

**REPORT OF THE DIRECTORS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2009**

Your Directors submit their Report and Accounts for the financial year ended 31st March, 2009.

**Performance**

During the year under review, your Company recorded net revenues of Rs. 1290.47 lacs (previous year - Rs. 1019.85 lacs) and earned a net profit of Rs. 143.37 lacs (previous year - Rs. 157.54 lacs) after providing for income tax of Rs. 89.33 lacs (previous year- Rs. 94.35 lacs). Earnings per share for the year stands at Rs. 31.86 (previous year - Rs. 35.01). Cash Flow from Operations were Rs. 126.64 lacs during the year (previous year - Rs. 32.88 lacs).

Your Directors are pleased to recommend a dividend of Rs. 5/- (previous year - Rs. 4/-) per equity share of Rs. 10/- for the year ended 31st March, 2009. Your Board further recommends a transfer to General Reserve of Rs. 14.34 lacs (previous year - Rs. 15.75 lacs).

Your Company, which caters to the mid market to upscale segment, has 52 hotel properties under the 'Fortune' brand situated at various locations with a total room count of 4235. Of these, 25 are operating hotels and further 6 hotels are slated to be commissioned during the course of the current financial year. The remaining 21 hotel projects are under various stages of development.

**Conservation of Energy, Foreign Exchange Earnings and Outflow**

Considering the nature of business of your Company, no comment is made on conservation of energy.

During the year under review, there was no foreign exchange income (previous year - nil) but there was a foreign exchange outflow of Rs. 12.46 lacs (previous year - Rs. 11.44 lacs).

**Directors**

Mr. S.S.H.Rehman, Chairman and Director of your Company resigned with effect from close of business on 20th March, 2009. Your Directors would like to place on record their sincere appreciation of the invaluable services rendered by Mr. Rehman.

Mr. Nakul Anand, Director of the Company was appointed by the Board of your Company as Chairman of the Board of Directors with effect from 21st March, 2009.

In accordance with the provisions of Article 143 of the Articles of Association of the Company, Mr. Nakul Anand and Mr. Pawan Verma will retire by rotation at the forthcoming Annual

General Meeting of the Company and being eligible, offer themselves for re-appointment.

**Particulars of Employees**

None of the employees fall under the purview of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

**Compliance Certificate under Companies Act, 1956**

A certificate issued by M/s. P B & Associates, Company Secretaries, in terms of the provisions of Section 383 A of the Companies Act, 1956, to the effect that the Company has complied with the applicable provisions of the said Act is attached to this Report.

**Auditors**

The Auditors of your Company, M/s. Lovelock & Lewes, retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

**Responsibility Statement**

In terms of Section 217(2AA) of the Companies Act, 1956, your Directors state that :

a) in the preparation of annual accounts under review the applicable accounting standards had been followed; b) appropriate accounting policies were selected and applied consistently and reasonable and prudent judgements and estimates were made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the profit of the Company for that period; c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and d) the annual accounts are prepared on a going concern basis. The required disclosures and significant accounting policies followed are appearing in Schedules 17 and 18 respectively, in the annual accounts.

On behalf of the Board

Gurgaon, 30th April, 2009  
 S.C. Sekhar Director  
 M.Riaz Ahmed Director

**COMPLIANCE CERTIFICATE**

Company No. : U55101DL1995PLC099973  
Nominal Capital: Rs. 2 Crores

The Members of  
Fortune Park Hotels Limited  
25, Community Centre,  
Basant Lok, Vasant Vihar,  
New Delhi-110057

We have examined the registers, records, books and papers of **Fortune Park Hotels Limited** (hereinafter referred to as 'the Company') as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made thereunder, the provisions contained in the Memorandum and Articles of Association of the Company and also the audited Annual Accounts, Auditors' Report on the said annual accounts for the financial year ended 31<sup>st</sup> March, 2009 (financial year). In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the financial year:

1. The Company has kept and maintained registers as stated in "Annexure: A" to this Certificate, as per the provisions of the Act and the Rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in "Annexure: B" to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the Rules made thereunder.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met 4 (four) times respectively on 25<sup>th</sup> April 2008; 29<sup>th</sup> September 2008; 23<sup>rd</sup> December 2008 and 18<sup>th</sup> March 2009 in respect of which meetings proper notices were given the proceeding were properly recorded and signed and kept in the Minutes Book maintained for the purpose. There was no resolution passed, by circulation.
5. The Company has not closed its Register of Members during the financial year.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2008 was held on 12<sup>th</sup> June, 2008 after giving due notice to the Members of the Company and other concerned and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extraordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company was not required to make any entries in the register maintained under Section 301(1) of the Act. However, it has made necessary entries in register maintained under Section 301(3) of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificate during the financial year.
13. The Company has:
  - (i) not made any allotment /transfer / transmission of securities during the financial year.
  - (ii) not deposited any amount in a separate Bank Account, However the entire final dividend has been disbursed to the Members within five days from the date of declaration of such dividend.
  - (iii) paid dividends to all the members within a period of 30 days from the date of declaration and that there is no Unclaimed/Unpaid Dividend, which is required to be transferred to a Special Account.
  - (iv) not transferred any amount in Investor Education and Protection Fund as there is no unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of seven years.
  - (v) duly complied with the requirements of Section 217 of the Act.

14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the Rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has neither preference capital nor debentures, thus redemption of preference shares or debentures is not applicable.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of the transfer of shares.
23. The Company has not invited or accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not made any borrowings during the financial year.
25. The Company, during the financial year, has made investments in mutual funds issued by the trusts, which are not covered under the provisions of section 372A, of the Act, thus no entries are made in the register kept for the purpose. However, there were no loans made or guarantees given or the securities provided to other bodies corporate during the financial year.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act. Similarly, no fines, penalties or punishment under the Act, was imposed on the Company during the financial year.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted a separate provident fund trust for its employees or class of its employees as contemplated under Section 418 of the Act.

For **PB & Associates**  
 Company Secretaries  
**Pooja Bhatia**  
 LLB, ACS  
 CP: 6485

**Date: 30<sup>TH</sup> April 2009**

**Annexure: A**

**Registers maintained by the Company  
(As at March 31, 2009)**

Sl. No.	Particulars	Relevant of the Act
1.	Minutes Book of the meetings of the Board of Directors of the Company	193
2.	Minutes Book of General Body Meetings of the Members of the Company	193
3.	Copies of Annual Returns	159
4.	Register of Members	150
5.	Register of Particulars of Directors, Managing Director, Manager and Secretary	303
6.	Register of Directors' Shareholding	307
7.	Register(s) of contracts, Companies and firms in which Directors are interested	301(3)
8.	Books of Accounts	209
9.	Register of Investments	372A
10.	Register of Share Transfer	

**Annexure : B**

**A. Forms and Returns filed with the Registrar of Companies, New Delhi (During the Year ended on March 31, 2009)**

**Sl. No. Particulars of Date of Whether Additional Forms & Returns Filed Filling filed within prescribed time fees paid**

1.	Form 23AC and Form 23ACA for Annual Accounts u/s 220 for the year ended 31 <sup>st</sup> March, 2008	4 <sup>th</sup> July, 2008	Yes	No
2.	Form 66 for Compliance Certificate u/s 383A of the Act, for the financial year 31 <sup>st</sup> March, 2008	8 <sup>th</sup> July, 2008	Yes	No
3.	Form 20B for Annual Return u/s 159 of the Act, made upto 20 <sup>th</sup> June, 2008	30 <sup>th</sup> July, 2008	Yes	No
4.	Form 32 u/s 303 of the Act for cessation of Mr. S S H Rehman from directorship and appointment of Mr. Nakul Anand as the Chairman of the Company	31 <sup>st</sup> March, 2009	Yes	No.

**B. Forms and Returns filed with the Regional Director, Central Government or other authorities : Nil**

**REPORT OF THE AUDITORS' TO THE MEMBERS OF FORTUNE PARK HOTELS LIMITED**

1. We have audited the attached Balance Sheet of Fortune Park Hotels Limited, as at March 31, 2009, and the related Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have conducted our audit in accordance with the auditing standards generally acceptable in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we further report that:
- (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The fixed assets of the Company have been physically verified on behalf of the management by an outside firm during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
  - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
  - (ii) The Company does not hold any inventory.
  - (iii) (a) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
  - (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
  - (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of fixed assets. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
  - (v) In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into the register in pursuance of Section 301 of the Act.
  - (vi) The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under.
  - (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
  - (viii) The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
  - (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth tax, and other material statutory dues, as applicable, with the appropriate authorities.
  - (b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, there are no dues of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess as on March 31, 2009 which have not been deposited on account of any dispute.
  - (x) The Company has no accumulated losses as at March 31, 2009 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
  - (xi) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
  - (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
  - (xiii) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit Fund / societies are not applicable to the Company.
  - (xiv) In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
  - (xv) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
  - (xvi) The Company has not obtained any term loans.
  - (xvii) On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short – term basis which have been used for long – term investment.
  - (xviii) The Company has not made any preferential allotment of shares to

- parties and companies covered in the register maintained under Section 301 of the Act during the year.
- (xix) The Company has not issued any debentures.
  - (xx) The Company has not raised any money by public issues.
  - (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such by the management.
4. Further to our comments on paragraph 3 above, we report that :
- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
  - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act.
- (e) On the basis of written representations received from the directors, as on March 31, 2009 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.
  - (f) In our opinion and to best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009
    - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date and
    - (iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Partha Mitra  
Partner  
Membership Number F 50553  
For and on Behalf of  
Lovelock & Lewes

Gurgaon, 30<sup>th</sup> April, 2009 *Chartered Accountants*

**FORTUNE PARK HOTELS LIMITED**

<b>BALANCE SHEET AS AT 31ST MARCH, 2009</b>		<b>31st March, 2009</b>		<b>31st March, 2008</b>	
	<b>Schedule</b>	<b>(Rs.)</b>	<b>(Rs.)</b>	<b>(Rs.)</b>	<b>(Rs.)</b>
<b>I. SOURCES OF FUNDS</b>					
<b>1. Shareholders' Funds</b>					
a) Capital	1	45,00,080		45,00,080	
b) Reserves and Surplus	2	<u>6,18,83,258</u>	<u>6,63,83,338</u>	<u>5,01,78,200</u>	5,46,78,280
<b>Total</b>			<u>6,63,83,338</u>		<u>5,46,78,280</u>
<b>II. APPLICATION OF FUNDS</b>					
<b>1. Fixed Assets</b>					
a) Gross Block	3	92,80,432		64,10,834	
b) Less: Depreciation		<u>30,83,544</u>		<u>20,64,314</u>	
c) Net Block			<u>61,96,888</u>		43,46,520
<b>2. Investments</b>	4		<u>97,58,516</u>		23,32,000
<b>3. Deferred Tax Assets</b>	5		<u>33,28,556</u>		8,63,707
<b>4. Current Assets, Loans and Advances</b>					
a) Sundry Debtors	6	5,60,39,283		3,98,04,025	
b) Cash and Bank Balances	7	2,05,70,806		1,95,22,450	
c) Other Current Assets	8	16,41,608		16,94,385	
d) Loans and Advances	9	<u>1,20,74,038</u>		<u>79,80,803</u>	
		<u>9,03,25,735</u>		<u>6,90,01,663</u>	
<b>Less :</b>					
<b>5. Current Liabilities and Provisions</b>					
a) Liabilities	10	3,20,41,164		1,65,02,978	
b) Provisions	11	<u>1,11,85,193</u>		<u>53,62,632</u>	
		<u>4,32,26,357</u>		<u>2,18,65,610</u>	
<b>Net Current Assets</b>			<u>4,70,99,378</u>		4,71,36,053
<b>Total</b>			<u>6,63,83,338</u>		<u>5,46,78,280</u>
<b>Notes to the Accounts</b>	17				
<b>Significant Accounting Policies</b>	18				

The Schedules referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our Report of even date.

**Partha Mitra**

Partner

Membership Number F 50553

**For and on behalf of  
LOVELOCK & LEWES**

Chartered Accountants  
Gurgaon, 30th April, 2009

**On behalf of the Board**

**S.C.Sekhar**  
Director

**M. Riaz Ahmed**  
Director

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	<b>Schedule</b>	<b>For the year ended 31st March, 2009 (Rs.)</b>	<b>For the year ended 31st March, 2008 (Rs.)</b>
<b>I. INCOME</b>			
Gross Income from Operations		14,19,93,282	11,05,78,269
Less : Service Taxes		<u>1,49,85,079</u>	<u>1,19,00,399</u>
Net Income from Operations	12	<u>12,70,08,203</u>	9,86,77,870
Other Income	13	<u>20,39,176</u>	<u>33,06,644</u>
		<u>12,90,47,379</u>	<u>10,19,84,514</u>
<b>II. EXPENDITURE</b>			
Operating and Administrative Expenses	14	10,47,33,223	7,59,80,314
Depreciation	3	<u>10,43,437</u>	<u>8,15,421</u>
		<u>10,57,76,660</u>	<u>7,67,95,735</u>
<b>III. PROFIT</b>			
Profit before Taxation		2,32,70,719	2,51,88,779
Provision for Tax	15	<u>89,33,226</u>	<u>94,35,101</u>
Profit after Taxation		1,43,37,493	1,57,53,678
Profit brought Forward		<u>4,37,60,342</u>	<u>3,16,87,979</u>
Available for appropriation		<u>5,80,97,835</u>	<u>4,74,41,657</u>
<b>IV. APPROPRIATIONS</b>			
General Reserve		14,33,749	15,75,368
Proposed Dividend		22,50,040	18,00,032
Income Tax on Proposed Dividend		3,82,395	3,05,915
Profit Carried Forward		<u>5,40,31,651</u>	<u>4,37,60,342</u>
		<u>5,80,97,835</u>	<u>4,74,41,657</u>
<b>Basic and Diluted Earnings Per Share (Rs.)</b>	16	<b>31.86</b>	35.01
<b>Notes to the Accounts</b>	17		
<b>Significant Accounting Policies</b>	18		

The Schedules referred to above form an integral part of the Profit and Loss Account.

This is the Profit and Loss Account referred to in our Report of even date.

**Partha Mitra**

Partner

Membership Number F 50553

**For and on behalf of  
LOVELOCK & LEWES**

Chartered Accountants  
Gurgaon, 30th April, 2009

**On behalf of the Board**

**S.C.Sekhar**  
Director

**M. Riaz Ahmed**  
Director

**FORTUNE PARK HOTELS LIMITED**

**CASH FLOW STATEMENT**

(Figures for the previous year have been rearranged to conform with the revised presentation)

	31st March, 2009 (Rs.)	31st March, 2008 (Rs.)
<b>A. NET PROFIT BEFORE TAX</b>	<b>2,32,70,719</b>	<b>2,51,88,779</b>
ADJUSTMENTS FOR		
Depreciation	10,43,437	8,15,421
Provision for defined benefits of Gratuity and Compensated Absences (net of payments made)	54,02,563	7,33,743
Interest Income	(15,46,016)	(16,13,979)
Fixed Assets - Loss on Sale/Write off-Net	4,829	-
Other Items (Tax Deducted at Source)	(1,41,34,260)	(1,05,12,201)
Bad Debts Written Off	-	2,99,889
Profit on Sale of Investments	(2,23,406)	(4,46,230)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,38,17,866	1,44,65,422
ADJUSTMENTS FOR		
Trade and Other Receivables	(1,65,22,865)	(1,24,31,242)
Trade Payables	1,53,68,622	12,54,231
CASH GENERATED FROM OPERATIONS	1,26,63,623	32,88,411
Income Tax Paid (Net of Refunds)	(8,35,000)	(21,05,900)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>1,18,28,623</b>	<b>11,82,511</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(29,98,108)	(18,59,862)
Sale of Fixed Assets	99,474	-
Purchase of Investment	(1,02,58,516)	(23,32,000)
Interest Received	14,27,424	8,31,217
Sale of Investments	30,55,406	49,46,230
NET CASH USED IN INVESTING ACTIVITIES	(86,74,320)	15,85,585
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Dividend Paid	(18,00,032)	(13,50,024)
Income Tax on Dividend Paid	(3,05,915)	(2,29,437)
NET CASH FLOW USED IN FINANCING ACTIVITIES	(21,05,947)	(15,79,461)
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	10,48,356	11,88,635
OPENING CASH AND CASH EQUIVALENTS	1,95,22,450	1,83,33,815
CLOSING CASH AND CASH EQUIVALENTS	2,05,70,806	1,95,22,450

**Notes :**

**1. Cash and cash equivalents comprise**

Balance with Scheduled Banks in		
- Current Accounts etc.	29,84,838	36,38,433
- Deposit Accounts	1,64,11,356	1,49,99,035
Cash and Cheques in hand	11,74,612	8,84,982
<b>Total</b>	<b>2,05,70,806</b>	<b>1,95,22,450</b>

2. The above Cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3. Tax deducted at source (on income), being a non cash transaction, has not been considered in the Cash Flow Statement.

4. Figures in brackets indicate cash outgo.

5. Previous period figures have been regrouped and recasted, wherever necessary to conform to the current period classification.

This is the cashflow statement referred to in our report of even date.

**Partha Mitra**

Partner

Membership Number F 50553

**For and on behalf of**

**LOVELOCK & LEWES**

Chartered Accountants

Gurgaon, 30th April, 2009

**On behalf of the Board**

**S.C.Sekhar**  
Director

**M. Riaz Ahmed**  
Director

**SCHEDULES TO THE ACCOUNTS**

(Figures for the previous year have been rearranged to conform with the revised presentation)

	As at 31st March, 2009 (Rs.)	As at 31st March, 2008 (Rs.)		As at 31st March, 2009 (Rs.)	As at 31st March, 2008 (Rs.)
<b>1. CAPITAL</b>			<b>2. RESERVES AND SURPLUS</b>		
Authorised			<b>Capital Reserve</b>	30,00,000	30,00,000
20,00,000 Equity Shares of Rs. 10/- each	2,00,00,000	2,00,00,000			
Issued, Subscribed and Paid-up			<b>General Reserve</b>		
* 4,50,008 Equity Shares of Rs. 10/- each	45,00,080	45,00,080	At the commencement of the	34,17,858	18,42,490
			Add : From Profit and Loss	14,33,749	15,75,368
	45,00,080	45,00,080	Account	48,51,607	34,17,858
* Includes					
- 4,50,002 Equity Shares of Rs. 10/- each fully paid up held by the Holding Company, ITC Limited and 6 shares held by ITC Limited jointly with Management personnel			<b>Profit and Loss Account</b>	5,40,31,651	4,37,60,342
				6,18,83,258	5,01,78,200

**3. FIXED ASSETS**

Particulars	Original	Additions	Withdrawals	Original	Depreciation	Depreciation	Depreciation	Depreciation	Net Block
	Cost as at 1.4.2008 (Rs.)	during the year (Rs.)	during the year (Rs.)	Cost as at 31.3.2009 (Rs.)	upto 01.04.2008 (Rs.)	for the year (Rs.)	on Withdrawals (Rs.)	upto 31.03.2009 (Rs.)	
Plant and Machinery-Office Equipment	5,06,185	2,55,493	-	7,61,678	76,756	27,862	-	1,04,618	6,57,060
Computers	35,72,573	16,29,367	1,28,510	50,73,430	13,15,917	7,18,731	24,207	20,10,441	30,62,989
Furniture and Fixtures	13,90,926	49,644	-	14,40,570	4,08,335	1,11,655	-	5,19,990	9,20,580
Capitalised software	9,00,000	3,89,444	-	12,89,444	2,58,904	1,81,280	-	4,40,184	8,49,260
Motor Vehicle	41,150	-	-	41,150	4,402	3,909	-	8,311	32,839
<b>Total</b>	64,10,834	23,23,948	1,28,510	86,06,272	20,64,314	10,43,437	24,207	30,83,544	55,22,728
Capital work in progress	-	-	-	6,74,160	-	-	-	-	6,74,160
<b>Total</b>	64,10,834	23,23,948	1,28,510	92,80,432	20,64,314	10,43,437	24,207	30,83,544	61,96,888
Previous Year	45,50,972	18,59,862	-	64,10,834	12,48,893	8,15,421	-	20,64,314	43,46,520

	As at 31st March, 2009 (Rs.)	As at 31st March, 2008 (Rs.)		As at 31st March, 2009 (Rs.)	As at 31st March, 2008 (Rs.)
<b>4. INVESTMENTS</b>			<b>7. CASH AND BANK BALANCES</b>		
(Refer note (ii) on schedule 17)			With Scheduled Banks		
<b>Unquoted - Current</b>			On Current Accounts	29,84,838	36,38,433
Fortis Money Plus Regular Plan Daily Dividend			On Deposit Accounts	1,64,11,356	1,49,99,035
3,70,225 Units (Previous Year -Nil) of Rs.10/- each	37,02,389	-	Cash and Cheques in hand	11,74,612	8,84,982
				2,05,70,806	1,95,22,450
Fidelity Fixed Maturity Plan Series 1 Plan B			<b>8. OTHER CURRENT ASSETS</b>		
Retail Growth - 2,50,000 Units (Previous Year - Nil) of Rs. 10/- each	25,00,000	-	Good and Unsecured		
JPMorgan India Liquid Plus Fund - Retail -			Deposits with Government, Public Bodies and	6,05,993	4,61,993
Daily Div Plan - Reinvest - 3,05,154 Units (Previous Year - Nil)	30,56,127	-	Others		
			Interest Accrued on Deposit	10,35,615	12,32,392
<b>Unquoted -Non Current</b>				16,41,608	16,94,385
DSPBlack Rock FMP 12M Series 3 - Reg.			<b>9. LOANS AND ADVANCES</b>		
Growth Maturity 07- sep-09 - 50,000 Units	5,00,000	-	Good and Unsecured		
(Previous Year - Nil) of Rs. 10/- each			Advances recoverable in cash or in kind		
B8496G Birla FTP- Retail Series W- Growth			or for value to be received	2,91,443	20,61,179
2,33,200 Units ( Previous Year -Nil) of Rs. 10/- each	-	23,32,000	Advances with Government and Public		
			Bodies **	1,17,82,595	59,19,624
	97,58,516	23,32,000		1,20,74,038	79,80,803
<b>5. DEFERRED TAX ASSETS / (LIABILITY) - (NET)</b>			** Includes advance payment of Income Tax. Net of provision of Rs. 19,20,00,000/- (Previous Year Rs.87,00,000/- )		
<b>Deferred Tax Assets</b>			<b>10. LIABILITIES</b>		
On Expenditure for the current year allowed under Income Tax Act, 1961 on payment/ actual basis only	40,52,041	13,03,798	Sundry Creditors		
<b>Less :</b>			Total outstanding dues of micro and small enterprises (Refer note (v) on Schedule 17)	-	-
<b>Deferred Tax Liability</b>			Total outstanding dues of creditors other than micro and small Enterprises	2,87,96,956	1,34,81,296
Depreciation - Timing Difference	(7,23,485)	(4,40,091)	Other Liabilities	32,44,208	30,21,682
<b>Net Deferred Tax Assets / (Liability)</b>	33,28,556	8,63,707		3,20,41,164	1,65,02,978
<b>6. SUNDRY DEBTORS</b>			<b>11. PROVISIONS</b>		
Over 6 months old			Provision for Employee Benefits	84,89,684	30,87,121
Good and Unsecured ( Refer Note-(vi) on Schedule 17)	2,05,48,604	1,39,42,733	Proposed Dividend	22,50,040	18,00,032
Other Debts			Income Tax on Proposed Dividend	3,82,395	3,05,915
Good and Unsecured	3,54,90,679	2,58,61,292	Provision for Fringe Benefit	63,075	1,69,564
	5,60,39,283	3,98,04,025	Net of Advance Rs. 8,35,000/- (Previous Year - Rs 6,05,900/-)		
				1,11,85,193	53,62,632

FORTUNE PARK HOTELS LIMITED

	For the year ended 31st March, 2009 (Rs.)	For the year ended 31st March, 2008 (Rs.)	For the year ended 31st March, 2009 (Rs.)	For the year ended 31st March, 2008 (Rs.)
<b>12. NET INCOME FROM OPERATIONS</b>				
Management Consultancy and Other Services *	12,70,08,203	9,86,77,870		
	<u>12,70,08,203</u>	<u>9,86,77,870</u>		
* The Income from Management Consultancy and Other Services is stated gross, the amount of Income Tax deducted thereon is Rs. 1,41,34,260/- (Previous Year - Rs. 1,00,98,435/-)				
<b>13. OTHER INCOME</b>				
Interest on Deposits **	15,46,016	16,13,979		
Others (Including Profit on Sale of Investments)	4,93,160	16,92,665		
Rs. 2,23,406/- (Previous Year-Rs 4,46,230/-)				
	<u>20,39,176</u>	<u>33,06,644</u>		
** The Income from Interest on Deposits is stated gross, the amount of Income Tax deducted thereon is Rs.3,15,369/- (Previous Year - Rs. 3,32,336/-)				
<b>14. OPERATING AND ADMINISTRATIVE EXPENSES</b>	(Rs.)	(Rs.)		
Salaries, Wages and Bonus	6,44,79,689	3,38,34,631		
[includes Rs. 40,40,543/- (Previous Year Rs. 13,97,445/-) on account of Compensated absences]				
Contribution to Provident and Other Funds	27,37,684	16,74,412		
[(includes Rs. 4,29,491/- (Previous Year Rs. 3,44,164/-) on account of Gratuity)]				
Workmen and Staff Welfare Expenses	40,78,137	28,69,211		
Reimbursement of contractual remuneration	3,22,94,641	3,08,41,980		
	10,35,90,151	6,92,20,234		
Less : Recoveries	4,39,97,758	5,95,92,393	2,83,81,314	4,08,38,920
Consumption of Stores and Supplies	8,93,498	7,47,003		
Power and Fuel	13,47,690	12,48,883		
Rent	27,30,123	25,00,082		
Insurance	21,362	22,160		
Repairs - Others	33,58,373	24,46,802		
Advertising/Sales Promotion	1,93,60,837	1,19,09,188		
Traveling and Conveyance	1,01,39,946	99,57,621		
Legal Expenses	6,03,252	2,03,050		
Postage, Telephones etc.	25,72,129	19,15,823		
Bank Charges	71,375	12,962		
Technical and Consultancy Fees	23,38,684	29,72,131		
Miscellaneous Expenses	17,03,561	9,05,800		
Bad Debts Written Off	-	2,99,889		
	<u>10,47,33,223</u>	<u>7,59,80,314</u>		
<b>15. PROVISION FOR TAXATION</b>				
Income Tax for the year :				
Current Tax	1,05,00,000	87,00,000		
Deferred Tax	(24,64,849)	(40,363)		
Fringe Benefit Tax	8,98,075	7,75,464		
	<u>89,33,226</u>	<u>94,35,101</u>		
<b>16. EARNINGS PER SHARE</b>				
Profit after Taxation	1,43,37,493	1,57,53,678		
Weighted average number of equity shares outstanding	4,50,008	4,50,008		
Basic and diluted earnings per share in rupees				
rupees (face value - Rs. 10/- per share)	31.86	35.01		
<b>17. NOTES TO THE ACCOUNTS</b>				
i) Expenditure in Foreign Currency (On Payment Basis) : Travelling Rs.8,70,587/- (Previous year - Rs. 11,43,517/-);Others Rs. 3,75,394/- (Previous Year - NIL)				
ii) The following short term investment was purchased and sold during the year Name of the company/unit Unit Purchased Face Value Purchase cost Unit sold UTI Fixed Income interval 50,000 Rs. 5,00,000/- Rs.5,00,000/- 50,000 fund Quarterly plan series - III Dividend Sale / Redemption Proceeds Rs. 5,11,238/-				
iii) Estimated value of contracts on capital account, excluding capital advances, remaining to be executed and not provide for, amount to Rs.5,25,840/- (Previous year NIL)				
iv) The Company has accounted for the long term defined benefits and contribution schemes as under :				
<b>A) Defined Benefit Schemes:</b>				
<b>(a) Gratuity</b>				
The employees are entitled to gratuity that is computed as half-month's salary, for every completed year of service and is payable on retirement/termination. The Company makes provision of such gratuity liability in the books of accounts on the basis of actual valuation. The Company pays contribution to Life Insurance Corporation to fund its plan				
<b>(b) Leave Encashment / Compensated Absences</b>				
The employees are entitled for leave for each year of service and part thereof and subject to the limits specified, the unavailed portion of such leaves can be accumulated or encashed during /at the end of the service period. The plan is unfunded. The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below :				

	For the Year Ended 31st March, 2009		For the Year Ended 31st March, 2008	
	Gratuity	Leave encashment / compensated absences	Gratuity	Leave encashment / compensated absences
Obligations at year beginning	5,40,083	27,09,612	2,74,358	16,09,698
Service Cost - Current	7,83,926	14,90,201	2,05,046	5,85,107
Interest Cost	38,244	1,61,709	18,789	97,728
Actuarial (gain) / loss	(1,17,615)	23,88,633	89,555	10,30,408
Benefit Paid	(60,326)	(7,98,959)	(47,665)	(6,13,329)
Obligations at year end	11,84,312	59,51,196	5,40,083	27,09,612
<b>Change in plan assets</b>				
Plan assets at year beginning, at fair value	5,11,554	-	2,98,436	-
Expected return on plan assets	73,701	-	30,375	-
Actuarial gain / (loss)	2,55,902	-	(84,277)	-
Contributions	8,13,366	7,98,959	3,14,685	-
Benefits paid	(60,326)	(7,98,959)	(47,665)	-
<b>Plan assets at year end, at fair value</b>	15,94,197	-	5,11,554	-
<b>Reconciliation of present value of the obligation and the fair value of the plan assets:</b>				
Present value of the defined benefit obligations at the end of the year	11,84,312	59,51,196	5,40,083	27,09,612
Fair value of the plan assets at the end of the year	15,94,197	-	5,11,554	-
<b>Liability recognised in the Balance Sheet</b>	(4,09,885)	59,51,196	28,529	27,09,612
<b>Defined benefit obligations cost for the year</b>				
Service Cost - Current	7,83,926	14,90,201	2,05,046	5,85,107
Interest Cost	38,244	1,61,709	18,789	97,728
Expected return on plan assets	(73,701)	-	(30,375)	-
Past Service Cost	-	-	(24,078)	(3,15,799)
Actuarial (gain) / loss	(3,73,517)	23,88,633	1,73,832	10,30,408
<b>Net defined benefit obligations cost</b>	3,74,952	40,40,543	3,43,214	13,97,444

## SCHEDULE TO THE ACCOUNTS (Contd.)

## 17. NOTES TO THE ACCOUNTS (Contd.)

Investment details of plan assets  
100% of the plan assets are lying in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme.  
**The principal assumptions used in determining post-employment benefit obligations are shown below :**

	2009 (in %)	2008 (in %)
Discount Rate	7.00 p.a.	7.50 p.a.
Future salary increases	10.00 p.a.	10.00 p.a.
Expected return on plan assets	7.00 p.a.	7.50 p.a.

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

**B) STATE PLANS :**

The Company deposits an amount determined at a fixed percentage of basic pay every month to the State administered Provident Fund for the benefit of the employees. Accordingly, the Company's contribution during the year that has been charged to revenue amounts to Rs. 22,83,593/-.

v) The Company, based on the information available on the status of the suppliers, does not have any dues to enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006.

- vi) Sundry Debtors over six months include amounts which are under litigation. The management has been advised by its legal counsel that the amounts are fully recoverable.
- vii) The Company's significant leasing arrangements are in respect of operating leases for premises (residential, office etc.). These leasing arrangements which are not non-cancellable range between 11 months and 3 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent under Schedule 14.
- viii) The Company operates in one operating segment i.e. Hoteliering and within one geographical segment i.e. India.
- ix) Related party disclosures under Accounting Standard 18
- i) **Holding Company :** ITC Limited
- ii) **Other related parties with whom transactions have taken place during the year:**  
Fellow Subsidiary Company : Srinivasa Resorts Limited
- iii) **Key Management Personnel:**  
**Board of Directors**  
Nakul Anand  
S.C.Sekhar  
M. Riaz Ahmed  
Pawan Verma  
H.H.Maharaja Gaj Singh  
S.S.H. Rehman (Ceased to be a Director w.e.f. close of business on March 20, 2009)

## iv) Summary of transactions (Rupees) :

Transaction with	Holding Company		Fellow Subsidiaries		Key-Management Personnel	
	31-03-2009	31-03-2008	31-03-2009	31-03-2008	31-03-2009	31-03-2008
1 Receipt of Management & Consultancy fees * * Inclusive of Service Tax - Rs 3,71,385 /- (Previous Year - Rs 3,27,625/-)	34,83,195	29,81,056	-	-	-	-
2 Purchase of Goods/Service - Hotel Services (Hotel stay & F&B Bills etc.)	9,57,633	19,64,265	19,175	2,80,694	-	-
3 Acquisition Cost of Fixed Assets	-	-	-	-	-	-
4 Rent Paid	4,17,115	4,10,184	-	-	-	-
5 Reimbursement of Contractual Remuneration	3,22,94,641	3,08,41,980	-	-	-	-
6 Dividend Payments	18,00,032	13,50,024	-	-	-	-
7 Expense Recovered during the year (Amount recovered on account of payments made on behalf of related parties)	1,51,86,100	7,28,959	6,65,673	-	-	-
8 Expense Reimbursed during the year (Amount paid to related parties on account of payments made by them on your behalf)	73,51,831	60,45,775	56,778	32,492	-	-
9 Advance Received Refunded During the year	-	-	53,483	53,483	-	-
10 Closing Balance (i) Debtors /Receivable (ii) Creditors / Payables	28,590 65,72,835	67,344 24,67,377	- 981	- 32,484	-	-

x) Previous Year's figures have been regrouped/rearranged wherever necessary.

## 18. SIGNIFICANT ACCOUNTING POLICIES

i) **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Financial Statements are prepared to comply in all material aspects with all the applicable accounting in India, the applicable accounting standards notified u/s 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

ii) **TURNOVER**

To state Net Income from Operations after deducting taxes and duties from invoiced value of services rendered

iii) **FIXED ASSETS**

To state Fixed Assets at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. To capitalise software where it is expected to provide future enduring economic benefits.  
The costs are capitalised in the year in which the relevant software is implemented for use.

iv) **DEPRECIATION**

To calculate depreciation on Fixed Assets in a manner that amortises the cost of the assets after commissioning, over their estimated useful lives or lives based on the rates specified in Schedule XIV to the Companies Act, 1956, whichever is lower, by equal annual installments. Capitalised software costs are amortised over a period of five years.

v) **INVESTMENT**

To state Current Investments at lower of cost and fair value; and Long Term Investments at cost. Where applicable, provision is made where there is a permanent fall in valuation of Long Term Investments.

vi) **INVESTMENT INCOME**

To account for Income from Investments on an accrual basis, inclusive of related tax deducted at source.

vii) **EMPLOYEE BENEFITS**

To make regular contributions to the State administered Provident Fund which are charged against revenue. To provide for long term defined benefit schemes of gratuity and compensated absences on the basis of actuarial valuation on the Balance Sheet date based on the Projected Unit Credit Method. In respect of gratuity, the company funds the benefit through annual contributions to Life Insurance Corporation (LIC) under its Group Gratuity Scheme. The actuarial valuation of the liability towards the Gratuity Retirement benefits of the employees is made on the basis of certain assumptions with respect to the variable elements affecting the computations including estimation of interest rate of earnings on contributions to LIC. To recognise the actuarial gains and losses in the Profit and Loss account as income and expense in the period in which they occur.

viii) **PROPOSED DIVIDEND**

To provide for Dividend as proposed by the Directors in the books of account, pending approval at the Annual General Meeting.

ix) **FOREIGN CURRENCY TRANSLATIONS**

To record transactions in foreign currencies at the exchange rates prevailing on the date of the transaction. Gain / Losses arising out of fluctuations in the exchange rates are recognised in profit & loss in the period in which they arise. Liability/Receivables on account of foreign currency are converted at the exchange rates prevailing as at the end of the year.

x) **BORROWING COSTS**

To capitalise the borrowing costs that are directly attributable to the acquisition or construction of that capital asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

xi) **TAXES ON INCOME**

To provide and determine Current tax as the amount of tax payable in respect of taxable income for the period.  
To provide and recognise Deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence.  
Not to recognise Deferred tax assets on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that there will be sufficient future taxable income available to realise such assets.

xii) **FINANCIAL AND MANAGEMENT INFORMATION SYSTEMS**

To practice an integrated Accounting System which unites both Financial Books and Costing Records. The books of account and other records have been designed to facilitate compliance of the relevant provisions of the Companies Act, 1956 on the one hand, and meet the internal requirements of information and systems for Planning, Review and Internal Control (designed and based on "Uniform System of Accounts for "Uniform System of Accounts for Hotels"), on the other.

On behalf of the Board

Gurgaon, 30th April, 2009

S.C. Sekhar  
M. Riaz Ahmed

Director  
Director

