a straight-line basis over estimated useful life of five years from the date of capitalisation.

Impairment of non- financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five to eight years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the 8th year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used. Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.
An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting date and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods. Intangible assets with indefinite useful lives are tested for impairment annually at each reporting date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

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

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortised cost

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Initial recognition and measurement

With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient and are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 'Revenue from contracts with customers'.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in following categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

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

(a) Business Model Test : The objective is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes) and;

(b) Cash flow characteristics test: The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortisation is included in other income in statement of profit and loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a. Business Model Test : The objective of financial instrument is achieved by both collecting contractual cash flows and selling the financial assets; and

b. Cash flow characteristics test: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Debt instrument included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI), except for the recognition of interest income, impairment gains or losses and foreign exchange gains or losses which are recognized in statement of profit and loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss. This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the statement of profit and loss when the right of payment has been established.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Embedded Derivatives

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss.

Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Derecognition

A financial asset (or ,where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has assume an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

(a) the Group has transferred substantially all the risks and rewards of the asset, or
(b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses(ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure.

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income(FVTOCI);

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group follows "simplified approach" for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables;
- All lease receivables resulting from the transactions within the scope of Ind AS 116 -Leases

Under the simplified approach, the Group does not track changes in credit risk. Rather , it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the restated consolidated statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of restated consolidated statement of profit and loss. The restated consolidated statement of assets and liabilities presentation for various financial instruments is described below:

(a) Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the statement of assets and liabilities. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

(b) Loan commitments and financial guarantee contracts: ECL is presented as a provision in the statement of assets and liabilities, i.e. as a liability.

(c) Debt instruments measured at FVTOCI: For debt instruments measured at FVTOCI, the expected credit losses do not reduce the carrying amount in the statement of assets and liabilities, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the accumulated impairment amount.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group financial liabilities include loans and borrowings, trade payables, trade deposits, retention money, liabilities towards services, sales incentive and other payables.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:
(i) Financial liabilities at fair value through profit or loss
(ii) Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationship as defined by Ind AS 109. The separated embedded derivate are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost (Loans and borrowings)

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the Effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognised as well as through the Effective interest rate amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective interest rate. The Effective interest rate amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financials assets and financial liabilities are offset and the net amount is reported in the statement of assets and liabilities if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Reclassification of financial assets/ financial liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Inventories

Inventories are valued at lower of cost or net realisable value. Cost includes the cost of purchase and other costs incurred in bringing the inventories (other than finished goods) to their present location and condition. Cost of finished goods includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on a first in first out basis. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make sale.

Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries, joint ventures and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Restated Consolidated Summary Statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, joint ventures and associates and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, joint ventures and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.
Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Revenue from contract with customers

Revenue is recognised at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to a customer i.e., on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and variable consideration on account of discounts and schemes offered by the Group as part of the contract. The Group applies the revenue recognition criteria to each separately identifiable component of the revenue transaction as set out below:

(i) Revenue from sale of services (Rooms, Food and Beverage & Banquets):

Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer. Revenue is recognised net of discounts and sales related taxes in the period in which the services are rendered. The Company collects Goods and Service Tax (GST) and value added tax (VAT) on behalf of the government, and therefore, these are not economic benefits flowing to the Company.

(ii) Other Operating Revenue:

Exports entitlements arising out of Served from India Scheme (SFIS) are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Company and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Loyalty Programme: The Group operates a loyalty point's programme, which allows customers to accumulate points when they obtain services in the Group's Hotels. This programme provides a material right to customers, in the form of award points, on eligible spends. The promise to provide the discount through award points to the customer is therefore a separate performance obligation. The points so earned by such customers are accumulated and have a fixed redemption price. The revenues related to award points pertaining to the Company is deferred and a liability for deferred revenue is created at the time of initial sales basis the points awarded to the customer and the likelihood of redemption, as evidenced by the Company's historical experience. On redemption or expiry of such award points, revenue is recognised at pre-determined rates.

Space and Shop Rentals: Rentals basically consists of rental revenue earned from letting of spaces for retails and office at the properties. Revenue is recognised in the period in which services are being rendered.

Other Allied Services: In relation to laundry income, communication income, health club income, airport transfers income and other allied services, the revenue has been recognised by reference to the time of service rendered.

Management and Operating Fees: Management fees earned from hotels managed by the Company are usually under long-term contracts with the hotel owner. Under Management and Operating Agreements, the Company's performance obligation is to provide hotel management services and a license to use the Company's trademark and other intellectual property. Management and incentive fee is earned as a percentage of revenue and profit and are recognised when earned in accordance with the terms of the contract based on the underlying revenue, when collectability is certain and when the performance criteria are met. Both are treated as variable consideration.

Membership Fees: Membership fee income majorly consists of membership fees received from the loyalty programme and Chamber membership fees. In respect of performance obligations satisfied over a period of time, revenue is recognised at the allocated transaction price on a time proportion basis.

(iii) Interest Income:

Interest income is recorded on accrual basis using the effective interest rate (EIR) method. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(iv) Rental Income:

Rental income is recognised on a straight-line basis over the term of the lease over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

(v) Dividend Income:

Dividend income is recognised at the time when the right to receive is established which is generally when shareholders approve the dividend.

(vi) Contract balances

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (Financial instruments – initial recognition and subsequent measurement).

Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, a reduction in future payment or a cash refund. The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The group 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. The group recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

<u>Group as a lessee</u>

The Group's lease asset classes primarily comprise of lease for land and building. The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the unexpired period of respective leases.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 'Impairment of non-financial assets.

(ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight line basis over the lease term.

<u>Group as a lessor</u>

Leases for which the Group is a lessor is classified as finance or operating lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Government grants relating to the purchase of property, plant and equipment are included in non-current/current liabilities as deferred income and credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity holders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity holders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

Borrowing costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

Cash and cash equivalents

Cash and cash equivalent in the Restated Consolidated Statement of Assets and Liabilities comprises of cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group’s cash management.

Foreign currency translation

Functional and presentation currency: Items included in the Summary Statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group's consolidated financial statements are presented in INR, which is the functional currency for all entities in the Group including the parent company.

Transactions and balances: Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences: Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

Provisions and Contingent Liabilities

Provisions: Provisions are recognised when the Group has a present obligation (legal or constructive) 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. When the group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, 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 liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Significant estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. The information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as given below:

i. Significant estimates:

Recoverability of deferred tax assets

The Group has carried forward tax losses, unabsorbed depreciation and MAT credit that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax losses or tax credits can be utilised. This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets. This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the statement of profit and loss.

The total deferred tax assets recognised in these financial statement (Refer note 26) includes MAT credit entitlements of INR 292.91 million (31 March 2022: INR 255.70 million; 31 March 2021: INR 255.70 millions), of which INR 61.78 million (FY 2021-22: 61.78 million and FY 2020-21 - 61.78 millions) is expected to be utilised in the fourteenth year, fifteen year being the maximum permissible time period to utilise the MAT credits.

Deferred tax asset is recognized on unabsorbed depreciation and business losses to the extent it is probable that future taxable profits will be available against which the deductible temporary differences and unabsorbed depreciation can be utilised. The Group has tax losses of INR 965.16 million (31 March 2022 : INR 1792.80 million; 31 March 2021: INR 1580.00 million) in the form of unabsorbed depreciation that are available for offsetting for unlimited period against future taxable profits and business losses that are available for offsetting for a period of 15 years from the year of generation. The Group believes there is reasonable certainty that deferred tax asset will be recovered.

ii. *Significant judgements*

(a) Employee Benefits(Estimation of defined benefit obligation): Post-employment benefits represents obligation that will be settled in the future and require assumptions to project benefit obligations. Postemployment benefit accounting is intended to reflect the recognition of future benefit cost over the employee's approximate service period, based on the terms of plans and the investment and funding decisions made. The accounting requires the Group to make assumptions regarding variables such as discount rate, rate of compensation increase and future mortality rates. Changes in these key assumptions can have a significant impact on the defined benefit obligations, funding requirements and benefit costs incurred.

(b) Impairment of trade receivables: The risk of uncollectability of accounts receivable is primarily estimated based on prior experience with, and the past due status of doubtful debtors, while large accounts are assessed individually based on factors that include ability to pay, bankruptcy and payment history. The assumptions and estimates applied for determining the valuation allowance are reviewed periodically.

(c) Estimation of expected useful lives and residual values of property, plants and equipment: Property, plant and equipment are depreciated at historical cost using straight-line method based on the estimated useful life, taken into account at residual value. The asset's residual value and useful life are based on the Group's best estimates and reviewed, and adjusted if required, at each Balance Sheet date.

(d) Contingent Liabilities: Legal proceedings covering a range of matters are pending against the Group. Due to the uncertainty inherent in such matters, it is often difficult to predict the final outcomes. The cases and claims against the Group often raise difficult and complex factual and legal issues that are subject to many uncertainties and complexities, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law, in the normal course of business, the Group consults with legal counsel and certain other experts on matters related to litigations. The Group accrues a liability when it is determined that an adverse outcome is probable, and the amount of the loss can be reasonably estimated. In the event an adverse outcome is possible, or an estimate is not determinable, the matter is disclosed.

(e) Fair value measurements: When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques which involve various judgements and assumptions.

(f) Impairment testing: Impairment Testing: Property, plant and equipment, Right-of-Use assets and intangible assets that are subject to depreciation/ amortisation are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

(g) Critical Judgements in Determining the Lease Term: Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. Critical Judgements in Determining the Discount Rate: The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Standards notified but not yet effective

The Ministry of Corporate Affairs (MCA), on March 31, 2023, through the Companies (Indian Accounting Standards (Ind AS)) Amendment Rules, 2023 amended certain existing Ind ASs with effect from April 01, 2023. Following are few key amendments relevant to the Group:

i. Ind AS 1 – Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.

ii. Ind AS 8 – Accounting policies, changes in accounting estimate and errors - The amendment replaces definition of 'change in accounting estimates' with the definition of 'accounting estimates'.

iii. Ind AS 12 – Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

iv. Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

These amendments are not expected to have any impact in the financial statements of the Group.

Income and Expenses

Our income and expenditure are reported in the following manner:

Income

Total income consists of revenue from contracts with customers and other income.

Revenue from contracts with customers: Revenue from contracts with customers primarily comprises (i) income from room revenue; (ii) income from the sale of food and beverages; (iii) income from the sale of wine and liquor; (iv) income from other ancillary and allied service income; (v) income received from management and incentive fees; and (vi) income received from membership and subscription fee.

Other income: Other income primarily comprises interest income derived from advances, deposits, tax refund; rental income received for commercial spaces within our hotel assets such as offices and for telecommunication towers installed on our hotel roofs; and funds received from insurance companies for losses of profit and/or material damage and miscellaneous income includes sponsorship and scrap sale.

Expenses

Expenses comprise consumption of provisions, beverages, wine and liquor and smokes, employee benefits expenses, finance costs, depreciation and amortisation expenses and other expenses.

Consumption of provisions, beverages, and wine and liquor: Consumption of provisions, beverages, wine and liquor comprise expenses incurred towards consumption of food and beverages including alcoholic and non-alcoholic beverages, cigarettes, groceries and staple food.

Employee benefits expenses: Employee benefits expenses comprise salaries, wages, bonuses, staff welfare expenses, gratuities, contributions to the provident fund and other funds.

Finance costs: Finance costs comprise interest expenses on long-term loans and short-term borrowings, including working capital loans, processing fees, interest expenses on lease liability and bank charges.

Depreciation and amortisation expenses: Depreciation and amortisation expenses comprise depreciation on property, plant and equipment, amortisation of intangible assets, depreciation on Right-of-use asset, and depreciation on investment properties.

Other expenses: Other expenses primarily comprise costs for power and fuel, repair and maintenance, rates and taxes, outsourced contractual expense, guest supplies, commissions paid to travel agents and commissions paid with respect to online media channels and credit cards; legal and professional fees; and expenses for advertisements and business promotions.

Our Results of Operations

The following table sets forth select financial data for years ended March 31, 2023, 2022 and 2021, the components of which are also expressed as a percentage of total income for such years. For details, please see "*Summary of Financial Information*" on page 77.

	(*in ₹ million, except percentage*)					
	Years ended					
	31-Mar-23		**31-Mar-22**		**31-Mar-21**	
	₹ in million	**% of total income**	**₹ in million**	**% of total income**	**₹ in million**	**% of total income**
Income						
Revenue from contracts with customers	5,061.30	96.51%	2,550.20	95.22%	1,788.30	93.98%
Other income	183.00	3.49%	128.10	4.78%	114.60	6.02%
Total income	5,244.30	100.00%	2,678.30	100.00%	1,902.90	100.00%
Expenses						
Food and beverages consumed	686.60	13.09%	353.50	13.20%	271.79	14.28%
(Increase)/Decrease in inventories of finished goods	(0.67)	(0.01)%	0	0.00%	(0.95)	(0.05)%
Employee benefits expenses	995.00	18.97%	642.20	23.98%	551.80	29.00%
Finance costs	623.30	11.89%	600.10	22.41%	568.80	29.89%
Depreciation and amortisation expenses	492.98	9.40%	400.72	14.96%	377.00	19.81%
Other expenses	1,792.42	34.18%	1,099.67	41.06%	851.80	44.76%
Total expenses	4,589.63	87.52%	3,096.19	115.60%	2,620.24	137.70%
Restated profit/(loss) before Exceptional items and tax	654.67	12.48%	(417.89)	(15.60)%	(717.34)	(37.70)%
Exceptional loss^	-		-		(150.70)	(7.92)%
Restated profit/(loss) before tax	654.67	12.48%	(417.89)	(15.60)%	(868.04)	(45.62)%
Tax expenses						

	(*in ₹ million, except percentage*)					
	Years ended					
	31-Mar-23		**31-Mar-22**		**31-Mar-21**	
	₹ in million	**% of total income**	**₹ in million**	**% of total income**	**₹ in million**	**% of total income**
Current tax	42.71	0.81%	0	0.00%	0	0.00%
Deferred tax charge/(credit)	131.34	2.50%	(135.87)	(5.07)%	(109.20)	(5.74)%
Restated profit/(loss) for the year	480.62	9.16%	(282.02)	(10.53)%	(758.84)	(39.88)%
Other comprehensive income/(loss)						
Items that will not be reclassified to profit or loss in subsequent periods:						
Re-measurements gains / (losses) on defined benefit obligations	(13.20)	(0.25)%	4.41	0.16%	11.30	0.59%
Income tax related to above items	(3.90)	(0.07)%	1.10	0.04%	(0.20)	(0.01)%
Restated other comprehensive income/(loss) for the year, net of tax	(9.30)	(0.18)%	3.31	0.12%	11.50	0.60%
Restated total comprehensive income/(loss) for the year, net of tax	471.32	8.99%	(278.71)	(10.41)%	(747.34)	(39.27)%
Restated profit/(loss) for the year attributable to:						
Equity shareholders of Parent Company	480.99	9.17%	(280.94)	(10.49)%	(757.80)	(39.82)%
Non-controlling interests	(0.37)	(0.01)%	(1.08)	(0.04)%	(1.04)	(0.05)%
Restated other comprehensive income/(loss) for the year attributable to						
Equity shareholders of Parent Company	(9.30)	(0.18)%	3.31	0.12%	11.50	0.60%
Non-controlling interests*	Nil	Nil	(0.00)	0.00%	(0.00)	0.00%
Restated total other comprehensive income/(loss) for the year attributable to						
Equity shareholders of Parent Company	471.69	8.99%	(277.63)	(10.37)%	(746.30)	(39.22)%
Non-controlling interests	(0.37)	(0.01)%	(1.09)	(0.04)%	(1.04)	(0.05)%
Restated earnings/(loss) per equity share of face value of INR 1 each attributable to equity holders of the parent (EPS)						
Basic and diluted– ₹	2.75		(1.61)		(4.34)	

** Below rounding off norms*

^ *Expenses incurred in relation to filing of the offer document for initial public offering during Fiscal 2021.*

Year ended March 31, 2023 compared to Year ended March 31, 2022

Income

Our total income increased by 95.81% to ₹5,244.30 million for the year ended March 31, 2023 from ₹ 2,678.30 million for the year ended March 31, 2022, due to an increase in revenue from contracts with customers and other income due to recovery of travel and tourism activity, in line with the stabilization of the COVID-19 pandemic.

Revenue from Contracts with Customers. Our revenue from contracts with customers increased by 98.47% to ₹ 5,061.30 million for the year ended March 31, 2023 from ₹ 2,550.20 million for the year ended March 31, 2022, primarily due to an increase in our room revenue to ₹2,513.44 million for the year ended March 31, 2023 from ₹1,282.10 million for the year ended March 31, 2022, primarily in line with an increase in

ARR to ₹ 6,070.51 for the year ended March 31, 2023 from ₹3,804.27 for the year ended March 31, 2022; an increase in the sale of food and beverages to ₹1,404.46 million for the year ended March 31, 2023 from ₹746.80 million for the year ended March 31, 2022, primarily due to higher capacity utilization across our portfolio of hotels; an increase in the sale of wine and liquor to ₹875.80 million for the year ended March 31, 2023 from ₹379.70 million for the year ended March 31, 2022, primarily due to higher capacity utilization across our portfolio of hotels; an increase in management fees earned to ₹90.40 million for the year ended March 31, 2023 from ₹52.90 million for the year ended March 31, 2022, primarily due to increase in capacity utilization of our hotels;

Other income. Our other income increased by 42.86% to ₹183.00 million for the year ended March 31, 2023 from ₹128.10 million for the year ended March 31, 2022, primarily due to an increase in insurance claims to ₹84.50 million for year ended March 31, 2023 from ₹15.80 million for the year ended March 31, 2022 and partially offset by a decrease in interest on advances, deposits and tax refunds to ₹12.90 million for the year ended March 31, 2023 from ₹15.30 million for the year ended March 31, 2022 and a decrease in Liabilities no longer required written back to ₹10.70 million for the year ended March 31, 2023 from ₹26.90 million for the year ended March 31, 2022

Expenses

Our total expenses increased by 48.23% to ₹4,589.63 million for the year ended March 31, 2023 from ₹3,096.19 million for the year ended March 31, 2022, primarily due to an increase in food & beverage consumed, employee benefits expenses, finance costs and other expenses, and increase in depreciation and amortisation expenses.

Food and beverages consumed. Food and beverages consumed increased by 94.23% to ₹686.60 million for the year ended March 31, 2023 from ₹353.50 million for the year ended March 31, 2022, in line with an increase in our sale of food and beverage together with sale of wine and liquor from our hotels. Food and beverages consumed as a percentage of total income for the year ended March 31, 2023 is 13.09%, whereas food and beverages consumed as a percentage of total income for the year ended March 31, 2022 is 13.20%.

Employee benefits expenses. Employee benefits expenses increased by 54.94% to ₹995.00 million for the year ended March 31, 2023 from ₹642.20 million for the year ended March 31, 2022. There was an increase in salaries, wages and bonus to ₹869.30 million for the year ended March 31, 2023 due to increase in number of employees, salaries and annual increments, from ₹560.20 million for the year ended March 31, 2022; an increase in contribution to provident and other funds to ₹49.00 million for the year ended March 31, 2023 from ₹37.20 million for the year ended March 31, 2022; an increase in gratuity expenses to ₹20.40 million for the year ended March 31, 2023 from ₹14.00 million for the year ended March 31, 2022; and an increase in staff welfare expenses to ₹56.30 million for the year ended March 31, 2023 from ₹30.80 million for the year ended March 31, 2022.

Finance costs. Finance costs increased by 3.87% to ₹623.30 million for the year ended March 31, 2023 from ₹600.10 million for the year ended March 31, 2022, primarily comprising an increase in interest expenses on borrowings from banks and others to ₹580.10 million for the year ended March 31, 2023 from ₹572.30 million for the year ended March 31, 2022; an increase in interest expenses on lease liabilities to ₹41.10 million for the year ended March 31, 2023 from ₹26.40 million for the year ended March 31, 2022; and an increase in bank charges expenses to ₹2.10 million for the year ended March 31, 2023 from ₹1.40 million for the year ended March 31, 2022, in line with an increase in our average weighted indebtedness.

Depreciation and amortisation expenses. Depreciation and amortisation expenses increased by 23.02% to ₹492.98 million for the year ended March 31, 2023 from ₹400.72 million for the year ended March 31, 2022, primarily comprising an increase in depreciation on property, plant and equipment to ₹354.18 million for the year ended March 31, 2023 from ₹306.10 million for the year ended March 31, 2022; an increase in depreciation on right of use asset to ₹107.20 million for the year ended March 31, 2023 from ₹64.32 million for the year ended March 31, 2022; .

Other expenses. Our other expenses increased by 63.00% to ₹1,792.42 million for the year ended March 31, 2023 from ₹1,099.67 million for the year ended March 31, 2022, primarily as a result of:

1) an increase in power and fuel expenses by 50.38% to ₹371.90 million for the year ended March 31, 2023 from ₹247.30 million for the year ended March 31, 2022 due to an increase in capacity utilization, increase in the per unit cost of electricity and an increase in the price of fuel;

2) an increase in outsourced contractual expenses by 70.46% to ₹143.70 million for the year ended March 31, 2023 from ₹84.30 million for the year ended March 31, 2022 due to increase in capacity utilization, increase in the number of outlets in the confectionery business and opening of one of our leased hotel;
3) an increase in travelling and conveyance by 259.32% to ₹53.90 million for the year ended March 31, 2023 from ₹15.00 million for the year ended March 31, 2022 in line with a growth in our business.
4) an increase in commission by 73.79% to ₹225.93 million for the year ended March 31, 2023 from ₹130.00 million for the year ended March 31, 2022 in line with growth in businesses sourced through online channels for which the Company was required to pay commissions;
5) an increase in security charges by 70.84% to ₹33.48 million for the year ended March 31, 2023 from ₹19.60 million for the year ended March 31, 2022 due to increase in capacity utilization.
6) an increase in Repair and maintenance building by 59.70% to ₹58.61 million for the year ended March 31, 2023 from ₹36.70 million for the year ended March 31, 2022 due to increase renovation of hotels.
7) an increase in Apartment expenses by 99.57% to ₹92.60 million for the year ended March 31, 2023 from ₹46.40 million for the year ended March 31, 2022 in line with increased in foot fall of customers and growth in our business

Restated profit/loss before tax

Our restated profit before tax increased by 256.66% to ₹654.67 million for the year ended March 31, 2023 from a loss of ₹ 417.89 million for the year ended March 31, 2022.

Tax expenses

Our tax expenses increased by 228.10% ₹174.05 million for the year ended March 31, 2023 from credit of ₹135.87 million for the year ended March 31, 2022, primarily on account of an increase in deferred tax charge by 196.67% to ₹131.34 million for the year ended March 31, 2023 from credit of ₹135.87 million for the year ended March 31, 2022.

Restated profit/loss for the year

Our restated profit for the year ended March 31, 2023 was ₹480.62 million, as compared to our restated loss for the year ended March 31, 2022 which was ₹ 282.02 million.

Restated other comprehensive income/loss for the year, net of tax

Our restated other comprehensive loss for the year ended March 31, 2023, net of tax was ₹ 9.30 million, as compared to our restated other comprehensive income for the year ended March 31, 2022, net of tax which was ₹3.31 million.

Restated total comprehensive income/loss for the year, net of tax

Our restated total comprehensive income for the year ended March 31, 2023, net of tax was ₹471.32 million, as compared to our restated total comprehensive loss for the year ended March 31, 2022, net of tax which was ₹278.71 million.

Restated earnings/loss per equity share

Our restated basic earnings per equity share for the year ended March 31, 2023 were ₹2.75, as compared to our restated basic loss per equity share for the year ended March 31, 2022 which were ₹ 1.61. Our restated diluted earnings per equity share for the year ended March 31, 2023 were ₹2.75, as compared to our restated diluted loss per equity share for the year ended March 31, 2022 which were ₹ 1.61.

Year ended March 31, 2022 compared to Year ended March 31, 2021

Income

Our total income increased by 40.75% to ₹2,678.30 million for the year ended March 31, 2022 from ₹1,902.90 million for the year ended March 31, 2021, due to an increase in revenue from contracts with customers and other income and. due to recovery of travel and tourism activity, in line with the stabilization of the COVID-19 pandemic.

Revenue from Contracts with Customers. Our revenue from contracts with customers increased by 42.60% to ₹2,550.20 million for the year ended March 31, 2022 from ₹1,788.30 million for the year ended March

31, 2021, primarily due to an increase in our room revenue to ₹1,282.10 million for the year ended March 31, 2022 from ₹895.50 million for the year ended March 31, 2021, primarily in line with an increase in average room rate ("**ARR**") to ₹ 3,804.27 for the year ended March 31, 2022 from ₹ 3,250.90 for the year ended March 31, 2021; an increase in the sale of food and beverages to ₹746.80 million for the year ended March 31, 2022 primarily due to higher capacity utilization across our portfolio of hotels for the reason of recovery of travel and tourism activity, in line with the stabilization of the COVID-19 pandemic, from ₹489.70 million for the year ended March 31, 2021; an increase in the sale of wine and liquor to ₹ 379.70 million for the year ended March 31, 2022 from ₹308.20 million for the year ended March 31, 2021, primarily due to higher capacity utilization across our portfolio of hotels; and an increase in our income from management fees to ₹52.90 million for year ended March 31, 2022 in line with the stabilization of the COVID-19 pandemic from ₹27.40 million for the year ended March 31, 2021.

Other income. Our other income increased by 11.78% to ₹128.10 million for the year ended March 31, 2022 from ₹114.60 million for the year ended March 31, 2021, primarily due to an increase in Insurance Claim by 100% to ₹15.80 million for the year ended March 31, 2022 from ₹ nil million for the year ended March 31, 2021.

Expenses

Our total expenses increased by 18.16% to ₹3,096.19 million for the year ended March 31, 2022 from ₹2,620.24 million for the year ended March 31, 2021, primarily due to an increase in Food and beverages consumed, employee benefits expenses, finance costs and other expenses and increase in depreciation and amortisation expenses.

Food and beverages consumed. Food and beverages consumed increased by 30.06% to ₹353.50 million for the year ended March 31, 2022 from ₹271.79 million for the year ended March 31, 2021, in line with an increase in our sale of food and beverage together with sale of wine and liquor from our hotels. Food and beverages consumed as a percentage of total income for the year ended March 31, 2022 is 13.20%, whereas food and beverages consumed as a percentage of total income for the year ended March 31, 2021 is 14.28%.

Employee benefits expenses. Employee benefits expenses increased by 16.38% to ₹ 642.20 million for the year ended March 31, 2022 from ₹ 551.80 million for the year ended March 31, 2021. Within this increase, there was an increase in salaries, wages and bonus to ₹ 560.20 million for the year ended March 31, 2022 from ₹ 472.40 million for the year ended March 31, 2021 primarily due to increase in number of employees; increase in staff welfare expenses to ₹ 30.80 million for the year ended March 31, 2022 from ₹ 15.20 million for the year ended March 31, 2021 partially offset by decrease in contribution to provident and other funds to ₹ 37.20 million for the year ended March 31, 2022 from ₹ 44.80 million for the year ended March 31, 2021.

Finance costs. Finance costs increased by 5.50% to ₹600.10 million for the year ended March 31, 2022 from ₹568.80 million for the year ended March 31, 2021, primarily comprising of increase in interest expenses on borrowings from banks and others to ₹572.30 million for the year ended March 31, 2022 from ₹546.00 million for the year ended March 31, 2021;increase in interest expenses on lease liabilities to ₹26.40 million for the year ended March 31, 2022 from ₹19.60 million for the year ended March 31, 2021; and decrease in bank charges to ₹1.40 million for the year ended March 31, 2022 from ₹3.20 million for the year ended March 31, 2021, in line with an increase in our average weighted indebtedness.

Depreciation and amortisation expenses. Depreciation and amortisation expenses increased by 6.29% to ₹400.72 million for the year ended March 31, 2022 from ₹377.00 million for the year ended March 31, 2021, primarily comprising an increase in depreciation on property, plant and equipment to ₹ 306.10 million for the year ended March 31, 2022 from ₹ 292.00 million for the year ended March 31, 2021; an increase in depreciation on right of use asset to ₹ 64.32 million for the year ended March 31, 2022 from ₹ 51.00 million for the year ended March 31, 2021;

Other expenses. Our other expenses increased by 29.10% to ₹1,099.67 million for the year ended March 31, 2022 from ₹851.80 million for the year ended March 31, 2021, primarily as a result of:

- increase in power and fuel expenses by 29.14% to ₹247.30 million for the year ended March 31, 2022 from ₹191.50 million for the year ended March 31, 2021 in line with growth in the business;
- increase in commission by 83.10% to ₹130.00 million for the year ended March 31, 2022 from ₹71.00 million for the year ended March 31, 2021 due to growth of businesses sourced through online channels for which the Company was required to pay commissions;

- an increase in outsourced contractual expenses by 85.27% to ₹84.30 million for the year ended March 31, 2022 from ₹45.50 million for the year ended March 31, 2021 in line with growth in business.
- increase in travelling and conveyance by 53.06 % to ₹15.00 million for the year ended March 31, 2022 from ₹9.80 million for the year ended March 31, 2021 in line with a growth in our business.

Restated profit/loss before tax

Our restated loss before tax decreased by 41.74% to ₹417.89 million for the year ended March 31, 2022 from ₹868.04 million for the year ended March 31, 2021.

Tax expenses

Our tax Income increased by 24.42% to ₹135.87 million for the year ended March 31, 2022 from ₹109.20 million for the year ended March 31, 2021, primarily on account of an increase in deferred tax credit by 24.42% to ₹135.87 million for the year ended March 31, 2022 from ₹109.20 million for the year ended March 31, 2021.

Restated profit/loss for the year

Our restated loss for the year ended March 31, 2022 was ₹282.02 million, as compared to our restated loss for the year ended March 31, 2021 which was ₹758.84 million.

Restated other comprehensive income/loss for the year, net of tax

Our restated other comprehensive income for the year ended March 31, 2022, net of tax was ₹3.31 million, as compared to our restated other comprehensive income for the year ended March 31, 2021, net of tax which was ₹11.50 million.

Restated total comprehensive income/loss for the year, net of tax

Our restated total comprehensive loss for the year ended March 31, 2022, net of tax was ₹278.71 million, as compared to our restated total comprehensive loss for the year ended March 31, 2021, net of tax which was ₹747.34 million.

Restated earnings/loss per equity share

Our restated basic loss per equity share for the year ended March 31, 2022 were ₹1.61, as compared to our restated basic loss per equity share for the year ended March 31, 2021 which were ₹4.34. Our restated diluted loss per equity share for the year ended March 31, 2022 were ₹1.61, as compared to our restated diluted loss per equity share for the year ended March 31, 2021 which were ₹4.34.

Cash Flows

The following table sets forth our cash flows for the years indicated:

(in ₹ million)

	Year ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Net cash flows from operating activities	1,763.25	581.12	266.06
Net cash flows (used in) investing activities	(421.34)	(221.08)	(253.06)
Net cash flows (used in) financing activities	(1,261.61)	(372.13)	(52.60)

Operating Activities

Net cash flows from operating activities were ₹1,763.25 million for the year ended March 31, 2023. Our restated profit before tax was ₹654.67 million for the year ended March 31, 2023, and adjustments to reconcile the restated profit before tax to net cash flows primarily comprised provision for doubtful debts no longer required written back ₹2.80 million, finance costs of ₹623.30 million and depreciation and amortisation expenses of ₹492.98 million for the year ended March 31, 2023. Changes in our working capital for the year ended March 31, 2023 primarily comprised increase in trade receivables of ₹79.47 million and increase in other liabilities and other financial liabilities of ₹78.23 million, increase in trade payables of ₹130.48 million, increase in other financial assets and other assets of ₹125.63 million, and increase in inventories of ₹34.17 million.

Net cash flows from operating activities were ₹581.12 million for the year ended March 31, 2022. Our restated loss before tax was ₹417.89 million for the year ended March 31, 2022, and adjustments to reconcile the restated profit before tax to net cash flows primarily comprised provision for doubtful debts and advances of ₹6.10 million, finance costs of ₹600.10 million and depreciation and amortisation expenses of ₹400.72 million for the year ended March 31, 2022. Changes in our working capital for the year ended March 31, 2022 primarily comprised decrease in trade receivables of ₹2.72 million, decrease in trade payables of ₹32.54 million which were partially offset by increase in other financial assets and other assets of ₹85.48 million and increase in inventories of ₹1.33 million and increase in other liabilities and other financial liabilities of ₹170.35 million.

Net cash flows from operating activities were ₹266.06 million for the year ended March 31, 2021. Our restated loss before tax was ₹868.04 million for the year ended March 31, 2021, and adjustments to reconcile the restated loss before tax to net cash flows primarily comprised of provision for doubtful debts of ₹ 26.10 million, finance costs of ₹568.80 million and depreciation and amortisation expenses of ₹377.00 million. Changes in our working capital for the year ended March 31, 2021 primarily comprised increase in trade receivables of ₹5.40 million, increase in trade payables of ₹26.30 million, increase in other financial liabilities and other liabilities of ₹51.20 million which were partially offset by decrease in other financial assets and other assets of ₹127.10 million and decrease in inventories of ₹16.90 million.

Investing Activities

Net cash flows used in investing activities were ₹421.34 million for the year ended March 31, 2023, primarily as a result of the Purchase of property, plant and equipment's of ₹420.65 million, loans given during the year of ₹0.80 million, funds placed in long-term deposits of ₹20.55 million, and which were partially offset by interest income received of ₹18.09 million, and proceeds from sale of property, plant and equipment of ₹2.58 million.

Net cash flows used in investing activities were ₹221.08 million for the year ended March 31, 2022, primarily as a result of Purchase of property, plant and equipment's of ₹ 273.98 million, funds placed in long-term deposits of ₹0.57 million which were partially offset by loans received during the year of ₹34.02 million, interest income received of ₹10.62 million and from sale of property, plant and equipment of ₹8.83 million for the year ended March 31, 2022.

Net cash flows used in investing activities were ₹ 253.06 million for the year ended March 31, 2021, primarily as a result of purchase of property, plant and equipment of ₹ 413.76 million and funds placed in long term deposits with bank of ₹ 2.20 million which were partially offset by proceeds from sale of property, plant and equipment of ₹ 0.90 million, loans received during the year of ₹ 145.90 million, and interest income received of ₹ 16.10 million for the year ended March 31, 2021.

Financing Activities

Net cash flows used in financing activities were ₹ 1261.61 million for the year ended March 31, 2023, primarily as a result of the repayment of borrowings of ₹2408.31 million, , payment of principal portion of lease liabilities of ₹81.60 million and finance costs paid of ₹581.40 million and payment of interest portion of lease liabilities of ₹41.10 million, which were offset by proceeds from borrowings of ₹1,850.80 million for the year ended March 31, 2023.

Net cash flows used in financing activities were ₹372.13 million for the year ended March 31, 2022, primarily as a result of repayment of borrowings of ₹997.63 million, , payment of principal portion of lease liabilities of ₹45.80 million and payment of interest portion of lease liabilities of ₹26.40 million, and finance costs paid of ₹574.70 million, which were partially offset by proceeds from borrowings of ₹1272.40 million for the year ended March 31, 2022.

Net cash flows used in financing activities were ₹52.60 million for the year ended March 31, 2021, primarily as a result of repayment of borrowings of ₹676.20 million, payment of principal portion of lease liabilities of ₹12.00 million and payment of interest portion of lease liabilities of ₹19.60 million, and finance costs paid of ₹336.00 million, which were partially offset by proceeds from borrowings of ₹ 991.20 million for the year ended March 31, 2021.

Indebtedness

As of March 31, 2023, we had outstanding total borrowings of ₹5,668.80 million. Our break-down of our indebtedness is set out below

	As of March 31, 2023
	(₹ in million)
(a) Long term borrowings:	
Secured term loans	
From banks (Rupees Loan)	4,734.30
From Financial Institutions (Rupee loans)	697.80
Unsecured term loans	
From others	
Rupee loans	41.60
Less :Current maturities of long-term borrowings	463.50
Total long-term borrowings (A)	5,010.20
(b) Short term borrowings:	
Secured	
Current maturities of long-term borrowings	463.50
Unsecured	
Working capital loans	195.10
Total short-term borrowings (B)	658.60
Total borrowings (C=A+B)	5,668.80

Our total borrowings include long term borrowings which cover rupee loans from banks and from other institutions, and non-current borrowings including interests accrued and due on borrowings; and short term borrowings which cover secured loans including working capital loans from banks, and unsecured loans including working capital loans from banks and intercorporate deposits.

Contractual Obligations and Commitments

	As at		
Commitments	**March 31, 2023** ***(in ₹ million)***	**March 31, 2022** ***(in ₹ million)***	**March 31, 2021** ***(in ₹ million)***
a) Capital Commitment Estimated amount of contracts remaining to be executed on capital account and not provided for (net advances)	452.90	391.87	676.50
b) Other Commitments Estimated amount of export obligation	2,098.70	2,143.30	2,143.30

We have imported capital goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty on an undertaking to fulfil the quantified export. As on date, we have fulfilled export obligation, however export obligation certificate from the Directorate General of Foreign Trade is yet to be received. We are in the process of obtaining such discharge certificates, meanwhile the same has been disclosed above.

Purchase of property, plant and equipment

For the year ended March 31, 2023, purchase of property, plant and equipment amounted to ₹420.65 million.

For the year ended March 31, 2022, purchase of property, plant and equipment amounted to ₹ 273.98 million.

For the year ended March 31, 2021, purchase of property, plant and equipment amounted to ₹ 413.76 million.

Contingent Liabilities (*To the extent not provided for*)

As of March 31, 2023, March 31, 2022, and March 31, 2021, our contingent liabilities, as per Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for are as set out in the table below:

(in ₹ million)

Nature of contingent liabilities	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
i) Claims against the group not acknowledged as debt	-	-	0.20
ii) Disputed Tax and Duty for which the Group has preferred appeals before appropriate authorities			
Demand for Land Tax	143.80	142.89	141.70
Demand for Entertainment Tax	8.10	8.06	8.10
Demand for Service Tax	43.90	44.20	43.90
Demand for Property Tax	597.00	1,498.32	1,318.90

1. *During earlier years, Company had acquired, a parcel of land from the Kolkata Municipal Corporation (KMC) through a bidding process. The initial proposed annual valuation for determination of property tax was reduced by the relevant Hearing Officer of KMC based on representation made by the Company. Thereafter, the Municipal Commissioner (MC) of KMC had cancelled such lower annual valuation and reinstated the initially proposed annual valuation which was determined based on bid price paid by the Company. The Company had challenged the said order of the MC before the Hon'ble High Court at Calcutta. The Hon'ble High Court had vide order dated October 13, 2015 set aside the decision of the MC on grounds that relevant procedures as prescribed under the Kolkata Municipal Corporation Act,1980 have not been followed for such higher valuation. Notwithstanding the said order, the KMC had continued to raise property tax demands based on such higher valuation. Aggrieved by such demand, the Company had filed a petition before the same High Court under the provisions of Article 226 of the Constitution of India again challenging the unilateral order passed by the MC on various grounds including annual valuation of comparable land parcels in the immediate vicinity that are much lower than the valuation as per the order of the MC. The Hon'ble High Court at Calcutta had found a strong prima facie case to pass an interim order to stay the aforesaid order of the MC till further orders and had directed the Company to continue to pay property tax based on the order of the Hearing Officer, as aforesaid which will be adjusted against new bills, if any. The Company had been complying with the said order and charging off property tax so paid. The additional demand raised on the Company aggregates to INR 1045.10 millions (March 31, 2022: INR 1045.10 millions). Against such demand, the Company has deposited INR 67.20 millions till date (March 31, 2022: INR 64.60 millions).*

   In February 2023, the Group in interest of resolution of dispute had submitted a draft order for settlement with KMC which was signed by both parties subsequent to March 31, 2023. Based on the revised agreement, the Group agreed to pay the outstanding amount of property tax of INR 415.70 millions without any interest , penalty or any other charges and has accounted for the same during the year ended March 31, 2023. The Group has further entered into a term sheet dated July 07, 2023 for joint development of the said land. Subsequent to the year end, the Company has decided to use the said land partly for hotel and serviced apartments and has also entered into memorandum of understanding for construction and development of the serviced apartments and hotel at EM Bypass.

2. *During earlier years, the Company had received a Property Tax demand from New Delhi Municipal Council (NDMC) for INR 71.70 millions for period from April 01, 2009 to March 31, 2019, with a view that the assessable value for calculation of property tax considered by Company is lower than the actual ought to be value. Against the amount demanded, the Company had deposited INR 20.20 millions in the form of regular tax payment and remaining INR 53.50 millions was deposited 'under protest' which was increased to INR 69.60 millions up to March 31, 2023. On January 22, 2019, the matter was decided in favour of Company by Hon'ble Supreme Court of India. Thereafter, on September 11, 2019, the Company filed representation before NDMC claiming a sum of INR 53.40 millions. Till date, the NDMC has not provided any specific response for refund of such excess amount paid by the Company. Instead, NDMC issued notice u/s 72 and proposed to increase rateable value w.e.f April 01, 2018.The NDMC has raised a demand dated February 25, 2021 claiming a sum of INR 445.80 millions upto the period pending March 31, 2021 which was increased to INR 520.40 millions for period upto March 31, 2022.*

   On September 02, 2022, NDMC has raised a further demand order for INR 597.00 millions for period upto March 31, 2023.

   The Company is of the view that NDMC has not adhered to the orders of Supreme Court and the demand raised for earlier years upto 2018 is not tenable. For period from April 01, 2018 to March 31, 2023, the Company, basis the legal opinion, is of the view that the assessable value considered for calculation of property tax is high and accordingly revised rate is not acceptable keeping in view other properties in the vicinity and in same industry. Based on above, management believes that there is no impact required to be recorded in the Company's financial statements

   The Delhi High Court, vide its order dated September 20, 2022, has ordered a stay on the aforesaid writ petitions since the same are linked to certain other writ petitions, and will be disposed off along with the said petitions. The matter is listed for hearing in Delhi High Court on November 29, 2023.

3. *The Company had received a demand on dated March 02, 2022 amounting to INR 98.10 millions (March 31, 2021: 54.10 millions) from Land & Development Office (LDO), Ministry of Urban Development, Government of India, to regularise the alleged breaches relating to the property of New Delhi. This was the first time that the Company had received such demand letter despite regular/ periodic inspection of the said property carried out by appropriate authority. Based on the communication received from LDO, the demand had been raised with retrospective effect from 1985. The Company has disputed the alleged claim and the matter is pending before LDO which is supported by a legal opinion obtained by the Company. Management believes that, the alleged demand is questionable, arbitrary and not tenable and is likely to be settled in favour of the Company. Pending such reassessment, liability in this regard has not been recognised based on management's best estimate.*

4. *Pursuant to a lease deed dated August 08, 2007, executed by and between the Jaipur Development Authority ("JDA") and the Parent Company, the JDA granted leasehold rights in favour of the Parent Company. The JDA has, from time to time, sent letters/notices directing the Parent Company to clear its dues of annual lease rent for the period starting from the year 2008 onwards. The JDA last issued a notice to the Parent Company on December 12, 2019 under Sections 256 and 257 of the Rajasthan*

Land Revenue Act, 1956, raising a demand for outstanding dues of annual rent aggregating up to INR 22.13 millions, coupled with interest payable amounting to approximately INR 17.82 millions. The Company has filed a writ of certiorari dated January 17, 2020 before the High Court of Jaipur together with an application to stay the Notice during the pendency of the writ petition. Pursuant to the writ petition, our Company has prayed for, among other things, to direct JDA (i) not to take any unjust or illegal action against our Company, in accordance with the Notice; (ii) to direct JDA not to take any stern legal action against our Company. The matter is currently pending. Management believes that there will be no adverse impact on the Parent Company in this regard and therefore no liability in this regard has been recognised in these financial statements based on management's best estimate.

5. *There are service tax cases outstanding from FY 2011-12 to FY 2018-19 with respect to various matters like reversal of input tax credit due to mismatch in returns, short payment of service tax on entry fee collected for Spa and Tantra under club & association service, non inclusion of catering charges under mandap keeper service etc. and pending at various forums. Based on evaluations of the matters and legal advice obtained, Management believes that there will be no adverse impact on the Parent Company in this regard and therefore no liability in this regard has been recognized in these financial statements based on management's best estimate.*

6. *The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.*

For details of such contingent liabilities as at March 31, 2023, March 31, 2022, and March 31, 2021 as per Ind AS 37, see "*Financial Statements – Note 42 –Contingent liabilities and guarantees*" on page 321.

Guarantees

(in ₹ million)

	As at		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Bank Guarantees given to customs and other authorities	81.30	4.80	4.40
Corporate Guarantee given by the Group to subsidiary towards vehicle loan	5.00	5.00	5.00

In respect of the guarantees mentioned, the cash outflows, if any could generally occur during the validity period of the respective guarantees.

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

Credit risk

Credit risk refers to risk of financial loss to the Group if customers or counterparties fail to meet their contractual obligations. The Group is exposed to credit risk from its operating activities (mainly trade receivables) and from its investing activities (primarily deposit with banks).

Trade receivables from customers

Trade receivables consist of large number of customers, spread across geographical areas. In order to mitigate the risk of financial loss from defaulters, we have an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the company does not allow any credit period and therefore, is not exposed to any credit risk. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 90 days past due. We have a policy to provide for specific receivables which are overdue for a period over 180 days. On account of adoption of Ind AS 109, we also use expected credit loss model to assess the measurement and recognition of impairment loss or reversal thereof.

Deposits and financial assets (Other than trade receivables):

We maintain exposure in Cash and cash equivalents and term deposits with banks. Investments of surplus are made within assigned credit limits with approved counterparties who meet the threshold requirements with respect to ratings, financial strength, credit spreads etc. Counterparty credit limits are set to minimize concentration risk and are reviewed on a periodic basis.

Foreign Currency risk

We are exposed to currency risk on account of our operating and financing activities. Our functional currency is Indian Rupee. The exchange rate between the Indian Rupee and foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. We have outstanding foreign currency loan from a bank of Nil as of March 31, 2023, Nil as of March 31, 2022 and ₹248.50 million as of March 31, 2021 which also exposes us to currency risk.

Liquidity risk

Liquidity risk implies that the Group may not be able to meet its obligations associated with its financial liabilities. Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. Additionally, the Group has committed fund and non-fund based credit lines from banks which may be drawn anytime based on Group's fund requirements. The Group maintains a cautious liquidity.

Market risk

Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely currency risk, interest rate risk and price risk (for equity instruments). The above risks may affect the Group's income and expenses and / or value of its investments known trends or uncertainties.

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on page 28. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of the Company from continuing operations.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 188 and 343, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e., Ind AS 24 'Related Party Disclosures' and the SEBI ICDR Regulations, for years ended March 31, 2023, 2022 and 2021, please see section "*Related Party Transactions*" on page 260.

Competitive Conditions

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 188, 140 and 28, respectively for further information on our industry and competition.

Seasonality of Business

The hotel and hospitality industry in India is subject to seasonal variations. The periods during which our hotel properties experience higher revenues vary from property to property, depending principally upon location and the guests served. For details, see " - *Significant Factors Affecting our Financial Condition and Results of Operations - Seasonality and Cyclicality of Business and Impact of Fixed Cost"* on page 347.

Segment reporting

The Board of Directors, which has been identified as being the chief operating decision maker of the group, evaluates our performance, and allocate resources based on an analysis of various performance indicators by reportable segments. The group's chief operating decision making group examines the group's performance from business perspective and has identified two reportable business segments viz. "Hospitality" and "Yacht on hire". Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statement.

New Products or Business Segments

Other than as disclosed in this section and in "*Our Business*" on page 188, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Significant developments subsequent to March 31, 2023

Except as stated above and elsewhere in this Draft Red Herring Prospectus, no developments have come to our attention since the date of the Restated Consolidated Summary Statements, as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or are likely to materially and adversely affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

Recent Accounting Pronouncements

As of the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our financial condition or results of operations.

Significant dependence on customers and suppliers

Material part of our income is not dependent upon a single customer/supplier or a few major customers/suppliers.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no (i) outstanding criminal proceedings involving our Company, Subsidiaries, Directors, or Promoters (collectively, the "**Relevant Parties**"); (ii) outstanding actions taken by regulatory and statutory authorities involving the Relevant Parties; (iii) outstanding claims involving the Relevant Parties relating to any direct and indirect taxes (disclosed in a consolidated manner giving the total number of claims and total amount involved. In the event any tax matter involves an amount, exceeding the threshold proposed herein below, in relation to each relevant Party, individual disclosures of such tax matters will be included); and (iv) other pending litigation/arbitration involving the Relevant Parties which are determined to be material by our Board, as per the policy on materiality ("**Materiality Policy**") adopted by our Board vide its resolution dated August 18, 2023, in accordance with the SEBI ICDR Regulations. In terms of the Materiality Policy, for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings and outstanding statutory and regulatory actions, shall be considered material if (i) the aggregate monetary amount of the claim by or against the Relevant Parties (individually or in aggregate) in any such outstanding litigation is in excess of ₹ 4.81 million (being 1% of ₹ 480.62 million, i.e. our profit after tax as derived from the Restated Consolidated Summary Statements for the last Fiscal); (ii) any other pending litigation, wherein the monetary liability is not quantifiable, but an adverse outcome of which would materially and adversely affect the business, operations, cash flows, performance, prospects, financial position or reputation of our Company, shall be considered as material; and (iii) where the decision in one matter is likely to affect the decision in similar matters such that the cumulative amount involved in such matters exceeds the materiality threshold as specified in (i) above, even though the amount involved in an individual matter may not exceed the materiality threshold as specified in (i) above.*

In terms of the Materiality Policy, pre-litigation notices received by the Relevant Parties or Group Companies, from third parties (excluding notices issued by statutory or regulatory authorities including tax authorities or first information reports ("FIRs") (including FIRs where no cognizance has been taken by court) and police complaints and notices threatening criminal action against the Relevant Parties), shall not be considered litigation until such time that the Relevant Parties are impleaded as party in litigation proceedings before any judicial forum.

Further, there are no disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against our Promoters in the last five Fiscals including any outstanding action.

As of the date of this Draft Red Herring Prospectus, there are no Group Companies of our Company in terms of the SEBI ICDR Regulations.

Except as stated in this section, there are no other outstanding dues to material creditors of our Company. In terms of the Materiality Policy, the creditors of our Company to whom the outstanding amounts due by our Company exceed ₹ 17.95 million (being 5 % of ₹ 358.97 million, i.e., the total consolidated trade payables as derived from the latest Restated Consolidated Summary Statements, excluding provision for liabilities/ expenses), shall be considered as 'material'. Accordingly, a creditor has been considered material if the amount due to such creditor exceeds ₹ 17.95 million as on March 31, 2023.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

I. Litigation against our Company

Criminal Proceedings

1. Santosh Kumar lodged an FIR dated March 18, 2016, against the management of our hotel, The Park Hotel, Bengaluru, at the Halasuru police station, before the Metropolitan Magistrate (Traffic-Court-1), Mayohall, Bangalore City ("**Metropolitan Magistrate**"), alleging violation of Section 2 of the Prevention of Insults to National Honours Act, 1971, on account of alleged disrespect/insult caused to

the national flag by tying it upside down in the hotel premises. The sub inspector of police, Halasuru police station filed a charge sheet before the Metropolitan Magistrate. Further, the management of our hotel, The Park Hotel, Bengaluru filed an application dated February 29, 2020 before Additional Metropolitan Magistrate (Traffic Court), Mayohall Bangalore seeking discharge from the entire proceedings of the case. The matter is currently pending.

2. Kundan Rai lodged an FIR dated February 15, 2020 ("**FIR**"), with the Connaught Place, Police Station under sections 285 and 337 of the Indian Penal Code, 1860 ("**IPC**") for negligence, in relation to a fire incident that took place on February 15, 2020 at our hotel, The Park Hotel, Parliament Street, New Delhi ("**Hotel**"). Delhi Fire Service ("**DFS**") conducted an inspection on February 15, 2020 and called upon us to undertake certain fire prevention and fire safety measures in relation to the Hotel. Further DFS, sent us a notice dated February 16, 2020 ("**DFS Notice**") to enter and inspect the Hotel, for the purpose of ascertaining the adequacy or contravention of fire prevention and fire safety. Subsequently, the Company has filed its reply dated February 20, 2020 to the DFS Notice. The Metropolitan Magistrate by an order dated July 21, 2023, has directed that charges should be framed against Basudev Singh Dadwal, the chief engineer, for failure to take due care and caution in the handling of electric wires in the Hotel which caused the incident on February 15, 2020. The matter in relation to this FIR is currently pending. For further details, please see "*Risk Factors - We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise, property tax and labour laws. A non-compliance with, or changes in, regulations applicable to us may adversely affect our business, results of operations, financial condition and cash flows"* on page 47.

3. An FIR dated July 2, 2021 has been registered with Panjagutta police station, Hyderabad against The Park Hyderabad, Raj Bhavan Road Somajiguda (the "**Hotel**"), pursuant to a complaint filed by Mohd Hafeez Khan under section 370 of Indian Penal Code, 1860 and sections 3, 4 and 5 of Immoral Traffic (Prevention) Act, 1956 pursuant to search proceedings at the Hotel premises. The matter is currently pending.

4. A criminal case has been registered before the Chief Judicial Magistrate, Pithoragarh, Uttarakhand, dated March 21, 2023 by the State Government against our Company under section 177 of the Motor Vehicle Act, 1988. The matter is currently pending for appearance. As on the date of this Draft Red Herring Prospectus, our Company has not received summons or any other document in relation to this matter and the disclosure included herein is based on the information available on the Ecourts services website.

Actions by statutory or regulatory authorities

1. The Deputy L&DO-III, Land and Development Office ("**L&DO**") of the Ministry of Urban Development, Government of India sent a breach notice dated August 22, 2012 and a demand letter dated March 14, 2013 ("**2013 Demand Letter**") to one of our hotels, The Park, New Delhi. In the 2013 Demand Letter, the L&DO raised a demand of approximately ₹ 54.06 million with retrospective effect from 1985, for alleged breaches pertaining to unauthorised construction, misuse/damage of hotel premises and claims for ground rent along with interest for belated payments. The regularisation of the alleged breaches and withdrawal of the right of re-entry into the hotel premises, were also subject to certain terms and conditions, such as, *inter alia* our Company furnishing an undertaking to the effect that we will pay the difference of misuse/damage charges if the land rates are revised with effect from April 1, 2000 by the Government of India, and that we will also remove the breaches or get them regularised beyond the period for which the charges have been paid. Further, the 2013 Demand Letter specified that in the event of non-payment, we would be liable to pay interest at a rate of 10 per cent *per annum* on the total dues, and additional damages, charges and ground rent as may be specified.

   Pursuant to further correspondence, the L&DO sent a fresh demand letters and a show cause notice dated December 11, 2013 and August 6, 2014, respectively, whereby it confirmed that the breaches had been removed, as on the date of inspection conducted thereof, and the demand amount with respect to regularisation charges of past breaches was revised to approximately ₹ 52.42 million ("**Regularisation Charges**"), which has been contested by our Company. Pursuant to the non-payment of the charges, interest of 10% *per annum* till the date of payment was levied on our Company. On June 8, 2020, the L&DO issued another show cause notice ("**2020 Notice**") directing our Company to show cause as to why the L&DO shall not take possession of the premises in light of non-payment of the Regularisation Charges.

Subsequently, L&DO sent another demand letter dated March 02, 2022 for a demand of approximately ₹ 98.11 million. We have continued to contest levy of such demand amount in our correspondence with the L&DO, the last such correspondence being our reply to the Notice dated May 02, 2022. The matter is currently pending.

2. The Chief Architect, Department of Architecture & Environs, New Delhi Municipal Council, issued a show cause notice dated September 2, 2019 to our hotel, The Park, New Delhi, under Section 250 of the New Delhi Municipal Council Act, 1994, in relation to alleged misuse of open space as a covered restaurant-cum-bar in the hotel premises. Our Company replied to such notice on September 4, 2019, submitting that there has been no unauthorized construction of covered restaurant-cum-bar in the said area, nor any misuse of open space for commercial activities. The matter is currently pending.

3. Pursuant to a lease deed dated August 8, 2007, executed by and between the Jaipur Development Authority ("**JDA**") and the Company, the JDA granted leasehold rights in favour of the Company. The JDA has, from time to time, sent letters/notices directing the Company to clear its dues of annual lease rent for the period starting from the year 2008 onwards. Our Company has alleged that there has been no infrastructure development by JDA on the site such as water and electricity and that our Company has suffered huge monetary loss on account of this and therefore the demand by JDA is unnecessary and arbitrary and such demand should be waived off. The JDA last issued a notice to our Company on December 12, 2019 ("**Notice**") under Sections 256 and 257 of the Rajasthan Land Revenue Act, 1956, raising a demand for outstanding dues of annual rent aggregating up to ₹ 22.13 million, coupled with interest payable amounting to approximately ₹ 17.82 million. Our Company has filed a writ of *certiorari* dated January 17, 2020 before the High Court of Jaipur together with an application to stay the Notice during the pendency of the writ petition. Pursuant to the writ petition, our Company has prayed for, among other things, to direct JDA (i) not to take any unjust or illegal action against our Company, in accordance with the Notice; (ii) to direct JDA not to take any stern legal action against our Company. The matter is currently pending.

4. The Special Deputy Collector, Land Acquisition, Greater Hyderabad Municipal Corporation ("**GHMC**") issued notice dated October 22, 2020, for acquisition of land belonging to our Company measuring 1,586 sq. yds., for construction of a road from Necklace Road Railway Station to Pattigadda. The Company has filed the objection letter dated December 5, 2020 ("**Objection Letter**"), raising various concerns regarding the proposed acquisition and the same was rejected by GHMC vide order dated March 11, 2021 ("**GHMC Order**"). Further, aggrieved by the GHMC Order, our Company has filed a writ petition before the High Court dated April 23, 2021. The GHMC Order was set aside by the High Court and was remanded back to GHMC's office for re-consideration. Thereafter, the Company has again filed an objection letter dated June 30, 2021. The matter is currently pending.

5. The Directorate of Enforcement Vigilance & Disaster Management, Greater Hyderabad Municipal Corporation ("**GHMC**") issued a notice dated January 21, 2020 ("**Notice**") to The Management, The Park Hyderabad, Raj Bhavan Road Somajiguda (the "**Hotel**"), under section 635 of GHMC Act -II of 1955. Pursuant to the Notice, the Company was directed to submit the few documents of Hotel for verifications. Subsequently, Company had submitted its reply to the Notice dated February 13, 2020 and the same was rejected by GHMC. Further, GHMC issued a show cause notice dated December 18, 2020, stating that the construction of the Hotel is made in deviation of the sanction plan. The Company in its reply dated February 2, 2021 has submitted that the deviations mentioned are temporary in nature and steps have been initiated for rectifying the same. The matter is currently pending.

6. The Employees' Provident Fund Organization, Regional Office, Delhi Central issued a notice dated August 4, 2022, for conducting CAIU inspection of PF records of the Company for the period mentioned therein. Subsequently, the Company filed its responses/documents *vide* letters dated May 11, 2023 and May 16, 2023, respectively. The matter is still pending.

Other material outstanding litigation against our Company

1. Sri Vamsi Krishna Constructions ("**Plaintiff**") filed a case against Lake Plaza Hotels Limited, a company amalgamated with our Company pursuant to the Scheme ("**Defendant**"), before the court of Additional Chief Judge, City Civil Court at Hyderabad ("**Court**"). The Plaintiff has alleged that the Defendant approached the Plaintiff for project work and construction of the "The Park" Hyderabad. Subsequently they entered into a written contract dated June 15, 2009 ("**Contract**"). The Defendant thereon released

the work order which were duly completed by the Plaintiff. The Plaintiff raised bills for the work performed which was certified by the engineer of the Defendant. The Plaintiff further alleged that they executed additional work for the Defendant, beyond the scope of the Contract, for which bills were raised. The Plaintiff alleged that disputes arose when the Defendant made deductions in the bills without assigning any reason and payment was not released by the Defendant despite the Plaintiff accepting such deductions. Further, post appraising the executives of the Defendant, the Plaintiff was assured that the payment would be released within 20 days and the same was endorsed on a letter dated December 19, 2011. The Court, *vide* an order dated July 22, 2022 ("**Order**"), directed the Defendant to pay a sum if ₹3.09 million with interest at 6% per annum aggregating to ₹5.07 million. The Defendant is in the process of filing an appeal against the Order. The matter is currently pending.

II. Litigation by our Company

Criminal Proceedings

1. We have initiated two criminal proceedings under Section 138 of the Negotiable Instruments Act, 1881 ("**NI Act**") in respect of dishonour of cheques issued in favour of the Company of an aggregate amount of approximately ₹ 2.80 million. These matters are currently pending.

2. Our hotel, The Park, Hyderabad ("**TPHYD**"), lodged an FIR at Panjagutta police station, Hyderabad, against Carmel Vimal Rajan ("**Accused**"), who formerly worked in a spa at TPHYD as an associate director, before he went on sick leave on April 27, 2019. It was alleged that on the same date, TPHYD discovered that the Accused had collected membership fees from various guests in cash to the tune of approximately ₹ 0.43 million, without issuing any receipt to such guests. TPHYD issued a show cause notice dated April 27, 2019 to the Accused in this regard. Having received no response to the same, TPHYD filed the FIR against the Accused under Sections 406 and 420 of the IPC. The matter is currently pending.

3. Our Company filed a complaint dated March 9, 2020 to the Senior Inspector, CBD Police Station, Navi Mumbai against Mr. Akiro Kaihara, Nigel Phillips and Allen Cooper (collectively, the "Accused") alleging cheating, criminal breach of trust and criminal misappropriation along with online fraud. It was alleged that the cyber fraud was committed by the Accused by citing incorrect and inappropriate credit card details and our Company suffered a loss of ₹ 19.18 million on account of the fraudulent activities of the Accused. Our Company requested the CBD Police Station, Navi Mumbai to register an FIR based on the above complaint and initiate investigation against the Accused at the earliest. A copy of the complaint was also filed with the DCP Crime department, CBD Belapur, Navi Mumbai. The matter is currently pending.

Other material outstanding litigation by our Company

1. Our Company sent a demand notice/invoice dated May 21, 2019 to Gurusukh Vintrade Services Private Limited ("**Corporate Debtor**"), demanding payment under the Insolvency and Bankruptcy Code, 2016 and the rules thereunder, as amended, in respect of unpaid operational debt/outstanding dues to the tune of approximately ₹ 14.60 million ("**Operational Debt**") under the management and technical services agreement dated September 26, 2012, executed between our Company and the Corporate Debtor with respect to our managed hotel, Zone by The Park, Raipur ("**MTS Agreement**"). Having received no reply to this notice, our Company filed an application ("**Application**") under Section 9 of the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal, Cuttack bench ("**NCLT, Cuttack Bench**") for initiating corporate insolvency resolution process against the Corporate Debtor in respect of the Operational Debt. The NCLT, Cuttack bench has admitted our Application and appointed an insolvency resolution professional in its order dated November 14, 2019 ("**Order**"). The Corporate Debtor filed an appeal dated December 10, 2019 ("**Appeal**") in the National Company Law Appellate Tribunal, New Delhi ("**NCLAT**") to set aside the Order and to pass any other order as it as deem fit and proper. The Appeal was allowed by NCLAT by way of its order dated September 23, 2020 ("**NCLAT Order**") and the Order passed by NCLT, Cuttack Bench was set aside. Further, Shanti Enggicon Private Limited as a resolution applicant filed an appeal before the Supreme Court of India against the NCLAT Order, on the grounds that the resolution plan submitted by Shanti Enggicon Private Limited as a bidder was approved by the Committee of Creditors with majority of 93.14%, pursuant to which Shanti Enggicon Private Limited was declared as a successful resolution applicant. Our Company was a party

to this appeal, as an operational creditor filing the initial Application. However, the appeal was dismissed by the Supreme Court of India vide an order dated August 24, 2022.

The Corporate Debtor, *vide* its email dated October 3, 2020 has accused our Company of, among other things, non- payment of GST and statutory dues of approximately ₹ 46.00 million plus interest and penalty to the appropriate authorities. Accordingly, our Company was constrained to issue a notice dated October 5, 2020 invoking arbitration clause of the MTS Agreement and appointed its nominee director.

Additionally, the Corporate Debtor, vide letter dated October 27, 2020 ("**Termination Notice**") terminated the MTS Agreement and thereby giving 10 days' notice to our Company from the date of receipt of the Termination Letter to remove all of our staff and workers from the premises. Our Company has filed a petition under Section 9 of the Arbitration and Conciliation Act 1996 dated January 11, 2021, before the High Court of Delhi, seeking, among other things, pending adjudication of the present dispute in arbitration (i) to set aside or quash the Termination Notice, (ii) restrain the Corporate Debtor or its assign(s), representatives from taking over of the management from our Company; and (iii) restrain the Corporate Debtor or its assign(s), representatives from restricting our Company employees, agents, contractors and other designated service providers from entering or accessing the premised, in order to fulfil their rights and obligations under the MTS Agreement.

Pursuant to order dated March 3, 2023 passed by the High Court of Delhi, our Company has filed a statement of claim before the Delhi International Arbitration Centre Before Ms. Niti Dixit, Advocate dated May 9, 2023, claiming (i) outstanding payment of an amount of approximately ₹ 18.90 million towards management fee (ii) interest @ 24% on the outstanding amount till the filing of the present statement of claim (iii) termination fee amounting to approximately ₹ 5.61 million along with interest @ 24% per annum (iv) costs incurred by the company towards the present arbitration (v) post award interest @ 24% per annum on the entire amount to be awarded by the Hon'ble Tribunal. The matter is currently pending.

2. Our Company filed a petition under Section 9 of the Arbitration Act ("**Petition**") before the High Court of Delhi, against Silver Streak Hotels Private Limited ("**Respondent**") with respect to certain disputes having arisen between our Company and the Respondent in relation to the management and technical services agreement dated July 4, 2014 ("**MTS Agreement**"). Pursuant to the MTS Agreement, our Company had undertaken to provide technical services, pre-operational advice and co-ordination in respect of launch of the Zone by The Park, Mahabalipuram to the Respondent in lieu of management fee to be paid to our Company. The MTS Agreement provided for a termination fee to be paid by the Respondent in the event such agreement is terminated prior to the expiry of five years from the opening date of operations (as defined under the MTS Agreement) by giving a 60 days' notice. The Respondent issued a notice for termination of the MTS Agreement on September 27, 2016 pursuant to which disputes arose between our Company and the Respondent in relation to the termination fee. Subsequently, the Respondent *vide* an email dated March 16, 2017, offered our Company approximately ₹ 12.50 million ("**Settlement Amount**") as full and final settlement of our claims under the MTS Agreement which was accepted by our Company. However, the Respondent failed to pay our Company the Settlement Amount. Thereafter, our Company *vide* a notice dated November 28, 2017, invoked the arbitration agreement. Our Company, pursuant to the Petition has prayed for, *inter alia*, payment of the Settlement Amount and restraining the Respondent from creating third party interest in the property described in the MTS Agreement. The High Court of Delhi ("**High Court**") vide its orders dated April 16, 2018 and May 23, 2018, *inter alia* directed the Respondent to deposit the Settlement Amount in the registry of the High Court and restrained the Respondent from creating any third party interest or parting with the possession of the property described in the MTS Agreement until such Settlement Amount is deposited. Further, our Company filed a petition before the High Court under Section 11 of the Arbitration Act, seeking appointment of a sole arbitrator for adjudicating said disputes between our Company and the Respondent. The High Court *vide* its order dated November 20, 2018, *inter alia*, allowed the petition and appointed a nominee arbitrator on behalf of the Respondent. We have issued a notice dated July 14, 2020 to the Respondent for substitution of arbitrator and requesting the Respondent to appoint an arbitrator on the Respondent's behalf. The arbitration proceedings are currently pending.

3. Our Company filed a petition under Section 9 of the Arbitration Act ("**Petition**") before Ld. Commercial Court Jaipur, Rajasthan against S Nand Kumar and Company Private Limited ("**Respondent**") in order to secure its interest which was dismissed vide order dated September 03, 2021.

Company and the Respondent entered into a Management and License Agreement dated July 22, 2016 ("**MLA**") whereby the Respondent engaged our Company as the operator and manager to provide services. According to the MLA, the respondent had to pay a management fee to the Company for providing management services on a regular basis. With respect to the terms of the MLA, Company regularly raised monthly/quarterly invoices for the payment of fee payable by the Respondent from April 2019 to June 2021.

Despite various settlement proposals, a final opportunity by our Company was sent through an email demanding its legitimate and acknowledged claim of approximately ₹ 13.36 million. On failure of various oral and written requests, our Company invoked the arbitration clause dated December 14, 2020. Our Company also filed an application under Section 11(5) and 11(6) of the Arbitration and Conciliation Act, 1996 before the High Court of Judicature for Rajasthan, Jaipur dated November 09, 2022. The matter is still pending.

LITIGATION INVOLVING OUR SUBSIDIARIES

Our Subsidiaries are not involved in any outstanding litigation.

LITIGATION INVOLVING OUR PROMOTERS

1. **Litigation against our Promoters**

Criminal Proceedings

A criminal complaint dated September 15, 2011, was filed by Trilokesh Mukhopadhay against Great Eastern Stores Pvt Ltd and others before the Metropolitan Magistrate Court, Calcutta under section 19 of the West Bengal Shops and Establishments Rules, 1964 ("**Rules**") on account of violation of certain provisions of Rules. This matter is currently pending.

Actions by statutory or regulatory authorities

Nil

Other material outstanding litigation against our Promoters

Nil

2. **Litigation by our Promoters**

Criminal Proceedings

Nil

Other material outstanding litigation by our Promoters

Nil

LITIGATION INVOLVING OUR DIRECTORS

1. **Litigation against our Directors**

Criminal Proceedings

A police raid was conducted on July 10, 2021 on the premises of The Park Hotel, situated at 17, Park Street, Kolkata, West Bengal (the "**Hotel**") (the "**Raid**"). Pursuant to the Raid, an FIR dated July 11, 2021 was filed against 37 accused persons including our Managing Director, Vijay Dewan (the "**Accused Persons**") alleging offences committed under sections 120B, 188, 269 and 353 of the Indian Penal Code, 1860, along with section 51(b) of the Disaster Management Act, 2005 at Park Street Police Station, Kolkata. It was alleged in the said complaint that the Accused Persons had, in connivance with the Hotel personnel, illegally gathered at and surrounded the lobbies of the Hotel and engaged in entertainment activities without maintaining the COVID-19 protocols laid down by the Government of West Bengal by way of an office order dated June 28, 2021. Subsequently, a charge sheet dated July 11, 2021, was filed before the Chief Metropolitan Magistrate, Calcutta, against the Accused Persons. The matter is currently pending.

Actions by statutory or regulatory authorities

Nil

Other material outstanding litigation against our Directors

Nil

2. Litigation by our Directors

Criminal Proceedings

Nil

Other material outstanding litigation by our Directors

Nil

TAX PROCEEDINGS INVOLVING OUR COMPANY, SUBSIDIARIES, PROMOTERS AND DIRECTORS

Set out herein below are claims relating to direct and indirect taxes involving our Company, Subsidiaries, Promoters, and Directors, as on the date of this Draft Red Herring Prospectus:

Nature of case	Number of cases	Amount involved* (in ₹ million)
Our Company		
Direct tax	6	149.93
Indirect tax	28	797.11
Total	**34**	**947.04**
Our Subsidiaries		
Direct tax	Nil	Nil
Indirect tax	1	0.30
Total	**1**	**0.30**
Our Promoters		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	**Nil**	**Nil**
Our Directors (other than our Promoters)		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	**Nil**	**Nil**

**** To the extent quantifiable.***

Material Tax Matters

Litigation involving the Company

1. An order dated November 3, 2011 ("**Order 1**") has been issued by the Office of the Commissioner of Service Tax (“**Commissioner**”) against our Company. It has been alleged that there have been certain non-payment or short payment of the service taxes under the provisions of sections 66 and 68 of the Finance Act, 1994 read with rule 6 of the Service Tax Rules, 1994. A service tax amounting ₹ 5.46 million plus interest as per the applicable laws along with the equal amount of penalty under section 78 of the Finance Act, 1994 have been levied under Order 1. It was alleged that our Company was paying service tax on the membership fee for certain facilities being offered (spa, entertainment etc.) in our hotel for financial year 2007-08 but did not pay service tax on daily fee/entry fee on such facilities received by our Company. Our Company has disputed the payment of service tax on entry fees for the entertainment zone as mere allowing the entry by charging a fee

does not result in rendering any services. Aggrieved by the Order 1, our Company filed an appeal before the Commissioner of Service Tax - Customs, Excise & Service Tax Appellate Tribunal, Kolkata ("**Appellate Tribunal**"). The Appellate Tribunal in its order dated October 15, 2013 ("**Order 2**") ordered the Company to deposit ₹ 0.20 million within eight weeks of the passing of Order 2. Post compliance of Order 2, the balance dues adjudged would be waived off. Further, the Company *vide* its letter dated December 4, 2013, informed the Appellate Tribunal that it has deposited ₹ 0.20 million to comply with Order 2. The matter is currently pending.

2. An order dated November 15, 2018 ("**Order 1**") has been issued by the Office of the Commissioner of CGST & CX Kolkata South ("**Commissioner**") against the Company. It has been alleged that the Company while providing mandap keeper services did not include the charges for catering services provided in computing the value of taxable services which had resulted in short-payment/ non-payment of service tax. The Commissioner levied service taxes amounting ₹ 16.43 million and ₹ 0.83 million plus appropriate interests under section 75 of the Finance Act, 1994 along with the equal penalty in relation to both show cause notices dated April 20, 2011 and October 19, 2011, respectively. Aggrieved by the Order 1, our Company filed an appeal before Customs, Excise and Service Tax Appellate Tribunal on February 4, 2019. The matter is currently pending.

3. Our Company has received a notice dated February 28, 2023 ("**GST Notice**") from the Office of the Superintendent of the Central Tax & Customs, Ameerpet- I, GST division, Hyderabad stating that there have been discrepancies *inter-alia* between the form GSTR 3B and form GSTR 1 filed by the Company for the financial year 2018-19. In terms of the GST Notice, the total discrepancy between the returns filed by the Company is ₹ 8.99 million. The matter is still pending.

4. The Senior Accounts Officer / Account Officer (Tax), Property Tax Department, New Delhi Municipal Council ("**NDMC**") issued a notice of demand for house tax from our Company on March 9, 2022 under section 100 (1) of the New Delhi Municipal Council Act, 1994 ("Act") amounting ₹ 520.41 million which was later increased to ₹ 596.98 million. The Company vide its reply dated May 13, 2022, stated that the demand raised by NDMC is not payable as it included demands of taxes under the New Delhi Municipal Council (Determination of Annual Value) Bye-Laws 2009 ("**Bye-Laws**") which were quashed by the Delhi High Court in W.P.(C) No. 3348 of 2010 and other similar writ petitions vide its judgment dated August 10, 2017 wherein all property tax demands under the said Bye-Laws were invalidated and declared unenforceable. Subsequently, the Supreme Court, vide its judgment dated January 22, 2019, ruled that our Company is entitled to a refund of the excess paid together with interest at 18% per annum from the respective dates of excess deposit until refund/adjustment where such adjustment is done first from interest and then from the principal in accordance with law. Thereafter, NDMC issued another demand notice dated January 3, 2023 ("**Notice**") according a final opportunity of hearing to our Company on January 12, 2023 for increasing the rateable value to ₹ 180.04 million. Our Company vide its reply dated January 12, 2023 intimated and reiterated the decision of Delhi High Court pronounced on September 20, 2022 in WP (C) No. 1972 of 2012, which stayed the proceedings or hearing arising from the said Notice till the disposal of the respective writ petitions. The matter is still pending.

5. A Notice dated March 16, 2010 ("**Notice**") has been issued by Superintendent of Service Tax ("**Superintendent**") to our Company. It has been alleged in the Notice that while discharging service tax under the convention service, our Company had availed the benefit of notification no 1/2006-ST dated March 1, 2006 ("**Notification**") and had paid service tax on 60% of the taxable value without actually complying with the restriction imposed under the Notification of non-availment of central value added tax ("**CENVAT**") credit of service tax paid on input services which resulted in short payment of service tax during the period of 2001-08. On the basis of these allegations, our Company was asked to show cause as to why service tax amounting to ₹ 11.98 million should not be recovered under proviso to section 73(1) of the Finance Act, 1994 and interest as well as penalty under the Finance Act, 1994 should not be imposed on our Company. The Company *vide* its letter dated February 22, 2012 replied to the show cause notice and denied the allegations. The Superintendent while rejecting submissions made by our Company, passed the impugned order-in-original dated May 31, 2012 ("**Order**"), demanding the service tax of ₹ 11.98 million plus interest as per the applicable laws along with the equal amount of penalty under section 78 of the Finance Act, 1994. Aggrieved by the Order, our Company filed an appeal dated September 10, 2012, before the Customs, Excise and Service tax Appellate Tribunal praying that the Order and any proceedings initiated thereunder be set aside. The matter is currently pending.

6. An order dated March 17, 2018 and two orders each dated March 19, 2018 were passed against our Company by the Agricultural Income Tax Officer, Amusement Tax Sector, Kolkata. Subsequently, notices of demand were also issued each dated March 20, 2018 whereby, our Company has been assessed for a total tax amount

of ₹ 8.66 million, ₹ 9.09 million and ₹ 1.54 million, respectively for the Financial Years 2015-16, 2016-17 and 2017-18 for our units "ROXY" and "TANTRA". The amount claimed for these three Financial Years (including the interest charged) is ₹ 19.30 million. Our Company has filed an appeal against the aforementioned orders submitting that the Agricultural Income Tax Officer, Amusement Tax Section, Kolkata included the playing of pre recorder music in these units under the head of "Entertainment Tax" under the West Bengal Entertainments and Luxuries (Hotels and Restaurants) Tax Act, 1972 which is erroneous and illegal. The matter is currently pending.

7. M/s. Park Hotel ("**Petitioner**") was a unit of M/s. Steel Crete (P) Limited having its registered office situated at Bombay, Petitioner was previously owned by Hotel Andhra Pvt. Ltd. Vishakhapatnam under the name of Sun-n-Sea Hotel. Subsequently in the year 1985, Hotel Andhra Pvt. Ltd. was taken over by M/s. Steel Crete (P) Ltd., whereupon the name of the said hotel was also changed to Park Hotel. The Petitioner learnt that the Vishakhapatnam Municipal Corporation ("**VMC**") served a notice on the Petitioner dated March 19, 1988 demanding an amount of ₹ 0.13 million as tax for vacant land ("**Notice**"). However, the Petitioner had not received any assessment notice levying the tax. The Petitioner submitted that without serving any notice of assessment, demanding the amount was illegal and untenable and that the said notice does not disclose any particulars regarding the extent of the land value on which the assessment was made. Hence, the Notice is not valid, and the Notice of attachment is illegal and it was addressed to Hotel Andhra Pvt. Ltd. which is a non-entity and has no existence.

   VMC filed a written statement denying the allegations in the plaint and contended that the special notices were served on the manager of the hotel wherein necessary particulars were given. It is for the owners to get necessary change affected in the municipal records about the ownership of the property by submitting necessary application and any way the tax is levied on the property and who is in possession of the property is also liable to pay the tax due thereon. The Additional Senior Civil Judge at Visakhapatnam, vide order dated January 2, 2003 opined that the suit is filed by the Petitioner only to avoid tax that is legally levied as per rules in force. Hence, the suit is liable to be dismissed. The matter is still pending.

OUTSTANDING DUES TO CREDITORS

In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of our total consolidated trade payables as on March 31, 2023 was outstanding, were considered 'material' creditors. As per the Restated Consolidated Summary Statements, our total consolidated trade payables as on March 31, 2023 was ₹ 358.97 million and accordingly, creditors to whom outstanding dues exceed ₹ 17.95 million have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus. Based on this criteria, details of outstanding dues owed as on March 31, 2023 by our Company are set out below:

Type of creditors	Number of Creditors	Amount outstanding (in ₹ million)
Dues to micro, small and medium enterprises	107	29.70
Dues to Material Creditor(s)	1	48.50
Dues to other creditors	1,952	280.77
Total	2,060	358.97*

* *Excludes the amount of ₹ 206.88 million which has not been credited to any party account being provision for liabilities/expenses.*

For details in relation to the outstanding overdues to Material Creditors as on March 31, 2023 along with the name and amount involved for each such Material Creditor, see https://www.theparkhotels.com/corporate-information.html

It is clarified that such details available on our Company's website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website would be doing so at their own risk.

MATERIAL DEVELOPMENTS

For details of material developments, since the date of the last balance sheet, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 343.

GOVERNMENT AND OTHER APPROVALS

We have set out below a list of material approvals, consents, licenses, registrations and permissions from various governmental, statutory and regulatory authorities obtained by our Company, which are considered material and necessary for carrying its business and operations. In view of these approvals, our Company can undertake this Offer and our Company can undertake its current business activities and operations. Other than as stated below, no other material approvals from any regulatory authority are required to undertake the Offer or continue such business activities of our Company. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus.

For further details in connection with the regulatory and legal framework within which we operate, see the section titled "Key Regulations and Policies" on page 219.

I. Approvals in relation to the Offer

For the approvals and authorisations obtained by our Company and the Selling Shareholders in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 398.

II. Incorporation details of our Company

1. Certificate of incorporation dated November 27, 1987 issued by the Registrar of Companies, Karnataka at Bangalore to our Company;

2. Fresh certificate of incorporation dated March 29, 2004 issued by the Registrar of Companies, Karnataka at Bangalore on account of change in the name of our Company from 'Budget Hotels Limited' to 'Apeejay Surrendra Park Hotels Limited'.

3. The CIN of our Company is U85110WB1987PLC222139

III. Approvals in relation to the business and operations of our Company

a) Tax related approvals

- The permanent account number of our Company is AAACB7961L.

- The tax deduction account number of the registered office of our Company is CALA05992A.

- The import export code for our Company is 0795001754.

- The goods and services tax identification number of the registered office of our Company is 19AAACB7961L1Z7.

b) Labour related approvals

1. Under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, as amended, the registered office of our Company has been allotted EPF code number WBPRB0013378000.

2. Under the provisions of the Employees' State Insurance Act, 1948, as amended, the registered office of our Company has been allotted the ESI registration number 41000001850000009.

In addition to the labour related approvals mentioned above, we are also required to obtain, where applicable, certain other approvals such as license under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, to engage more than twenty contract labourers in our hotels.

c) Material approvals in relation to the operations of our Company

Our Company requires various approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business in India. These licenses differ on the basis of the location as well as the nature of operations carried out at such locations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company, for our respective businesses and operations, is provided below. In addition to listing such material approvals applicable to the owned and leased hotels of our Company that are currently operational, we have also listed such material approvals required to be obtained by the hotels that are currently operational and are being managed by our Company under various hotel management, license and technical services agreements, to the extent that such approvals are required to be maintained and obtained by our Company under the terms of such agreements (such hotels, "**Managed Hotels**"). These include:

(i) ***Trade license from relevant municipal authorities***: We are required to obtain trade licenses from the respective municipal authorities of areas where our hotels are located, where local laws require such trade licenses to be obtained. Such licenses may be subject to renewal, as applicable. On similar lines, we are also required to take Health Trade Licenses in some states which are issued by municipal corporations. This license is required to operate eating houses.

(ii) ***Food Safety and Standards Authority of India Registration:*** We are required to obtain registration from the Food Safety and Standards Authority of India, under the Food Safety and Standards Act, 2006 read with the Food Safety and Standard (Licensing & Registration of Food Business) Regulations, 2011, for sale, storage or distribution of food products. The registration may be subject to periodic renewals.

(iii) ***Shops and establishments registrations:*** In the states where our hotels are located, registration under the respective shops and establishment acts of those states, wherever enacted or in force, is required. The terms of registration, renewal procedure and requirement for such registrations may differ under the respective state legislations. Further, such registrations may be subject to renewals under the respective state legislations.

(iv) ***Liquor license under excise laws:*** Under the scheme of excise laws, different state legislatures have enacted state legislations dealing with licenses for sale of alcohol. Any person selling alcohol, of various types and form, is required to obtain appropriate license under the state legislation. Such license is issued and classified based upon the nature and type of the alcohol. The categories of alcohol licenses may include Indian made foreign liquor, foreign liquor, country liquor, beer and wine, or a combination thereof. In states where we serve liquor at our owned hotels, leased hotels or Managed Hotels, as applicable, we are required to obtain license to serve liquor under the respective legislation of the state.

(v) ***Licensing and controlling of places of public entertainment***: We are required to obtain licenses to conduct live public entertainment activities on our hotel premises, under local rules for licensing and controlling places of public entertainment. These licenses are issued by the commissioner of police and are subject to periodic renewal. For public performances in our properties, we are also required to obtain registration from Indian Performing Rights Society (IPRS) along with registration from Phonographic Performance Limited for playing pre-recorded music in our premises.

(vi) ***Discotheque Licenses:*** We are required to obtain discotheque licenses to conduct club activities on our hotel premises under state and locals laws. These licenses are issued by state police departments and are subject to periodic renewals.

(vii) ***Environment related approvals:*** We are required to obtain various environment related approvals including consents to operate under the Air Act and Water Act and authorisation for collection, storage and disposal of hazardous waste under the Hazardous Waste Rules in respect of our owned and leased hotels, and our Managed Hotels, as applicable.

(viii) ***No objection certificates from police and fire department:*** We are required to obtain a No Objection Certificate ("**NOC**") from the relevant police and fire department, as applicable in the concerned jurisdictions of our hotels, to continue operations at our owned and leased hotels, and our Managed Hotels, as applicable. The NOCs may be subject to renewal, as may be applicable.

(ix) ***Building completion certificate/ occupation certificate:*** We are required to obtain commencement and building completion certificates and/or an occupation certificate from the relevant municipality, as applicable, in the concerned jurisdictions. An occupation certificate is typically issued after considering certain other compliances of the hotel buildings with, among others, approved plans, building standards, and fire safety standards.

(x) ***Star Classification Certificate:*** In India, hotels seeking star classification voluntarily apply to the Hotel & Restaurant Approval & Classification Committee (HRACC) under the Ministry of Tourism. The classification ensures minimum standards for different star-rated hotels. The classification is valid for a particular period and can be renewed. The guidelines outline the required facilities and services for each star category.

(xi) ***Lodging and Eating House Permits:*** Permits for eating houses, which are establishments open to the public for consuming or ready consumption of food, are required to operate in India. The term "eating house" encompasses various establishments, including small shops, restaurants, food trucks, and even street vendors selling food for immediate consumption by the public. Alongside, we are also required to obtain licenses/no objection certificates for providing lodging services in our properties. These permits are typically granted by the respective state police authorities or municipal bodies.

(xii) ***Swimming Pool NOC:*** We are required to obtain a license for establishing or maintaining a swimming pool from the local authorities that varies from state to state. Application for License are to be filed after the construction of the swimming pool. These NOCs are subject to periodic renewal.

(xiii) ***Airports Authority of India ("AAI") authorisations:*** We are required to obtain an authorisation where the construction of any building or erection, placement or raising any moveable or immoveable structure or fixture, is within the specified vicinity of an airport, as delineated under the Aircraft Act 1934, the Airports Authority of India Act, 1994, and various applicable amendments, rules, regulations and notifications thereunder. These authorisations are subject to periodic renewals.

(xiv) ***License for power/electric installations:*** We are required to obtain permissions from the respective state electricity authorities for running/installing electric appliances required for our hotels. In furtherance of providing power supply in our properties, we are also required to obtain NOCs for diesel generators ("**DG Sets"**) under the Central pollution laws and applicable state pollution laws. The validity of these licenses varies state wise.

In addition to the material approvals applicable to our currently operational owned and leased hotels, we also have certain approvals required for hotels that are currently under development. These properties include extensions of existing hotels and are under construction, government buildings leased from the state governments, roadside motels taken on lease, and a heritage property undergoing renovation.

For properties which are under construction, the following material approvals will be applicable:

(1) ***Water supply and drainage NOC:*** We are required to obtain municipality clearances for establishing water supply and drainage system in the premises.

(2) ***Environmental approvals and clearances:*** We are required to obtain various environment related approvals including consents to operate under the Air Act and Water Act and authorisation for collection, storage and disposal of hazardous waste under the Hazardous Waste Rules in respect of our owned and leased hotels, and our Managed Hotels, as applicable.

(3) ***Fire NOC:*** We are required to obtain a No Objection Certificate ("NOC") from the fire department, in the concerned jurisdictions of our hotels, to initiate operations at our owned, leased and our Managed Hotels, as applicable. The NOCs may be subject to renewal, as may be applicable.

(4) ***Municipality NOC:*** We are required to obtain authorisations from Municipalities of respective states for undertaking construction of hotel properties.

(5) ***Garden NOC:*** We are required to obtain garden NOCs from the developmental authorities of respective states for construction related activities. Garden NOC mandates us to plant trees for felling of trees done for the construction related activities.

(6) ***Structural Certificate:*** We are required to obtain structural stability certificate from a certified structural engineer which demonstrates that the buildings so erected are structurally safe.

(7) ***AAI authorisations:*** We are required to obtain an authorisation where the construction of any building or erection, placement or raising any moveable or immoveable structure or fixture, is within the specified vicinity of an airport, as delineated under the Aircraft Act 1934, the Airports Authority of India Act, 1994, and various applicable amendments, rules, regulations and notifications thereunder. The validity of the authorisations is subject to periodic renewals.

(8) ***License for power/electric installations:*** We are required to obtain permissions from the respective state electric authorities for running/installing electric appliances required for our hotels. In furtherance of providing power supply in our properties, we are also required to obtain NOCs for diesel generators ("DG Sets") under the Central pollution laws and applicable state pollution laws. The validity of these licenses varies state wise.

(9) ***Defence NOC:*** We are required to obtain No Objection Certificate (NOC) for construction of a building in the vicinity of defence establishments from the local military authorities.

(10) ***Clearance under Coastal Regulation Zone (CRZ) Notifications:*** We are also required to obtain clearance under CRZ Notifications from the Department of Forest and Environment of concerned state or from Ministry of Environment and Forest of Central Government for some of our properties around the coastal areas.

Other than the properties that are under construction, we also have leased properties which are under renovation and have not started operations including nine roadside motels in the state of West Bengal. We have obtained the trade license and shops and establishments registration for one operational roadside motel at Nandakumar in Purba Medinipore district of West Bengal. The leasing arrangements for these properties do not require us to obtain licenses that are applicable at a pre-operational stage. However, we will be required to obtain licenses similar to those of operational properties once our properties are fully operational.

For confectionery outlets of Flurys ("**Confectionery Outlets**") and its factory ("**Confectionery Factory"**), the indicative list of material approvals required by our Company, is provided below

(1) ***Trade License:*** We are required to obtain trade licenses from the respective municipal authorities of areas where our outlets and factories are located, where local laws require such trade licenses to be obtained. Such licenses may be subject to renewal, as applicable. In similar lines, we are also required to take Health Trade Licenses in some states which are issued by municipal corporations. These licenses is required to operate places which serve eatables.

(2) ***Shops & Establishment License:*** In the states where our outlets and factories are located, registration under the respective shops and establishment acts of those states, wherever enacted or in force, is required. The terms of registration, renewal procedure and requirement for such registrations may differ under the respective state legislations. Further, such registrations may be subject to renewals under the respective state legislations.

(3) ***FSSAI License:*** We are required to obtain registration from the Food Safety and Standards Authority of India, under the Food Safety and Standards Act, 2006 read with the Food Safety and Standard (Licensing & Registration of Food Business) Regulations, 2011, for sale, storage or distribution of food products. The registration may be subject to periodic renewals.

(4) ***Liquor License:*** Under the scheme of excise laws, different state legislatures have enacted state legislations dealing with licenses for sale of alcohol. Any person selling alcohol, of various types and form, is required to obtain appropriate license under the state legislation. Such license is issued and classified based upon the nature and type of the alcohol. The categories of alcohol licenses may include Indian made foreign liquor, foreign liquor, country liquor, beer and wine, or a combination thereof. In states where we serve liquor at our outlets, as applicable, we are required to obtain license to serve liquor under the respective legislation of the state.

(5) ***Factory License:*** For our Confectionary Factory, we are also required to obtain registration under the Factory Act, 1948.

(6) ***Environmental Clearance:*** We are required to obtain various environment related approvals including consents to operate under the Air Act and Water Act and authorisation for collection, storage and disposal of hazardous waste under the Hazardous Waste Rules in respect of our Confectionary Factory as applicable.

(7) ***Fire NOC:*** We are required to obtain a No Objection Certificate ("NOC") from the fire department, in the concerned jurisdictions of our factory. The NOCs may be subject to renewal, as may be applicable.

(8) ***Legal Metrology:*** Under Legal Metrology Act, 2009, we are also required to be obtaining annual inspection report for our Confectionary factory. This inspection is required to ensure compliance of measuring and weighing methods.

(9) ***Structural Safety Certificate:*** We are required to obtain a structural safety certificate for the construction of our properties. The structural safety certificate is proof that the building's structural plans submitted for approval satisfy the safety requirements for all natural calamities such as earthquake and cyclone, as given in the Part-6 (Structural Design) of the National Building Code of India, 2005. The certificate is provided by the structural engineers and usually the civic administration issues these after getting it verified from the experts.

(10) ***Master Plan Approval:*** We are also required to obtain master plan approvals from the concerned town planning authorities for the building and construction layouts.

(11) AAI authorisations: We are required to obtain an authorisation where the construction of any building or erection, placement or raising any moveable or immoveable structure or fixture, is within the specified vicinity of an airport, as delineated under the Aircraft Act 1934, the Airports Authority of India Act, 1994, and various applicable amendments, rules, regulations and notifications thereunder. The validity of the authorisations is subject to periodic renewals.

Except as disclosed below, there no (i) material applied for and material approvals expired and renewal applied for but not yet received, and (ii) material approvals not applied for or material approvals expired but renewal not applied for:

(i) Material approvals applied for and material approvals expired and renewal applied for but not yet received

S. No.	Nature of License/ Approval	Location	Date of Expiry	Date of application	Authority
Hotels owned by our Company (operational)					
(i)	Discotheque License	The Park Bangalore	June 02, 2023	March 02, 2023	Commissioner of Police
(ii)	Excise License (Main bar)	The Park Chennai	March 31, 2023	March 25, 2023	The Commissioner, Prohibition & Excise Department
(iii)	Excise License (Additional bar)	The Park Chennai	March 31, 2023	March 25, 2023	The Commissioner, Prohibition & Excise Department
(iv)	Authorisation under Hazardous Waste Management Rules	The Park Chennai	NA	June 26, 2021	Tamil Nadu Pollution Control Board
Hotels leased by our Company (operational)					
(i)	Eating and Lodging house license	Zone Connect Saket (New Delhi)	March 31, 2023	October 07, 2022	Public Health Department
(ii)	Excise License	Someplace Else (Mumbai)	March 31, 2023	March 31, 2023	Maharashtra State Excise Department
(iii)	FSSAI	Zone Connect Saket (New Delhi)	--	November 29, 2022	Department Of Food Safety

					Food Safety and Standards Authority of India
(iv)	FSSAI	Roadside Motel, Nandakumar	--	March 22, 2023	Department Of Food Safety Food Safety and Standards Authority of India
Hotels leased by our Company (under development)					
1.	FSSAI	The Park Collection, Chettinad Palace	--	August 25, 2018	Tamil Nadu Food Safety and Drug Administration Department

(ii) Material approvals not applied for or material approvals expired but renewal not applied for

S. No.	Nature of License/ Approval	Location	Date of Expiry	Authority
Hotels owned by our Company (operational)				
1.	Excise License	The Park Bangalore	June 30, 2023	Department of Excise
2.	Star Classification	The Park Bangalore	--	Ministry of Tourism
3.	Trade License	The Park Chennai	March 31, 2023	Greater Chennai Corporation, Revenue Department
4.	Public Performance	The Park Chennai	April 30, 2023	Indian Performing Rights Society Limited
5.	Consent to operate under Air Act and Water Act	The Park Chennai	March 31, 2023	Tamil Nadu Pollution Control Board
6.	Fire NOC	The Park Chennai	April 28, 2023	Director of Fire and Rescue Service
7.	Phonographic Rights	The Park Navi Mumbai	July 30, 2023	Phonographic Performance Limited
8.	Phonographic Rights	The Park Hyderabad	June 30, 2023	Phonographic Performance Limited
9.	Public Performance	The Park Hyderabad	March 31, 2023	Indian Performing Rights Society Limited
Hotels owned by our Company (under development)				
1.	CRZ approval	The Park Vishakapatanam Extension	NA	Coastal Regulatory Zone Authority
2.	Electricity clearance	The Park Vishakapatanam Extension	NA	Andhra Pradesh Eastern Power Distribution Company Limited (APEPDCL)
3.	Municipality NOC	The Park Vishakapatanam Extension	NA	Greater Visakhapatnam municipal Corporation
4.	Consent to operate under Air Act and Water Act	The Park Vishakapatanam Extension	NA	Andhra Pradesh Pollution Control board
5.	Consent to operate under Air Act and Water Act	The Park Pune Extension	NA	Maharashtra Pollution Control Board
6.	Fire - Provisional NOC for Construction	The Park Pune Extension	NA	Pune Municipal Authority
7.	Garden / Tree Cutting NOC	The Park Pune Extension	NA	Pune Municipal Corporation
8.	Aviation / Airport Authority Clearance	The Park Pune Extension	NA	AAI
9.	Structural Safety Certificate	The Park Pune Extension	NA	Structural Engineer
10.	Master Plan Approval	The Park Navi Mumbai	NA	City and Industrial Development

				Corporation of Maharashtra
11.	Municipal NOC	The Park Navi Mumbai	NA	Navi Mumbai Municipal corporation
12.	Aviation / Airport Authority Clearance	The Park Navi Mumbai	NA	Airports Authority of India
13.	Fire NOC	The Park Navi Mumbai	NA	Maharashtra Fire Services
14.	Consent to Establish under Air Act and Water Act	The Park Navi Mumbai	NA	Maharashtra Pollution Control Board
Confectionery Outlets of Flurys				
1.	Trade License	Flury's Café Nexus Seawoods Mall, Navi Mumbai	NA	Urban Development Department, Government of Maharashtra

For details, see "*Risk Factors – We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise, property tax and labour laws. A failure to manage such risks or any non-compliance with, or changes in, regulations applicable to us may adversely affect our business, results of operations, financial condition and cash flows.*" on page 47.

d) Intellectual Property related approvals

As of the date of this Draft Red Herring Prospectus, our Company has registered 178 trademarks under various classes, including under classes 8, 16, 21, 24, 25, 28, 29, 30, 31, 32, 33, 35 41 and 43 with the Registrar of Trademarks under the Trade Marks Act, including , , , , ., , .

Additionally, as of the date of this Draft Red Herring Prospectus, our Company has 38 trademarks under classes 28, 29, 30, 32, 33, 36, 37, 41, 42, 43, 44 which are pending registration under the Trade Marks Act, 1999 of which five trademarks have been opposed by third parties. Further, we have applied for registration of our new logo on a "prior use" basis, which as on the date of this Draft Red Herring Prospectus is pending. Some of the trademarks pending registration have been opposed or are pending review including , .

Also, pursuant to the assignment deeds executed on July 14, 2007, December 27, 2019 and December 19, 2019, Apeejay Surrendra Hotels Private Limited, ASMSL and Flury's Swiss Confectionery Private Limited have respectively assigned certain trademarks in favour of our Company.

Further, our Company and ASMSL have on December 23, 2019 entered into a Brand Usage and Services Agreement, pursuant to which, *inter alia*, ASMSL has granted our Company a license for the use of the trademarks - "Apeejay", "Apeejay Surrendra" and the logo " " (collectively, the "**Apeejay Trade Marks**"), owned by ASMSL, on such mutually agreed terms and conditions as set out in the Brand Usage and Service Agreement. The Brand Usage and Service Agreement was effective from October 1, 2019 and shall continue to be operative until terminated by our Company or ASMSL, by giving an advance termination notice of 90 days. Upon termination of the Brand Usage and Service Agreement, our Company will immediately discontinue any further use of the Apeejay Trade Marks and shall not use any trade mark which could be confusingly resembled, misled and mistaken with and by the Apeejay Trade Marks. For further details, see "*Risk Factors – Legal and regulatory risks – We rely heavily on our existing brands and our inability to protect brand recognition or guard the value of our intellectual property rights may adversely affect our business.* " and "*History and Certain Corporate Matters*" on pages 52 and 227.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to the resolutions adopted at its meeting held on August 16, 2023 and our Shareholders have approved the Fresh Issue pursuant to a special resolution passed on August 16, 2023. Further, our Board has taken on record the consents of the Selling Shareholders to participate in the Offer for Sale in its meeting held on August 18, 2023. This Draft Red Herring Prospectus has been approved by our Board pursuant to the resolutions dated August 19, 2023.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Approvals from the Selling Shareholders

The Selling Shareholders have severally and not jointly specifically confirmed and approved the offer for sale of their respective proportion of Offered Shares as set out below:

S. No.	Name of Selling Shareholders	Number of Offered Shares offered in the Offer for Sale/ Aggregate amount of the Offer of Sale	Date of resolution/ corporate approval	Date of consent letter
1	Apeejay Surrendra Trust	Up to [●] Equity Shares aggregating up to ₹ 800.00 million	August 16, 2023	August 18, 2023
3	Apeejay Private Limited	Up to [●] Equity Shares aggregating up to ₹ 2,960.00 million	August 16, 2023	August 18, 2023
5	RECP IV Park Hotel Investors Ltd	Up to [●] Equity Shares aggregating up to ₹ 230.00 million	August 17, 2023	August 18, 2023
6	RECP IV Park Hotel Co-Investors Ltd	Up to [●] Equity Shares aggregating up to ₹ 10.00 million	August 17, 2023	August 18, 2023

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, the members of the Promoter Group, our Directors, the Selling Shareholders, and the persons in control of Great Eastern Stores Private Limited, Apeejay Surrendra Trust and our Company are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoters of any other company which is debarred from accessing the capital markets by the SEBI.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the members of the Promoter Group, and our Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended to the extent applicable.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by SEBI against him/her in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is undertaking the Offer in accordance with the Regulation 6(2) of the SEBI ICDR Regulations, which states the following:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so."

We are an unlisted company which does not fulfil requirements under Regulation 6(1)(b) of the SEBI ICDR Regulations of having operating profit in each of the preceding three years and are therefore required to meet the conditions detailed under Regulation 6(2) of the SEBI ICDR Regulations.

We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations. Not less than 75% of the Net Offer is proposed to be allocated to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

In the event that we fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable law.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which the entire application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 and Regulation 7 (1) of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group, our Directors, or the Selling Shareholders, are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors is a promoter or director of companies which are debarred from accessing the capital markets by the SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) None of our Directors or individual Promoters have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018).

(e) Except for options granted under ESOP, there are no outstanding convertible securities or any rights which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

(f) Our Company along with Registrar to the Issue has entered into a tripartite agreement dated December 27, 2019 with NSDL and dated December 26, 2019 with CDSL, for dematerialisation of the Equity Shares.

(g) The Equity Shares of our Company held by the Promoters are in dematerialised form.

(h) All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Each of the Selling Shareholders, severally and not jointly, confirms that it is in compliance with Regulation 8 of the SEBI ICDR Regulations. Further, the Offered Shares are within the thresholds prescribed under Regulation 8A of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLMS, JM FINANCIAL LIMITED, AXIS CAPITAL LIMITED AND ICICI SECURITIES LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 19, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, the Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website i.e. www.theparkhotels.com, would be doing so at his or her own risk. None of the Selling Shareholders, its respective directors, partners, affiliates, associates and officers accept or undertake responsibility for any statements other than those undertaken or confirmed by such Selling Shareholder to the extent of information specifically pertaining itself and its respective portions of the Offered Shares, and in this case only on a several and not joint basis.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders (to the extent that the information specifically pertains to it and its respective portion of the Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/ hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our

Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares proposed to be issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the listing and trading permission is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. If our Company does not allot Equity Shares pursuant to the Issue within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Consents

Consents in writing: (a) of the Selling Shareholders, the Directors, the Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, banker to our Company, the BRLMs, the Registrar to the Issue, industry data providers, independent architect, independent chartered accountant, in their respective capacities, have been obtained and such consents have not been withdrawn until the date of this Draft Red Herring Prospectus; and (b) consents in writing of the Syndicate Members, Sponsor Bank(s), Escrow Collection Bank(s), Public Issue Account Bank(s), Refund Bank(s), Monitoring Agency and the Underwriters to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated August 19, 2023 from S.R. Batliboi & Co LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated August 18, 2023 on our Restated Consolidated Summary Statements; and (ii) their report dated August 19, 2023 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 19, 2023 from Raj Har Gopal & Co., independent chartered accountants to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in relation to certifications and confirmations provided by them on certain financial and operational information included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

The independent architect(s), namely Chandrakishor Rahatekar, Palas Maitra and Jitesh Parshuram Pawar has pursuant to their certificates dated August 18, 2023, August 17, 2023 and August 18, 2023, respectively, given consents to our Company to include their names as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as an independent architect, in respect of information certified by them, as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years and performance vis-à-vis objects

Our Company has not made any public or rights issues during the last five years, preceding the date of this Draft Red Herring Prospectus.

Commission, brokerage and selling commission paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company and Subsidiaries of our Company

None of the securities of any of our Subsidiaries are listed on any stock exchange. For details in relation to the capital issuances by our Company, see "*Capital Structure-Notes to Capital Structure*" on page 92..

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed Subsidiaries/Promoters of our Company

Neither our corporate Promoters, nor any of our Subsidiaries has securities listed on any stock exchange.

Price information of past issues handled by the BRLMs

A. JM Financial Limited

1. Price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited

Sr. No.	Issue name	Issue Size (` million)	Issue price (`)	Listing Date	Opening price on Listing Date (in `)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Cyient DLM Limited*	5,920.00	265.00	July 10, 2023	403.00	86.79% [1.11%]	Not Applicable	Not Applicable
2.	Ideaforge Technology Limited*	5,672.45	672.00	July 7, 2023	1,300.00	64.59% [0.96%]	Not Applicable	Not Applicable
3.	Avalon Technologies Limited*	8,650.00	436.00	April 18, 2023	436.00	-10.09% [2.95%]	59.45% [10.78%]	Not Applicable
4.	Elin Electronics Limited#	4,750.00	247.00	December 30, 2022	243.00	-15.55% [-2.48%]	-52.06% [-4.73%]	-29.35% [4.23%]
5.	Uniparts India Limited#	8,356.08	577.00	December 12, 2022	575.00	-5.11% [-3.24%]	-7.38% [-4.82%]	-0.60% [0.80%]
6.	Archean Chemical Industries Limited*	14,623.05	407.00	November 21, 2022	450.00	25.42% [1.24%]	56.87% [-1.19%]	32.68% [0.24%]
7.	Bikaji Foods International Limited#7	8,808.45	300.00	November 16, 2022	321.15	28.65% [-0.29%]	26.95% [-2.50%]	24.23% [0.08%]
8.	Global Health Limited*	22,055.70	336.00	November 16, 2022	401.00	33.23% [0.03%]	35.94% [-3.47%]	61.67% [-0.52%]
9.	Fusion Micro Finance Limited*	11,039.93	368.00	November 15, 2022	359.50	9.86% [1.40%]	12.84% [-2.97%]	25.52% [-0.48%]
10.	Electronics Mart India Limited*	5,000.00	59.00	October 17, 2022	90.00	46.02% [6.31%]	42.63% [3.72%]	23.81% [2.98%]

Source: www.nseindia.com and www.bseindia.com
 # BSE as Designated Stock Exchange
** NSE as Designated Stock Exchange*
Notes:

1. *Opening price information as disclosed on the website of the Designated Stock Exchange.*
2. *Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.*

3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of Rs. 15 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
Not Applicable – Period not completed

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited*

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-2024	3	20,242.45	-	-	1	2	-	-	-	-	-	-	-	-
2022-2023	11	3,16,770.53	-	1	3	-	5	2	-	2	2	2	3	2
2021-2022	17	2,89,814.06	-	1	2	5	5	4	1	2	3	4	3	4

B. Axis Capital Limited

1. *Price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis Capital Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	SBFC Finance Limited[!(2)]	10,250.00	57.00	16-Aug-23	82.00	-	-	-
2	Cyient DLM Limited[&(2)]	5,920.00	265.00	10-Jul-23	403.00	+86.79%, [+1.11%]	-	-
3	Mankind Pharma Limited[(2)]	43,263.55	1,080.00	09-May-23	1,300.00	+37.61%, [+2.52%]	+74.13%, [+6.85%]	-
4	Elin Electronics Limited[(1)]	4,750.00	247.00	30-Dec-22	243.00	-15.55%, [-2.48%]	-52.06%, [-4.73%]	-29.35%, [+4.23%]
5	Landmark Cars Limited[*(1)]	5,520.00	506.00	23-Dec-22	471.30	+22.83%, [+1.30%]	+1.16%, [-2.72%]	+35.06%, [+5.82%]
6	Uniparts India Limited[(1)]	8,356.08	577.00	12-Dec-22	575.00	-5.11%, [-3.24%]	-7.38%, [-4.82%]	-0.60%, [+0.80%]
7	Keystone Realtors Limited[(1)]	6,350.00	541.00	24-Nov-22	555.00	-12.26%, [-3.90%]	-9.70%, [-2.57%]	-8.64%, [-0.50%]
8	Bikaji Foods International Limited[#(1)]	8,808.45	300.00	16-Nov-22	321.15	+28.65%, [-0.29%]	+26.95%, [-2.50%]	+24.17%, [+0.08%]
9	DCX Systems Limited[(1)]	5,000.00	207.00	11-Nov-22	286.25	+17.10%, [+0.63%]	-12.56%, [-1.83%]	-12.32%, [-0.05%]
10	Harsha Engineers International Limited (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)[$(2)]	7,550.00	330.00	26-Sep-22	450.00	+31.92%, [+3.76%]	+10.68%, [+4.65%]	-2.18%, [-0.42%]

Source: www.nseindia.com and www.bseindia.com
[(1)]BSE as Designated Stock Exchange
[(2)]NSE as Designated Stock Exchange
[!] Offer Price was ₹ 55.00 per equity share to Eligible Employees
[&] Offer Price was ₹ 250.00 per equity share to Eligible Employees
[*] Offer Price was ₹ 458.00 per equity share to Eligible Employees

 # Offer Price was ₹ 285.00 per equity share to Eligible Employees
$Offer Price was ₹ 299.00 per equity share to Eligible Employees

Notes:
a. Issue Size derived from Prospectus/final post issue reports, as available.
b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-2024*	3	59,433.55	-	-	-	1	1	-	-	-	-	-	-	-
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1
2021-2022	25	609,514.77	-	2	6	6	5	6	3	4	3	5	3	7

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. ICICI Securities Limited

1. Price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by ICICI Securities Limited:

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Prudent Corporate Advisory Services Limited^	4,282.84	630.00(1)	20-MAY-22	660.00	-20.71%,[-5.46%]	-2.10%,[+10.92%]	+26.23%,[+13.89%]
2	Paradeep Phosphates Limited^	15,017.31	42.00	27-MAY-22	43.55	-10.24%,[-3.93%]	+27.50%,[+7.65%]	+31.19%,[+11.91%]
3	Syrma SGS Technology Limited^	8,401.26	220.00	26-AUG-22	262.00	+31.11%[-1.25%]	+29.20%,[+4.55%]	+20.66%,[+3.13%]
4	Fusion Micro Finance Limited^^	11,039.93	368.00	15-NOV-22	359.50	+9.86%,[+1.40%]	+12.84%,[-2.97%]	+25.52%,[-0.48%]
5	Five Star Business Finance Limited^^	15,885.12	474.00	21-NOV-22	468.80	+29.72%,[+1.24%]	+19.20%,[-1.19%]	+11.72%,[+0.24%]
6	Archean Chemical Industries Limited^^	14,623.05	407.00	21-NOV-22	450.00	+25.42%,[+1.24%]	+56.87%,[-1.19%]	+32.68%, [+0.24%]
7	Landmark Cars Limited^	5,520.00	506.00(2)	23-DEC-22	471.30	+22.83%,[+1.30%]	+1.16%,[-2.72%]	+35.06%,[+5.82%]
8	KFIN Technologies Limited^^	15,000.00	366.00	29-DEC-22	367.00	-13.55%,[-3.22%]	-24.56%,[-6.81%]	-4.48%,[+2.75%]
9	Utkarsh Small Finance Bank Limited^^	5,000.00	25.00	21-JUL-23	40.00	+92.80%,[-2.20%]	NA*	NA*
10	SBFC Finance Limited^^	10,250.00	57.00(3)	16-AUG-23	82.00	NA*	NA*	NA*

**Data not available*
^BSE as designated stock exchange
^^NSE as designated stock exchange
(1) Discount of Rs. 59 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 630.00 per equity share.
(2) Discount of Rs. 48 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 506.00 per equity share.
(3) Discount of Rs. 2 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 57.00 per equity share.

2. Summary statement of price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by ICICI Securities Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24*	2	15,250.00	-	-	-	1	-	-	-	-	-	-	-	-
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2
2021-22	26	7,43,520.19	-	3	6	6	4	7	3	4	5	5	4	5

**This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI; please see the websites of the BRLMs as set forth in the table below:

S. No	Name of the BRLMs	Website
1.	JM Financial Limited	www.jmfl.com
2.	Axis Capital Limited	www.axiscapital.co.in
3.	ICICI Securities Limited	www.icicisecurities.com

Stock Market Data of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Redressal of Investor Grievances

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares or such longer period as may be prescribed under applicable laws to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All Offer related grievances other than of Anchor Investors in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID (where applicable) date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Bidders can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. For all Issue related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

SEBI, by way of its circular dated March 16, 2021 as amended by its circular dated April 20, 2022 ("**March 2021 Circular**"), as amended by the circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. As per the March 2021 Circular, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank(s) containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for nonallotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

In terms of SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity

Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the BRLMs shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount.

Our Company has obtained authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholder's Relationship Committee to review and redress the shareholders and investor grievances such as transfer/transmission of Equity Shares, dematerialization of shares and rematerialsation of shares, a non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, see "*Our Management – Committees of our Board- Stakeholders Relationship Committee*" on page 246.

Our Company has also appointed Shalini Keshan, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 84.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus.

None of our Subsidiaries is listed on any stock exchange.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of this Draft Red Herring Prospectus, our Company has not sought, any exemption from complying with any provisions of securities laws.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, or offered and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue and offer of capital and listing and trading of securities offered from time to time by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable or such other conditions as may be prescribed by such governmental, regulatory and/or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises the Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be borne by our Company and the Selling Shareholders in the manner specified in the section titled, see *"Objects of the Offer – Offer Expenses"* on page 120.

Ranking of the Equity Shares

The Equity Shares being issued, offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 444.

Mode of Payment of Dividend

Our Company will pay dividends, if declared, to shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* on page 261.

Face Value and Offer Price

The face value of the Equity Shares is ₹ 1. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Price Band, Employee Discount and minimum Bid Lot for the Offer will be decided by our Company in consultation with the Selling Shareholders and the BRLMs, and advertised in all editions of [●], all editions of [●] and [●] editions of [●] (which are widely circulated English, Hindi and Bengali newspapers, respectively, Bengali being the regional language of Kolkata, West Bengal, where our Registered Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the Selling Shareholders and the BRLMs after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued or offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, the equity shareholders of our Company shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or 'e-voting';
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum and Articles.

For a detailed description of the main provisions of our AoA relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 444.

Employee Discount

Employee Discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, as applicable, at the time of making a Bid.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares issued or offered through this Draft Red Herring Prospectus can be applied for in the dematerialised form only**.**

1. Tripartite agreement dated December 27, 2019 amongst our Company, NSDL and Link Intime India Private Limited.
2. Tripartite agreement dated December 26, 2019 amongst our Company, CDSL and Link Intime India Private Limited.

Market Lot and Trading Lot

Further, the trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Subject to provisions contained in our AoA, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of New Delhi, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*Offer Structure – Bid/Offer Programme*" on page 412.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Depository Participant. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Minimum Subscription

On the date of closure of the Offer, if our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR and Regulation 31 of the SEBI ICDR Regulations, including through devolvement to the Underwriters, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under this Draft Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law. Further, if at least 75% of the Net Offer is not Allotted to QIBs, the Bid Amounts received shall be refunded by our Company in accordance with applicable law.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws .

In the event of an under-subscription in the Offer, Allotment for valid Bids will be made (i) in the first instance towards 90% of the Fresh Issue, (ii) the remaining bids will be made towards balance portion of 10% of the Fresh Issue, and (iii) post 100% subscription of the Fresh Issue, any remaining balance bids will be made towards Offer for Sale on a pro rata basis.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**(1)

**Our Company in consultation with the Selling Shareholders and the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*
***Our Company in consultation with the Selling Shareholders and the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
(1) UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and , which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, or such other time as may be prescribed the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the Selling Shareholders and the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders, severally and not jointly confirms that it shall extend such reasonable support and co-operation required or requested by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by SEBI.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the

Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the same Working Day and submit the confirmation to the Book Running Lead Managers and the Registrar to the Offer not later than the next working day from the finalization of basis of allotment by the Registrar to the Offer, as per the format prescribed in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10:00 am and 5:00 pm (Indian Standard Time ("**IST**"))
Bid/ Offer Closing Date*	
Submission and Revision in Bids	Only between 10:00 am and 3:00 pm IST

*UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date

On the Bid/ Offer Closing Date:

1. In case of Bids by QIBs and Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m.(IST) and uploaded by 4.00 p.m. IST; and

2. In case of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may, be would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revisions in Bids will be accepted only during Working Days.

The Designated Intermediaries are given until 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company and the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company in consultation with the Selling Shareholders and the BRLMs reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Selling Shareholders and the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Minimum Promoters' Contribution and the Anchor Investor lock-in as detailed in "*Capital Structure*" on page 96 and except as provided in our AoA, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. For details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 444.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company in consultation with the Selling Shareholders and the BRLMs, reserve the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In the event of a withdrawal of the Offer after the Bid/Offer Opening Date, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time period as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. If the Company in consultation with the Selling Shareholders and the BRLMs withdraws the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, a fresh draft red herring prospectus will be filed and/or submitted with SEBI and the Stock Exchanges, in accordance with the applicable law.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days or such other period as may be prescribed, and filing of the Prospectus with the RoC.

OFFER STRUCTURE

Offer of up to [●] Equity Shares of face value of ₹ 1 each for cash at a price of ₹ [●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹ 10,500.00 million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹6,500.00 million and an Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 4,000.00 million by the Selling Shareholders.

The Offer comprises a Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●]* Equity Shares. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,300.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to Offer being in compliance with rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

**A discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion in accordance with the SEBI ICDR Regulations and details of which will be announced at least two Working Days prior to the Bid / Offer Opening Date.*

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
Number of Equity Shares available for Allotment / Allocation * (2)	Not less than [●] Equity Shares or the Net Offer less allocation to RIBs and NIBs subject to the Allocation/Allotment of not less than 75% of the Net Offer.	Not more than [●] Equity Shares or the Net Offer less allocation to QIBs and RIBs subject to the Allocation/Allotment of not more than 15% of the Net Offer.	Not more than [●] Equity Shares or the Net Offer less allocation to QIBs and NIBs subject to the Allocation/Allotment of not more than 10% of the Net Offer.	Up to [●] Equity Shares.
Percentage of Offer available for Allotment/allocation	Not less than 75% of the Net Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available for allocation to QIBs.	Not more than 15% of the Net Offer out of which (i) one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and (ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million (6).	Not more than 10% of the Net Offer.	The Employee Reservation Portion shall constitute up to [●] % of the post-Offer paid-up Equity Share capital of our Company.
Basis of Allotment if respective category is oversubscribed	Proportionate as follows (excluding	The Allotment to each Non-Institutional Bidder	Allotment to each Retail Individual Bidders shall not be	Proportionate (5)

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
	the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds; and (b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. Our Company, in consultation with the Selling Shareholders and the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis, out of which at least one-third will be available for allocation to Mutual Funds only.	shall not be less than ₹ 0.20 million, subject to the availability of Equity Shares in Non-Institutional Bidders' category, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to: (a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and (b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bids exceeding ₹ 1.00 million	less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis.	
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹ 0.20 million and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares so that the Bid Amount exceeds ₹ 0.20 million and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares not exceeding the size of the Offer (excluding Anchor Investor Portion), subject to applicable limits.	Such number of Equity Shares and in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding QIB portion), subject to applicable limits	Such number of Equity Shares whereby the Bid Amount does not exceed ₹ 0.20 million.	Such number of Equity Shares and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 0.50 million (net of Employee Discount) [(5)]
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share			

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
	For Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion, [●] Equity Shares and in multiples of [●] Equity Share thereafter, subject to availability in the Retail Portion and the Employee Reservation Portion			
Trading Lot	One Equity Share			
Who can Apply[(3)]	Mutual Funds, Venture Capital Funds, AIFs, , Eligible FPIs, public financial institution as defined in Section 2(72) of the Companies Act, 2013, a scheduled commercial bank, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority, provident funds (subject applicable laws) with minimum corpus of ₹ 250 million, pension fund (subject to PFRDA (National Pension System Trust) (Amendment) Regulations, 2023 and other applicable laws) with minimum corpus of ₹ 250 million, registered with Pension Fund Regulatory and Development Authority National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and NBFC-SI.	Eligible NRIs, Resident Indian individuals, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPIs and registered with SEBI.	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	Eligible Employees
Terms of Payment[(4)]	***In case of Anchor Investors***: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ***In case of all other Bidders***: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form			
Mode of Bidding^	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism)	Only through the ASBA process (including the UPI Mechanism)

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees

* *Assuming full subscription in the Offer.*

^ *As specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the Bidder's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individual Investors, QIBs, Non-Institutional Bidders, and also for all modes through which the applications are processed.*

(1) *Our Company, in consultation with the Selling Shareholders and the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 420*

(2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2) (b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, the entire application money shall be refunded forthwith.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion, Employee Reservation Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Offer" on page 409.

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

(5) *Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹0.20 million in value (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion, post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million in value (net of Employee Discount). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million (net of Employee Discount) in the Employee Reservation Portion.*

(6) Any unsubscribed portion under the Non-Institutional Bidders category reserved for (i) Bidders with Bids between ₹ 0.20 million up to ₹ 1.00 million; or (ii) Bidders with Bids exceeding ₹ 1.00 million, may be allocated to Bidders in other sub-category of Non-Institutional Bidders.

Bidders will be required to confirm and will be deemed to have represented to our Company, Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

*All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

*SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by RIBs through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIIs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020("**UPI Phase II**"). The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be made under UPI Phase II of the UPI Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.*

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company, the respective Selling Shareholders and the members of the Syndicate are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the

Prospectus.

The Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with the Selling Shareholders and the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company in consultation with the Selling Shareholders and the BRLMs in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two subcategories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Furthermore, up to [●] Equity Shares, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the Selling Shareholders and the BRLMs, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In accordance with Rule 19(2)(b) of the SCRR, the Offer and Net Offer will constitute at least [●]% and [●] %, respectively, of the post Offer paid-up Equity Share capital of our Company.
Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid amount shall be Cap Price net of Employee Discount, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount) in value. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount) subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer, subject to compliance with Regulation 6(2) of the SEBI ICDR Regulations.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Bidders must ensure that their PAN is linked with Aadhaar and they are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (the "**UPI Streamlining Circular**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. The provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint from among the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

SEBI has *vide* circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, introduced a framework for reduction in timelines for listing of shares in public issues from six Working Days from public issue closure to three Working Days from public issue closure. The circular is voluntarily applicable for public issues opening on or after September 1, 2023 and mandatorily applicable for public issues opening on or after December 1, 2023. The provisions of the circular will be suitably incorporated in the Red Herring Prospectus depending upon the timelines for Bid/Offer Period.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, the Stock Exchanges shall, for all categories of investors viz. RIB, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked UPI Bidders shall Bid through the UPI Mechanism.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders) as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

1. RIIs and NIBs (other than the RIIs and NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and

bank account (3 in 1 type accounts), provided by certain brokers.

2. RIIs and NIBs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

3. QIBs and NIBs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

As specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individual Investors, QIBs, Non-Institutional Bidders, and also for all modes through which the applications are processed.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis(1)	[●]
Eligible NRIs and FPIs applying on a repatriation basis	[●]
Anchor Investors(2)	[●]
Eligible Employees Bidding in the Employee Reservation Portion(3)	[●]

**Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered Office of our Company

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Sponsor Bank(s) shall host web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

ELECTRONIC REGISTRATION OF BIDS

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933 ("U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoter and members of the Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension fund sponsored by entities which are associates of the BRLMs) nor (ii) any "person related to the Promoter/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board. Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoter and members of the Promoter Group will not participate in the Offer except to the extent of the offer for sale by the Promoter of its respective Offered Shares.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason therefore.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made. In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights. No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme.

Bids by HUFs

Bids by HUFs Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRI will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts Participation by Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 442.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI, or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI, or investor group will be reclassified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with the Selling Shareholders and the BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.
Subject to compliance with all applicable Indian laws, rules, regulations, guidelines, and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(i) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
(ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
(iii) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
(iv) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

1. FPIs which utilise the multi-investment manager structure;
2. Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
3. Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
4. FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.
5. Multiple branches in different jurisdictions of foreign bank registered as FPIs;
6. Government and Government related investors registered as Category 1 FPIs; and
7. Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission. Our Company and the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by SEBI registered VCFs and AIFs

The SEBI AIF Regulations, *inter-alia*, prescribe the respective investment restrictions on the VCFs and AIFs registered with SEBI. Accordingly, the holding by any individual VCF o registered with SEBI, in any company should not exceed 25% of the corpus of the VCF.

Category I and II AIFs cannot invest more than 25% of the investable funds in one investee company. A category III AIF cannot invest more than 10% of the investable funds in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission. Neither our Company, nor the Selling Shareholders nor the BRLMs will be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency. Participation of VCFs or AIFs in the Offer shall be subject to the FEMA Rules.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by Eligible Employees

A Bid by an Eligible Employee must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million (net of Employee Discount). The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(i) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.*, [●] colour form);

(ii) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million in value (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million in value (net of Employee Discount);

(iii) The Bidder should be an Eligible Employee. In case of joint bids, the first Bidder shall be an Eligible Employee;

(iv) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion;

(v) Only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category;

(vi) Eligible Employees can apply at Cut-off Price;

(vii) Bid by Eligible Employees can be made also in the Net Offer and such Bids shall not be treated as multiple Bids;

(viii) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand; and

(ix) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer and be subject to compliance with Regulation 6(2) of the SEBI ICDR Regulations. In case of under-subscription in the Net Offer (other than the QIB Category), spill over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion subject to compliance with Regulation 6(2) of the SEBI ICDR Regulations and Rule 19(2)(b) of the SCRR.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies s should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars, bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by systemically important non-banking financial companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s) must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. NBFC-Sis participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids by insurance companies

In case of Bids made by insurance companies registered with the Insurance Regulatory and Development Authority of India ("**IRDAI**"), a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 for specific investment limits applicable to them.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million registered with Pension Fund Regulatory and Development Authority, in each case, subject to applicable law and in accordance with their respective constitutional documents a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the Selling Shareholders and the BRLMs, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the Selling Shareholders and the BRLMs, may deem fit, without assigning any reasons thereof.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

(v) Our Company in consultation with the Selling Shareholders and the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

   (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;

   (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and

   (c) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall will still be the Anchor Investor Office Price.

(ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

(x) Neither the BRLMs or any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension fund sponsored by entities which are associates of the BRLMs) nor any "person related to the Promoters or Promoter Group" shall apply in the Offer under the Anchor Investor Portion. For further details, see "– *Participation by Promoter and members of the Promoter Group of the Company, the BRLMs and the Syndicate Members*" on page 425.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason therefor.

For more information, see the General Information Document.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the members of Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus and Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer**.** Further, other non-residents such as FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip ("**Acknowledgement Slip"**), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each Bid cum Application Form. It is the Bidder's responsibility to obtain the Acknowledgment Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised Acknowledgment Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

In the event of an upward revision in the Price Band, RIBs and Eligible Employees Bidding in the Employee Reservation Portion who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e. original Bid Amount plus additional payment does not exceed ₹ 0.20 million with respect to RIBs and ₹ 0.50 million (net of Employee Discount) with respect to Eligible Employees Bidding in the Employee Reservation Portion if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e. the original Bid Amount plus additional payment) exceeds ₹ 0.20 million with respect to RIBs and ₹ 0.50 million (net of Employee Discount) with respect to Eligible Employees Bidding in the Employee Reservation Portion, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder or the Eligible Employee Bidding in the Employee Reservation Portion, as the case may be, does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the

Retail Individual Bidder or the Eligible Employee Bidding in the Employee Reservation Portion, as the case may be and the Retail Individual Bidder or the Eligible Employee Bidding in the Employee Reservation Portion, as the case may be is deemed to have approved such revised Bid at Cut-off Price.

In the event of a downward revision in the Price Band, Retail Individual Bidders or the Eligible Employee Bidding in the Employee Reservation Portion, as the case may be who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after filing this Draft Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], all editions of [●] and [●] editions of [●] (which are widely circulated English, Hindi and Bengali newspapers, respectively, Bengali being the regional language of Kolkata, West Bengal, where our Registered Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed under the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] editions of a Bengali daily newspaper, [●], Bengali being the regional language of West Bengal where our Registered Office is located.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company, the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters prior to filing of the Red Herring Prospectus or Prospectus, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations. After signing the Underwriting Agreement, our Company will file a Red Herring Prospectus (subject to nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations) and a Prospectus with the RoC, in accordance with applicable law. The Red Herring Prospectus will not have complete particulars of the Offer Price and the size of the Offer. The Prospectus will contain details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and will be complete in all material respects.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

(i) Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

(ii) Ensure that you have Bid within the Price Band;

(iii) Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form

(iv) Ensure that you have mentioned the correct ASBA Account number if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidders using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

(v) UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

(vi) Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

(vii) Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

(viii) If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

(ix) Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

(x) Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

(xi) Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

(xii) UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

(xiii) Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

(xiv) Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

(xv) Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

(xvi) Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

(xvii) Ensure that the Demographic Details are updated, true and correct in all respects;

(xviii) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

(xix) Ensure that the category and the investor status is indicated in the Bid cum Application Form, to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

(xx) Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents, including a copy of the power of attorney, if applicable are submitted;

(xxi) Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

(xxii) However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

(xxiii) UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

(xxiv) Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

(xxv) UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidders' ASBA Account;

(xxvi) Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

(xxvii) Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Offer Closing Date;

(xxviii) Ensure that the PAN is linked with Aadhaar and are in compliance with notification dated February 13, 2020 and press release dated June 25, 2021 issued by Central Board of Direct Taxes;

(xxix) FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

(xxx) UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form; and

(xxxi) Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of i.gov.in).

(xxxii) Bids by eligible NRIs for a Bid Amount of less than ₹ 0.20 million would be considered under the Retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 0.20 million would be considered under the Non-Institutional category for allocation in the Offer.

(xxxiii) The ASBA bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

(i) Do not Bid for lower than the minimum Bid size;

(ii) Do not Bid for a Bid Amount exceeding ₹ 0.20 million for Bids by Retail Individual Bidders;

(iii) In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;

(iv) Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

(v) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

(vi) Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

(vii) Do not Bid at Cut-off Price for Bids by QIBs and Non-Institutional Bidders;

(viii) Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

(ix) Do not submit the Bid for an amount more than funds available in your ASBA account.

(x) Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

(xi) In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

(xii) If you are an UPI Bidder, do not submit more than one ASBA Form for each UPI ID;

(xiii) Anchor Investors should not Bid through the ASBA process;

(xiv) Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

(xv) Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

(xvi) Do not submit the General Index Register (GIR) number instead of the PAN;

(xvii) Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the

Offer;

(xviii) Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

(xix) Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

(xx) Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

(xxi) Do not submit a Bid using UPI ID, if you are not an UPI Bidder;

(xxii) Do not submit your Bid after 3 pm on the Bid/ Offer Closing Date;

(xxiii) If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/ Offer Closing Date for the QIBs;

(xxiv) Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

(xxv) Do not Bid for Equity Shares in excess of what is specified for each category;

(xxvi) Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

(xxvii) Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

(xxviii) Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

(xxix) If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID; and

(xxx) Do not Bid if you are an OCB.

(xxxi) Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism.

(xxxii) If you are an UPI Bidder are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID.

(xxxiii) Do not submit a Bid cum Application Form with a third-party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism).

(xxxiv) UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 84.

Further, helpline details of the BRLMs pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with SEBI circular no.

SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, see "*General Information – Book Running Lead Managers*" on page 84.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders) details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID;
5. Bids by HUFs not mentioned correctly;
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 0.20 million;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent. of the Net Offer to the public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis. The allotment to each Non-Institutional Bidders shall not be less than the minimum application size for each category of Non-Institutional Bidder, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the SEBI ICDR Regulations.

Payment into Escrow Account

Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"
(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated December 27, 2019 among NSDL, our Company and the Registrar to the Offer.
- Tripartite Agreement dated December 26, 2019 among CDSL, our Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that the promoters' contribution in full, wherever required, will be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions of the SEBI ICDR Regulations;

(viii) that if our Company in consultation with the Selling Shareholders and the BRLMs, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer thereafter;

(ix) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(x) Except for (i) issuance of Equity Shares pursuant ESOP Scheme; and (ii) Pre- IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Undertakings by each Selling Shareholder

Each Selling Shareholder, severally and not jointly, undertakes the following in respect of itself as a Selling Shareholder, and its respective portion of the Offered Shares:

(i) that the Offered Shares shall be free and clear of any pledges or encumbrances and be eligible for Offer in accordance with Regulations 8 and 8A of the SEBI ICDR Regulations and shall continue to be in dematerialised form at the time of transfer;

(ii) that it is the legal and beneficial owner of and has full title to its respective portion of the Offered Shares;

(iii) that it shall provide such reasonable cooperation to our Company and the BRLMs as may be required or requested in relation to and to the extent of facilitating the process of listing of their respective portion of the Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges;

(iv) that it shall not have any recourse to the proceeds of the Offer, until final listing and trading approvals have been received from the Stock Exchanges;

(v) that it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer;

(vi) that it shall not offer, lend, pledge, create lien, charge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Offered Shares; and

(vii) that it shall transfer its portion of the Offered Shares to an escrow demat account in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement.

The Selling Shareholders have authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their respective portion of Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: "Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447." The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is governed through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**") issued the Consolidated Foreign Direct Investment Policy dated October 15, 2020 with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

Currently, 100% FDI is permitted under the automatic route in the companies which are engaged in construction development projects (including development of townships, construction of residential / commercial premises, roads or bridges, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure and townships) subject to compliance with prescribed conditions. The conditions prescribed are as follows:

i. Each phase of the construction development project would be considered as a separate project;

ii. The investor will be permitted to exit on completion of the project or after development of trunk infrastructure i.e. roads, water supply, street lighting, drainage and sewerage. However, a person resident outside India will be permitted to exit and repatriate foreign investment before the completion of project under automatic route, provided that a lockin-period of three years, calculated with reference to each tranche of foreign investment has been completed. Further, transfer of stake from a person resident outside India to another person resident outside India, without repatriation of foreign investment will neither be subject to any lock-in period nor to any government approval;

iii. The project shall conform to the norms and standards, including land use requirements and provision of community amenities and common facilities, as laid down in the applicable building control regulations, bye-laws, rules, and other regulations of the State Government / Municipal / Local Body concerned;

iv. The Indian investee company will be permitted to sell only developed plots, i.e. plots where trunk infrastructure i.e. roads, water supply, street lighting, drainage and sewerage, have been made available;

v. The Indian investee company shall be responsible for obtaining all necessary approvals, including those of the building/ layout plans, developing internal and peripheral areas and other infrastructure facilities, payment of development, external development and other charges and complying with all other requirements as prescribed under applicable rules/ bye-Laws/ regulations of the State Government/ Municipal/ Local Body concerned; and

vi. The State Government / Municipal / Local Body concerned, which approves the building/ development plans, will monitor compliance of the above conditions by the developer. Condition of lock-in period does not apply to hotels and tourist resorts, hospitals, special economic zones, educational institutions, old age homes and investment by NRIs/ OCIs. Additionally, foreign investment up to 100% under automatic route is permitted in completed projects for operating and managing townships, malls / shopping complexes and business centres.

Consequent to such foreign investment, transfer of ownership and/or control of the investee company from persons resident in India to persons resident outside India is also permitted. However, there would be a lock-in-period of three years, calculated with reference to each tranche of foreign investment and transfer of immovable property or part thereof is not permitted during this period. Completion of the project will be determined as per the local bye-laws / rules and other regulations of State Governments.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI and (iv) documentation, reporting requirements and other conditions as may be specified by the RBI in consultation with the Central Government, are adhered for such transfers.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/ Offer Period.

Pursuant to the shareholders' resolution dated December 23, 2019, the aggregate investment limit by NRIs and OCIs was increased from 10% to 24% of the paid-up equity share capital of our Company, provided however, that the shareholding of each NRI or OCI shall not exceed 5% of the total paid-up equity capital of our Company on a fully diluted basis. Eligible NRIs are allowed to participate only on a non-repatriation basis under Schedule 4 of the FEMA Regulations, in accordance with applicable law.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. Further, other non-residents such as FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer.

For further details, see "*Offer Procedure*" on page 420.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

I. Definitions and Interpretations

1. Subject as hereinafter provided and in so far as these presents do not modify or exclude them, the regulations contained in Table 'F' of Schedule I of the Companies Act, 2013, as amended from time to time, shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

2. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the Articles become binding on the Company. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined for use.

    a) "**Act**" means the Companies Act, 2013, read with the rules thereunder, each as amended;

    b) "**Alternate Director**" shall have the meaning ascribed to such term in Article 101;

    c) "**Articles**" shall mean the articles of association of the Company, as amended from time to time, in accordance with the provisions of these Articles and the applicable Law;

    d) "**Auditors**" means independent, external statutory auditors of the Company;

    e) "**Board of Directors**" or "**Board**" shall mean the board of directors of the Company, as constituted from time to time, in accordance with the provisions of these Articles and the applicable Law;

    f) "**Company**" shall mean Apeejay Surrendra Park Hotels Limited, a public company limited by shares incorporated under the Companies Act, 1956 and having its registered office at 17, Park Street Kolkata – 700016, West Bengal, India;

    g) "**Director**" means a director for the time being of the Company and includes any person appointed as a director of the Company in accordance with these Articles and the provisions of the Act, from time to time;

    h) "**Equity Share Capital**" means in relation to the Company, its equity Share Capital within the meaning of Section 43 of the Act, as amended from time to time;

    i) "**General Meetings**" shall mean any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary general meeting;

    j) "**Promoters**" shall means a persons identified in accordance with the definition ascribed to such term in the Companies Act, 2013 and the regulations prescribed by SEBI

    k) "**Governmental Authority**" means any governmental, regulatory or statutory authority, government department, agency, commission, board, tribunal or court or other entity authorized to make Laws, rules or regulations or pass directions, orders or awards, having or purporting to have jurisdiction or any state or other subdivision thereof or any municipality, district or other subdivision thereof having jurisdiction pursuant to applicable Laws;

    l) "**Key Managerial Personnel**" in relation to the Company, means collectively, the chief executive officer or managing director or manager, the company secretary, the whole-time directors, the chief financial officer and such other officers, not more than one level below the Directors who are in whole-time employment and are designated as a key managerial personnel by the Board and such other officers as maybe prescribed and declared by the Company to be a key managerial personnel;

m) “**Law**” shall mean:

(i) in relation to the Persons domiciled or incorporated in India, all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority or any stock exchange(s) in India or in any jurisdiction but applicable to such Persons domiciled or incorporated in India; and

(ii) in relation to Persons domiciled or incorporated overseas, all applicable statutes, enactments, acts of legislature, laws, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority or any stock exchange(s) of the relevant jurisdiction of such Persons.

n) “**Lien**” means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker’s lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;

o) “**Member**” means a member of the Company within the meaning of sub-Section (55) of Section 2 of the Act, as amended from time to time;

p) “**Memorandum of Association**” shall mean the memorandum of association of the Company, as amended, modified or supplemented, from time to time;

q) “**Original Director**” shall have the meaning ascribed to such term in Article 101;

r) “**Person**” shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, voluntary association, joint venture, partnership (whether limited or unlimited), proprietorship, unincorporated organization, Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable Law;

s) “**Preference Share Capital**” means in relation to the Company, its preference Share Capital within the meaning of Section 43 of the Act, as amended from time to time;

t) “**Seal**” means the common seal of the Company;

u) “**Shares**” means a share in the Share Capital of the Company and includes stock;

v) “**Shareholder(s)**” shall mean such Person(s) who are holding Share(s) in the Company at any given time; and

w) “**Share Capital**” means Equity Share Capital and Preference Share Capital.

II. Public Company

3. The Company is a public company as defined in Section 2(71) of the Act. As per Section 2(71) – public company means a company which -

a) is not a private company and;

b) has a minimum paid-up Share Capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of the Act even where such subsidiary company continues to be a private company in its articles.

III. Share Capital and variation of rights

4. The authorized Share Capital of the Company shall be as per Clause V of the Memorandum of Association with the power to increase or reduce or re-classify such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the capital for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

5. Subject to the provisions of the Act, these Articles and applicable Law, the Shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par or subject to the compliance with Sections 53 and 54 of the Act, at a discount and at such time as they may, from time to time think fit and proper and with the sanction of the Company in the General Meeting. The Company may give to any Person or Persons the option or right to call for any Shares either at par or at a premium during such time and for such consideration as the Directors think fit, and may also issue and allot Shares in the capital of the Company on payment in full or part payment of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may be so allotted may be issued as fully paid up Shares and if so issued shall be deemed to be fully paid up Shares, provided that the option or right to call of Shares shall not be given to any Person or Persons without the sanction of the Company in the General Meeting.

6. A further issue of Shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act. Save as otherwise provided herein, the Company shall be entitled to treat the registered holder of any Share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person.

7. The Company may issue the following kinds of Shares in accordance with these Articles, the Act and other applicable Laws:

   a) Equity Share Capital:

      (i) with voting rights; and/ or

      (ii) with differential rights as to dividend, voting or otherwise; and

   b) Preference Share Capital

8. Further, the Board shall be entitled to issue, from time to time, subject to applicable Law, any other securities, including securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue.

9. Except as otherwise provided by the conditions of issue of the Shares or by these Articles, any capital raised by creation of new Shares shall be considered as part of the existing Share Capital and shall be subject to the provisions of these Articles and the Act with reference to payment of calls and instalments, transfer, transmission, forfeiture, Lien, surrender, voting rights and otherwise.

10. (i) Every Person whose name is entered as a Member in the register of Members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided —

    a) one certificate for all his Shares without payment of any charges; or

    b) several certificates, each for one or more of his Shares, without payment if the Board so decides or upon payment of such fees (not exceeding INR 50 (Rupees fifty)) as the Board shall prescribe, for each certificate after the first.

(ii) Every certificate shall specify the Shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the company secretary. The Company shall also affix the Seal in the presence of the Person required to sign the certificate.

(iii) With respect to any Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.

11. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued without payment of fees if the Board so decides, or on payment of such fees (not exceeding INR 50 (Rupees fifty)) as the Board shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares. Notwithstanding the foregoing provisions of this Article 11, the Board shall comply with applicable Law including the rules or regulations or requirements of any stock exchange, or the rules made under the Securities Contracts (Regulation) Act, 1956, or any statutory modification or re-enactment thereof, for the time being in force.

    (ii) The provisions of Articles 10 and 11 shall *mutatis mutandis* apply to debentures of the Company.

12. Except as required by Law, no Person shall be recognized by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any Share, or any interest in any fractional part of a Share, or (except only as by these Articles or by Law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

13. (i) The Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40 of the Act read with Rule 13 of Companies (Prospectus and Allotment of Securities) Rules, 2014 or any other provision of the Act (as amended from time to time), provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

    (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-Section (6) of Section 40 of the Act, as amended from time to time.

    (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other.

14. (i) If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of Section 48 of the Act, as amended from time to time, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class.

    (ii) To every such separate meeting, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two Persons holding at least one-third of the issued Shares of the class in question.

15. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking pari passu therewith.

16. Subject to the provisions of Section 55 and other related provisions of the Act, as amended from time to time, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by special resolution, determine.

17. Subject to the provisions of the Act and these Articles, the Company shall have the power to issue Preference Share Capital carrying a right of redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of such redemption or liable to be redeemed at the option of the Company, and the Board may, subject to the provisions of the Act, exercise such power in such manner as it may think fit. The period of redemption of such preference shares shall not exceed the maximum period for redemption provided under Section 55 of the Act.

18. Subject to the provisions of the Act, the Company may issue bonus shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) any capital redemption reserve account, in any manner as the Board may deem fit.

19. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a special resolution and subject to the provisions of the Act.

20. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.

IV. Further Issue of Shares

21. (1) Where at any time, it is proposed to increase the subscribed capital of the Company by allotment of further Shares out of the unissued Share Capital then such Shares shall be offered:

   a) to the Persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as near as circumstances admit, to the paid up Share Capital on those Shares by sending a letter of offer subject to the following conditions, namely:

      (i) the offer shall be made by a notice specifying the number of Shares offered and limiting a time being not less than fifteen (15) days or such lesser number of days as may be prescribed under applicable law and not exceeding thirty (30) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

      (ii) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person; and the notice referred to in sub-Article (i) hereof shall contain a statement of this right;

      (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.

   b) to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as prescribed in the Act and the rules thereunder; or

   c) to any other Persons, if it is authorised by a special resolution, whether or not those Persons include the Persons referred to in sub-Article (a) or (b) either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer, subject to the compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed in the Act and the rules thereunder.

   (2) The notice referred to in sub-clause (i) of clause (a) of sub-Article (1) shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Shareholders at least 3 (three) days before the opening of the issue.
   (3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loan raised by the Company to convert

such debentures or loans into Shares in the Company or to subscribe for Shares in the Company.

Provided that the terms of issue of such debentures or the terms of such loans containing such option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in General Meeting.

(4) Notwithstanding anything contained in sub-Article (3) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into Shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

(5) In determining the terms and conditions of conversion under sub-Article (4), the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

(6) Where the Government has, by an order made under sub-Article (4), directed that any debenture or loan or any part thereof shall be converted into Shares in the Company and where no appeal has been preferred to the National Company Law Tribunal under sub-Article (4) or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorized Share Capital of the Company, stand altered and the authorized Share Capital of the Company shall stand increased by an amount equal to the amount of the value of Shares which such debentures or loans or part thereof has been converted into.

V. Lien

22. (i) The Company shall have a first and paramount Lien —

    (a) on every Share or debenture (not being a fully paid Share or debenture) registered in the name of each Member or holder (whether solely or jointly with others), respectively, to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that Share or debenture; and

    (b) on all Shares or debentures (not being fully paid Shares or debentures) standing registered in the name of a single Person, for all monies presently payable by him or his estate to the Company:

    Provided that the Board of Directors may at any time declare any Share or debenture to be wholly or in part exempt from the provisions of this Article.

    (ii) The Company's Lien, if any, on a Share shall extend to all dividends payable and bonuses declared from time to time in respect of such Shares.

    (iii) The Company's Lien, if any, on a debenture shall extend to the interest payable from time to time in respect of such debentures.

23. The Company may sell, in such manner as the Board thinks fit, any Shares or debenture on which the Company has a Lien:

    Provided that no sale shall be made—

    (a) unless a sum in respect of which the Lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the Lien exists as is presently payable, has been given to the registered Member or holder for the time being of the Share or debenture, respectively, or the Person entitled thereto by reason of his death or insolvency.

24. Unless otherwise agreed, the registration of a transfer of Shares or debentures shall operate as a waiver of the Company's Lien, if any, on such Shares or debentures.

25. The following shall apply to any sale of Shares or debentures referred to in the Article mentioned above:

(i) The Board shall authorize some Person to transfer the Shares or debentures sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the Shares or debentures comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares or debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

(iv) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the Lien exists as is presently payable.

(v) The residue, if any, shall, subject to a like Lien for sums not presently payable as existed upon the Shares or debentures before the sale, be paid to the Person entitled to the Shares or debentures at the date of the sale.

(vi) A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of Lien.

VI. Calls on Shares

26. (i) The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each Member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

27. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

28. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

29. (i) If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at 10% (ten per cent) per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

30. (i) Any sum which by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

31. The Board –

(i) may, if it thinks fit, subject to the provisions of Section 50 of the Act, as amended from time to time, receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any Shares held by him; and

(ii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the Member paying the sum in advance.

Provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced. The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall *mutatis mutandis* apply to any calls on debentures of the Company.

VII. Dematerialization of Shares

32. Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialize its Shares, debentures and other securities and offer such Shares, debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the regulations made thereunder.

33. Notwithstanding anything contained in the Articles, and subject to the provisions of the Law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialize the Shares, which are in dematerialized form.

34. Every Person subscribing to the Shares offered by the Company shall have the option to receive Share certificates or to hold the Shares with a depository. Where Person opts to hold any Share with the depository, the Company shall intimate such depository of details of allotment of the Shares to enable the depository to enter in its records the name of such Person as the beneficial owner of such Shares. Such a Person who is the beneficial owner of the Shares can at any time opt out of a depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act, 1996 and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares. In the case of transfer of Shares or other marketable securities where the Company has not issued any certificates and where such Shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

35. If a Person opts to hold his Shares with a depository, the Company shall intimate such depository the details of allotment of the Shares, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.

36. All Shares held by a depository shall be dematerialized and shall be in a fungible form.

(a) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.

37. Every Person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a depository. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in physical and dematerialized form in any medium as permitted by Law including any form of electronic medium.

38. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by Law from time to time.

39. Nothing contained in the Act or the Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

VIII. Transfer of Shares

40. (i) The securities or other interest of any Member shall be freely transferable, provided that any contract or arrangement between 2 (two) or more Persons in respect of transfer of securities shall be enforceable as a contract.

(ii) The instrument of transfer of any Share in the Company shall be executed by or on behalf of both the transferor and transferee.

(iii) The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof.

(iv) A common form of transfer shall be used in case of transfer of Shares.

41. The Board may, subject to the right of appeal conferred by Section 58 declines to register—

(a) the transfer of a Share, not being a fully paid Share, to a Person of whom they do not approve; or

(b) any transfer of Shares on which the Company has a Lien.

42. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-Section (1) of Section 56;

(b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of Shares.

Provided that the registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever.

43. In case of transfer of Shares, where the Company has not issued any certificates and where the Shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

44. On giving not less than seven days' previous notice in accordance with Section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine.

Provided that such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty-five) days in the aggregate in any year.

45. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

IX. Transmission of Shares

46. (i) On the death of a Member, the survivor or survivors where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Persons recognized by the Company as having any title to his interest in the Shares.

(ii) Nothing in Article 46 (i) shall release the estate of a deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.

47. (i) Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the Share; or

(b) to make such transfer of the Share as the deceased or insolvent Member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the Share before his death or insolvency.

48. (i) If the Person so becoming entitled shall elect to be registered as holder of the Share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(ii) If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing a transfer of the Share.

(iii) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

49. A Person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share, until the requirements of the notice have been complied with.

X. Forfeiture of Shares

50. If a Member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

51. The notice issued under Article 50 shall—

(a) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made shall be liable to be forfeited.

52. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

53. (i) A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

54. (i) A Person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares,

but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the Shares.

(ii) The liability of such Person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.

55. (i) A duly verified declaration in writing that the declarant is a Director, the manager or the secretary, of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Share;

(ii) The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the Share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

56. The provisions of these Articles as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

XI. Alteration of capital

57. Subject to these Articles and the provisions of Section 61 of the Act, as amended from time to time, the Company may, from time to time, by ordinary resolution increase the authorised Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution.

58. Subject to the provisions of Section 61, as amended from time to time, the Company may, by ordinary resolution in a General Meeting —

(a) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;

(b) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

(c) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association of the Company, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived; or

(d) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of Share Capital by the amount of the Shares so cancelled. A cancellation of Shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

59. Where Shares are converted into stock—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

(c) such of the Articles as are applicable to paid-up Shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

60. Subject to the applicable provisions of the Act, the Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required under applicable Law —

(a) the Share Capital;

(b) any capital redemption reserve account; or

(c) any Share premium account.

XII. Capitalization of profits

61. (i) The Company in General Meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in Article 61 (ii) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Article 61 (i), either in or towards—

(a) paying up any amounts for the time being unpaid on any Shares held by such Members respectively;

(b) paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;

(c) partly in the way specified in sub-Article (ii)(a) and partly in that specified in sub-Article (ii)(b);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares;

(e) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

62. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid Shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares becoming distributable in fractions; and

(b) to authorize any Person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing Shares;

(iii) Any agreement made under such authority shall be effective and binding on such Members.

XIII. Buy-back of Shares

63. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other Law for the time being in force, the Company may purchase its own Shares or other specified securities.

XIV. Registers to be maintained by the Company

64. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of employee stock options, register of sweat equity Shares, register of Shares or securities bought back, register of renewed and duplicate Share certificate, register of deposits, register of Director and Key Managerial Personnel, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The Company may keep a Foreign Register of Members in accordance with the provisions of the Act. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the Persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

XV. General meetings

65. An annual General Meeting shall be held each calendar year within the timeline prescribed under applicable Law. Not more than 15 (fifteen) months shall elapse between the date of one annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual General Meeting may be held. Every annual General Meeting shall be called during business hours on a day that is not a national holiday, and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine.

66. All General Meetings other than annual General Meeting shall be called extraordinary General Meeting.

67. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.

    (ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two Members of the Company may call an extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

68. The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

69. A General Meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, provided that a General Meeting may be called after giving a shorter notice if consent, in writing or by electronic mode, is accorded thereto:

    (i) in case of an annual General Meeting, by not less than 95% (ninety-five percent) of the Members entitled to vote thereat; and

    (ii) in case of any other General Meeting, by Members of the Company holding majority in number of Members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share capital of the Company as gives a right to vote at the meeting.

Provided further that where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a General Meeting and not on the others, those Members shall be taken into account for the abovementioned purposes, in respect of the former resolution or resolutions and not in respect of the latter.

Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Sections 101 and 102 of the Act.

XVI. Proceedings at General Meetings

70. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act, as amended from time to time.

71. Notwithstanding anything contained elsewhere in these Articles, the Company:

    (a) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and

    (b) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Shareholders by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.

    Provided that any item of business required to be transacted by means of postal ballot under sub-Article (a) above, may be transacted at a General Meeting by the Company which is required to provide the facility to Members to vote by electronic means under Section 108 of the Act, as amended from time to time, in the manner provided in that section.

72. Directors may attend and speak at General Meetings, whether or not they are Shareholders.

73. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.

74. The chairperson, if any, of the Board shall preside as chairperson at every General Meeting of the Company. If there is no such chairperson, or if he or she is not present within 15 (fifteen) minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their Members to be chairperson of the meeting.

75. If at any meeting no Director is willing to act as chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their Members to be chairperson of the meeting.

XVII. Adjournment of meeting

76. (i) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

    (ii) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the same place and time in the next week or if such day is a national holiday, until the next succeeding day, which is not a holiday, provided that the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Article 68 herein read with Section 100 of the Act shall stand cancelled.

    (iii) In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.

(iv) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(v) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in Section 103 of the Act, as amended from time to time, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

XVIII. Voting rights

77. Subject to any rights or restrictions for the time being attached to any class or classes of Shares —

(a) on a show of hands, every Member present in person shall have one vote; and

(b) on a poll, the voting rights of Members shall be in proportion to his Share in the paid-up Equity Share Capital of the Company.

78. The chairperson at any General Meeting shall have a second or casting vote.

79. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in person or by proxy as per the provisions of Section 109 of the Act, as amended from time to time.

80. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act, as amended from time to time, and shall vote only once. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of Act and the Companies (Management and Administration) Rules, 2014, as amended or any other Law, if applicable to the Company.

81. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of Members.

82. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

83. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

84. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid.

85. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

XIX. Proxy

86. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and

vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the Proxy so appointed shall have no right to speak at the meeting.

87. The proxy shall not be entitled to vote except on a poll.

88. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

89. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105.

90. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given:

    Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

XX. Board of Directors

91. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) Directors after passing a special resolution. The Company shall have such minimum number of independent Directors on the Board of the Company, as may be required in terms of the provisions of applicable Law. Further, the appointment of such independent Directors shall be in terms of, and subject to, the aforesaid provisions of applicable Law.

92. The subscribers to the Memorandum of Association are the first Directors of the Company.

93. Subject to the provisions of the Act, the Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation.

    (a) At every annual General Meeting of the Company, one-third of such of the Directors (that does not include independent Directors, whether appointed under the Act or any other Law for the time being in force, on the Board of the Company) for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.

    (b) Subject to Section 152(6)(d) of the Act, the Directors to retire by rotation at every annual General Meeting shall be those who have been longest in office since their last appointment, but as between Persons who become Directors on the same day, those who are to retire, shall, in default of and subject to any agreement amount themselves, be determined by lot.

    (c) A retiring Director shall be eligible for re-election.

    (d) Subject to Sections 152(6)(e) and 152(7)(a) of the Act and these Articles, the Company at the General Meeting at which a Director retires in a manner aforesaid may fill up the vacated office by electing a Person thereto.

    (e) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

    (f) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, then the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) the retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment; or

(iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

94. Every Director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his or her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding of such Director.

95. A Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his or her concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act.

96. Subject to Section 197 and other applicable provisions of the Act, the remuneration of Directors may be a fixed sum by way of monthly payment or a percentage of the net profits or partly by one way and partly by the other.

97. Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.

98. In addition to the remuneration payable to them in pursuance of the Act, the Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Board or any committee thereof or General Meetings of the Company and any other expenses properly incurred by them in connection with the business of the Company. If authorized by the Board, the Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the applicable provisions of the Act.

99. A Director shall not be required to hold any qualification Shares in the Company.

100. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint any other Person as an additional Director provided that the number of the Directors and additional Directors together shall not at any time exceed the maximum number fixed as above and any Person so appointed as an additional Director shall retain his office only up to the date of the next annual General Meeting or last date on which the annual General Meeting should have been held, whichever is earlier, but shall then be eligible for re-appointment as Director of the Company.

101. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an "**Original Director**"), subject to these Articles and the provisions of the Act, the Board may appoint another director (an "**Alternate Director**") for and in place of the Original Director. Provided however, that in case of a nominee Director, the entity nominating such Director shall appoint an Alternate Director for the original nominee Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director's absence. No Person shall be appointed as an Alternate Director to an independent Director unless such Person is qualified to be appointed as an independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India.

102. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act or the rules framed thereunder. Further, subject to the provisions of the Act, a Director may resign

from his office at any time by giving a notice in writing addressed to the Board and the Company shall intimate the registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Subject to the Act, such Director may also forward a copy of his resignation along with reasons for the resignation to the registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later. The Company may, subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles remove any Director before the expiry of his period of office.

103. At any annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act.

104. If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. Provided any Person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated.

105. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them, the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of such Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.

XXI. Proceedings of the Board

106. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

107. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

108. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

109. The Board may elect a chairperson of its meetings and determine the period for which he or she is to hold office. If no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairperson of the meeting.

110. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

111. A committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.

112. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairperson shall have a second or casting vote.

113. All acts done in any meeting of the Board or of a committee thereof or by any Person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.

114. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

115. Subject to the provisions of the Act —

(i) A managing director, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any managing director, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A Director may be appointed as managing director, manager, company secretary or chief financial officer.

116. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Director and managing director, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same Person acting both as Director and as, or in place of, managing director, manager, company secretary or chief financial officer.

117. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of a committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

118. Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

XXII. Minutes of the Meetings

119. (1) The minutes of all proceedings of every General Meeting and every meeting of the Board and its committees shall be prepared, entered, dated, signed, kept and maintained in such manner, within such time and at such place as may be required under the Act.

(2) All such minutes shall be signed by the chairperson of the meeting as recorded, or by the person who shall preside as chairperson at the next succeeding meeting and all minute purported to be so signed shall, for all purposes whatsoever, be prima facie evidence of the actual passing of the resolutions recorded, and the transactions or occurrence of the proceedings so recorded and the regularity of the meeting at which the same shall appear to have taken place.

(3) Minutes of each meeting of the Board shall be circulated to all Directors.

XXIII. Borrowing Powers

120. Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.

121. The Board of Directors shall not except with the consent of the Company by way of a special resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of the Company, its free reserves and securities premium.

122. Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Board, who may issue them upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company.

XXIV. The Seal

123. The Board shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other Person as the Board may appoint for the purpose; and those two Directors and the secretary or other Person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

XXV. Dividends and Reserve

124. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

125. Subject to the provisions of Section 123 of the Act, as amended from time to time, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

126. (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

127. (i) Subject to the rights of Persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.

(ii) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this regulation as paid on the Share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

128. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.

129. (i) Any dividend, interest or other monies payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members, or to such Person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent.

130. Any one of two or more joint holders of a Share may give effective receipts for any dividends, bonuses or other monies payable in respect of such Share.

131. (i) Where the Company has declared a dividend but which has not been paid or claimed within 30 (thirty) days from the date of declaration, it shall, within 7 (seven) days from the date of expiry of said period, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Unpaid Dividend Account". The Company shall, within a period of 90 (ninety) days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed. If any default is made in transferring the total amount referred above or any part thereof to the Unpaid Dividend Account, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of 12 (twelve) per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the Members of the company in proportion to the amount remaining unpaid to them.

(ii) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) consecutive years or more from the date of such transfer, shall be transferred by the Company to the fund known as the Investor Education and Protection Fund established under Section 125 of the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

132. Notice of any dividend that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.

133. No dividend shall bear interest against the Company. No unclaimed or unpaid dividend shall be forfeited by the Board before claim on such dividend becomes barred by applicable Law.

XXVI. Accounts

134. Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

135. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of Members not being Directors subject to provisions of the Act and these Articles. Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.

(ii) No Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Law or authorized by the Board or by the Company in General Meeting.

136. The books of accounts of the Company relating to a period of not less than 8 (eight) years immediately preceding the current year together with the vouchers relevant to any entry in such books of account shall be preserved in good order.

XXVII. Audit

137. The Auditors of the Company shall be appointed, their remuneration shall be fixed, rights, duties and liabilities shall be regulated and their qualifications and disqualifications shall be in accordance with the provisions of Sections 139 to 148 (both inclusive) of the Act.

138. The Directors may fill up any casual vacancy in the office of the Auditors within 30 (thirty) days subject to the provisions of Sections 139 and 140 of the Act and the rules framed thereunder.

139. The remuneration of the Auditors shall be fixed by the Company in the annual General Meeting or in such a manner as the Company in the annual General Meeting may determine except that, subject to the applicable provisions of the Act, remuneration of the first or any auditor appointed by the Directors may be fixed by the Directors.

140. The Company shall also appoint a reputed accounting firm as the internal auditor to conduct internal audit of the functions and activities of the Company in accordance with the provisions of the Act.

XXVIII. Related Party Transactions

141. The Company may enter into related party transactions from time to time subject to the compliance to provisions of Section 188 of the Act and rules made thereunder and applicable Law.

XXIX. Amendment to Memorandum and Articles of Association

142. Subject to the applicable provisions of the Act, the Memorandum and Articles of Association of the Company may be amended, if required.

XXX. Winding up

143. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

XXXI. Secrecy

144. Subject to the provisions of the Act, no Member shall be entitled to visit or inspect Company's works without the permission of the Directors or the Managing Director or to require discovery of or any information in relation to any detail of the Company's business or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors or the Managing Director, it will be inexpedient in the interest of the Members of the Company to communicate to the public. Post listing of the Equity Shares, at the request of any Shareholder, the Company shall provide to such Shareholder: (i) annual reports; (ii) annual, semi-annual, quarterly and other periodic financial statements and reports; (iii) any other interim or extraordinary reports; and (iv) prospectuses, registration statements, offering circulars, offering memoranda and other document relating to any offering of securities by the Company, provided, in each case, that (a) the Company has, prior to providing any Shareholder with such information, made such information available to the public; and (b) the Company is not prohibited under any applicable Law from providing such information to such Shareholder.

XXXII. Indemnity

145. Every officer of the Company shall be indemnified out of the assets of the Company from and against all

suits, proceedings, cost, charges, losses, damage and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective office except such suits, proceedings, cost, charges, losses, damage and expenses, if any that they shall incur or sustain, by or through their own willful neglect or default respectively.

146. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/ or former Directors and Key Managerial Personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

XXXIII. General Authority

147. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND MATERIAL DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10:00 a.m. and 5:00 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Offer Closing Date. The copies of the contracts and also the documents for inspection referred to hereunder will be uploaded on the website of our Company at https://www.theparkhotels.com/corporate-information.html and will be available for inspection from date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Registrar Agreement dated August 19, 2023 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.
2. Offer Agreement dated August 19, 2023 entered into between our Company, the Selling Shareholders, and the BRLMs.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Banker(s) to the Offer.
4. Share Escrow Agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated [●] entered into between our Company, the Registrar to the Offer, the Selling Shareholders, BRLMs and the Syndicate Members.
6. Underwriting Agreement dated [●] entered into between our Company, the Selling Shareholders, and the Underwriters.
7. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended until date.
2. Certificate of incorporation dated November 27, 1987, certificate of incorporation pursuant to change of name issued by the RoC on March 29, 2004.
3. Scheme of amalgamation between Apeejay Hotels Delhi, Gemini Hotels and Budget Hotels Limited under Sections 391 to 394 of the Companies Act, 1956.
4. Resolution of the Board of Directors dated August 16, 2023 in relation to the Offer and other related matters.
5. Resolution of the dated August 16, 2023 of the Shareholders of the Company in relation to the Fresh Issue and other related matters.
6. Resolution of the Board dated August 19, 2023 , approving the Draft Red Herring Prospectus.
7. Consent letters from the Promoter Selling Shareholder dated August 18, 2023, authorising participation in the Offer and certified true copy of the resolutions of the Trustees of the Promoter Selling Shareholder dated August 16, 2023 authorising participation in the Offer.
8. Consent letters from the Promoter Group Selling Shareholder dated August 18, 2023, authorising participation in the Offer and certified true copy of the resolutions of the respective board of directors of Promoter Group Selling Shareholder dated August 16, 2023, authorising participation in the Offer.
9. Consent letters from each of the Investor Selling Shareholders dated August 18, 2023, respectively, authorising the sale of their respective portion of the Offered Shares and certified true copy of the resolution.
10. Report titled "*Assessment of the confectionery and café market in India*" dated August 2023 prepared by CRISIL and the consent letter from CRISIL dated August 18, 2023

11. Report titled "*Industry Report – Upper Tier and Upper Midscale Hotels*" dated August 18, 2023 prepared by Horwath HTL and the consent letter dated August 18, 2023
12. Report titled "*Market Assessment Study for the Residential Development on EM Bypass, Kolkata, West Bengal, India*" dated July 17, 2023 prepared ANAROCK Property Consultants Private Limited and the consent letter dated August 8, 2023.
13. Share Transfer Agreement dated February 1, 2021 entered between Karan Paul, Priya Paul, Apeejay Surrendra Trust, Great Eastern Stores Private Limited, RECP IV Park Hotel Investors Ltd and RECP IV Park Hotel Co-Investors Ltd read with the extension letter dated February 17, 2023 and as amended by way of Amendment Agreement dated August 16, 2023.
14. Business Transfer Agreement executed between the Company and Flurys dated December 19, 2019.
15. Brand Usage and Service Agreement executed between our Company and ASMSL dated December 23, 2019.
16. Agreement dated October 25, 2021 entered by the Company with our Managing Director, Mr. Vijay Dewan with respect to his re-appointment.
17. Consents from Chandrakishor Rahatekar, Palas Maitra and Jitesh Parshuram Pawar, independent architect(s) dated August 18, 2023, August 17, 2023 and August 18, 2023 to include their names as required under section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an independent architect with respect to the certificates issued by them.
18. Consent dated August 19, 2023 from S.R. Batliboi & Co LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated August 18, 2023 on our Restated Consolidated Summary Statements; and (ii) their report dated August 19, 2023 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.
19. The examination report dated August 18, 2023 of the Statutory Auditors on our Restated Consolidated Summary Statements.
20. The report dated August 19, 2023 on the 'Statement of possible special tax benefits' available to the Company and its shareholders under the applicable laws in India' from the Statutory Auditors in this Draft Red Herring Prospectus.
21. Copy of the annual report of our Company for Fiscal 2023, Fiscal 2022 and Fiscal 2021.
22. Resolution dated August 18, 2023 passed by the Audit Committee approving the KPIs.
23. Certificate dated August 19, 2023 , from Raj Har Gopal & Co., Chartered Accountants, certifying the KPIs of our Company, disclosed in this Draft Red Herring Prospectus.
24. Consent of our Directors, BRLMs, Syndicate Members, Legal Counsel to our Company as to Indian Law, Registrar to the Offer, Banker(s) to the Offer, Bankers to our Company and the Company Secretary and Compliance Officer, as referred to in their specific capacities.
25. Tripartite agreement dated December 27, 2019 among our Company, NSDL and the Registrar to the Offer.
26. Tripartite agreement dated December 26, 2019 among our Company, CDSL and the Registrar to the Offer.
27. Due diligence certificate dated August 19, 2023 addressed to SEBI from the BRLMs.
28. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.
29. SEBI observation letter bearing reference number [●] and dated [●].

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Priya Paul
(Chairperson and Executive Director)
Place : New Delhi
Date : August 19, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Karan Paul
(Non-Executive Director)
Place : Kolkata
Date : August 19, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Vijay Dewan
(Managing Director)
Place : Kolkata
Date : August 19, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Debanjan Mandal
(Independent Director)
Place : Kolkata
Date : August 19, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Suresh Kumar
(Independent Director)
Place : New Delhi
Date : August 19, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Ragini Chopra
(Independent Director)
Place: New Delhi
Date: August 19, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF THE COMPANY

Atul Khosla
(Chief Financial Officer)
Place : New Delhi
Date : August 19, 2023

DECLARATION

We, the undersigned, Apeejay Surrendra Trust, as a Promoter Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves and our Offered Shares are true and correct. We assume no responsibility as a Promoter Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Selling Shareholder

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For Apeejay Surrendra Trust
Name: Karan Paul
Designation: Trustee / Managing Trustee
Place: Kolkata
Date: August 19, 2023

DECLARATION

We, the undersigned, Apeejay Private Limited, as a Promoter Group Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves and our Offered Shares are true and correct. We assume no responsibility as a Promoter Group Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Selling Shareholder

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For Apeejay Private Limited
Name: Shouvik Mandal
Designation: Director
Place: Kolkata
Date: August 19, 2023

DECLARATION

We, RECP IV Park Hotel Investors Ltd., as an Investor Selling Shareholder, hereby confirm that all statements and undertakings specifically made or confirmed by us, severally and not jointly, in this Draft Red Herring Prospectus in relation to ourselves and our respective portion of the Offered Shares are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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For RECP IV Park Hotel Investors Ltd.
Name: Vandana Jhupsee-Ramooah
Designation: Director
Place: Mauritius
Date: August 19, 2023

DECLARATION

We, RECP IV Park Hotel Co-Investors Ltd., as an Investor Selling Shareholder, hereby confirm that all statements and undertakings specifically made or confirmed by us, severally and not jointly, in this Draft Red Herring Prospectus in relation to ourselves and our respective portion of the Offered Shares are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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For RECP IV Park Hotel Co-Investors Ltd.
Name: Vandana Jhupsee-Ramooah
Designation: Director
Place: Mauritius
Date: August 19, 2023