(Please scan this QR Code to view the Draft Red Herring Prospectus)

DRAFT RED HERRING PROSPECTUS
Dated March 31, 2023
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

SAMHI — SMART HOTEL INVESTMENTS

SAMHI HOTELS LIMITED

CORPORATE IDENTIFICATION NUMBER: U55101DL2010PLC211816

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
Caspia Hotels Delhi, District Centre Crossing, Opposite Galaxy Toyota, Outer Ring Road, Haider Pur, Shalimar Bagh, New Delhi 110 088, India	14th floor, Building 10C, Cyber City, Phase II, Gurugram 122 002, Haryana, India	Sanjay Jain, Senior Director - Corporate Affairs, Company Secretary and Compliance Officer	**Tel**: +91 124 4910 100 **E-mail**: compliance@samhi.co.in	www.samhi.co.in

DETAILS OF THE OFFER

Type	Fresh Issue size	Offer for Sale size	Total Offer size^	Eligibility and share reservation among QIBs, NIIs and RIIs
Fresh Issue and Offer for Sale	[●] Equity Shares aggregating up to ₹ 10,000 million	Up to 9,000,000 Equity Shares aggregating to ₹ [●] million	[●] Equity Shares aggregating to ₹ [●] million	The Offer is being made pursuant to 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 did not fulfil requirements under Regulation 6(1)(a), 6(1)(b) and 6(1)(c) of the SEBI ICDR Regulations. For further details, see '***Other Regulatory and Statutory Disclosures – Eligibility for the Offer***' on page 431. For details in relation to share reservation among QIBs, NIIs and RIIs, see '***Offer Structure***' beginning on page 447.

DETAILS OF THE OFFER FOR SALE

Name of Selling Shareholder	Type	Number of Equity Shares offered (up to) (in ₹ million)	Weighted Average Cost of Acquisition per Equity Share* (in ₹)
Blue Chandra Pte. Ltd.	Selling Shareholder	Up to 4,235,822 Equity Shares aggregating to ₹ [●] million	127.01
Goldman Sachs Investments Holdings (Asia) Limited	Selling Shareholder	Up to 2,478,363 Equity Shares aggregating to ₹ [●] million	208.81
GTI Capital Alpha Pvt Ltd	Selling Shareholder	Up to 1,547,018 Equity Shares aggregating to ₹ [●] million	127.94
International Finance Corporation	Selling Shareholder	Up to 738,797 Equity Shares aggregating to ₹ [●] million	191.92#

* *As certified by Nangia & Co. LLP, Chartered Accountants, pursuant to their certificate dated March 31, 2023.*

\# *As of the date of this Draft Red Herring Prospectus, IFC does not hold any Equity shares. An aggregate of 1,260,000 FCCDs held by IFC will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs held by IFC will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs held by IFC. The above proposed conversion has been considered while computing the weighted average cost of acquisition of Equity Shares held as on date of this Draft Red Herring Prospectus.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 and the Floor Price and Cap Price are [●] times and [●] times the face value of the Equity Shares, respectively. The Offer Price and the Price Band, each as determined by our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" beginning on page 124, should not be considered 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 entire investment. Investors 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 offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the 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***" beginning on page 29.

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 only such statements confirmed or undertaken by such Selling Shareholders in this Draft Red Herring Prospectus to the extent such statements pertain to such Selling Shareholder and/or 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. No Selling Shareholder assumes any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to the Company, or our business or the other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.
LISTING
The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). For the purposes of the Offer, [●] is the Designated Stock Exchange.

DETAILS OF BOOK RUNNING LEAD MANAGERS

JM FINANCIAL	JM Financial Limited	**Contact person** - Prachee Dhuree	**Tel -** + 91 22 6630 3030 **Email** - samhi.hotels@jmfl.com
kotak® Investment Banking	Kotak Mahindra Capital Company Limited	**Contact person** - Ganesh Rane	**Tel -** +91 22 4336 0000 **Email-** samhi.ipo@kotak.com

DETAILS OF REGISTRAR TO THE OFFER

KFin Technologies Limited (*Formerly KFin Technologies Private Limited*)	**Contact person** - M. Murali Krishna	**Tel -** +91 40 6716 2222; **Email -** samhihotels.ipo@kfintech.com

BID/OFFER PERIOD

Anchor Investor Bidding Date*	[●]	**Bid/Offer opens on***	[●]	**Bid/Offer closes on**#**	[●]

^ *Our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

* *Our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date.*

** *Our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited in consultation with the BRLMs, may decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date

DRAFT RED HERRING PROSPECTUS
Dated March 31, 2023
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

SAMHI HOTELS LIMITED

Our Company was incorporated as "SAMHI Hotels Private Limited" on December 28, 2010, as a private limited company under the Companies Act, 1956, at New Delhi, with a certificate of incorporation granted by the Registrar of Companies, National Capital Territory of Delhi and Haryana. On the conversion of our Company to a public limited company pursuant to a resolution passed by our shareholders on August 2, 2019, our name was changed to "SAMHI Hotels Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on August 16, 2019. For details of the change in the registered office of our Company, see "***History and Certain Corporate Matters***" beginning on page 195.

Corporate Identity Number: U55101DL2010PLC211816
Registered Office: Caspia Hotels Delhi, District Centre Crossing, Opposite Galaxy Toyota, Outer Ring Road, Haider Pur, Shalimar Bagh, New Delhi 110 088, India; **Tel:** +91 11 3981 3500
Corporate Office: 14th floor, Building 10C, Cyber City, Phase II, Gurugram 122 002, Haryana, India; **Tel:** +91 124 4910 100
Contact Person: Sanjay Jain, Senior Director - Corporate Affairs, Company Secretary and Compliance Officer; **Tel**: +91 (124) 4910 100
E-mail: compliance@samhi.co.in; **Website**: www.samhi.co.in

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

INITIAL PUBLIC OFFERING OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF SAMHI HOTELS LIMITED ("COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UP TO ₹ 10,000 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 9,000,000 EQUITY SHARES (THE "OFFERED SHARES") AGGREGATING TO ₹ [●] MILLION (THE "OFFER FOR SALE"), COMPRISING AN OFFER FOR SALE OF UP TO 4,235,822 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY BLUE CHANDRA PTE. LTD., UP TO 2,478,363 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY GOLDMAN SACHS INVESTMENTS HOLDINGS (ASIA) LIMITED, UP TO 1,547,018 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY GTI CAPITAL ALPHA PVT LTD AND UP TO 738,797* EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY INTERNATIONAL FINANCE CORPORATION (COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

* *As of the date of this Draft Red Herring Prospectus, IFC does not hold any Equity shares. An aggregate of 1,260,000 FCCDs held by IFC will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs held by IFC. For further details, see "**Capital Structure – Notes to Capital Structure – Conversion of outstanding FCCDs**" on page 94.*

OUR COMPANY, BLUE CHANDRA PTE. LTD. AND GOLDMAN SACHS INVESTMENTS HOLDINGS (ASIA) LIMITED IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF EQUITY SHARES, BY WAY OF APRIVATE PLACEMENT OF EQUITY SHARES AGGREGATING UP TO ₹ 2,000 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE "SCRR"). THE OFFER WILL BE CONSTITUTING AT LEAST [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, BLUE CHANDRA PTE. LTD. AND GOLDMAN SACHS INVESTMENTS HOLDINGS (ASIA) LIMITED, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI, WHERE OUR REGISTERED OFFICE IS SITUATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE" AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR 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").

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 1 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES

In case of a revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after such revision of the Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited may, in consultation with 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 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 Book Running Lead Managers ("**BRLMs**") and at the terminals of the other members of the Syndicate.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the "**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations, and the Offer constitutes [●]% of the post-Offer paid-up equity share capital of our Company. The Offer is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, where at least 75% of the Offer will be Allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), 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 price at which Equity Shares are allocated to Anchor Investors. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only 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 Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors ("**NIIs**"), of which (a) one-third portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price, and not more than 10% of the Offer shall be available for allocation to Retail Individual Investors ("**RIIs**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (other than Anchor Investors) shall mandatorily participate in this Offer through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the SCSBs or under the UPI Mechanism, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, specific attention is invited to "***Offer Procedure***" beginning on page 450.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 and the Floor Price and Cap Price are [●] times and [●] times the face value of the Equity Shares, respectively. The Offer Price and the Price Band, each as decided by our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" beginning on page 124, should not be considered 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 RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this 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 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***" beginning on page 29.

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. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms that only such statements confirmed or undertaken by such Selling Shareholders in this Draft Red Herring Prospectus to the extent such statements pertain to such Selling Shareholder and/or 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. No Selling Shareholder assumes any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to the Company, or our business or the other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. 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. For the purpose of this 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) 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 Documents for Inspection"*** beginning on page 483.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
JM FINANCIAL	kotak® Investment Banking	KFINTECH
JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Telephone**: + 91 22 6630 3030 **E-mail**: samhi.hotels@jmfl.com **Investor Grievance E-mail**: grievance.ibd@jmfl.com **Website:** www.jmfl.com **Contact person:** Prachee Dhuree **SEBI Registration:** INM000010361	**Kotak Mahindra Capital Company Limited** 1st Floor, 27 BKC, Plot No. C – 27 "G" Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India **Telephone**: +91 22 4336 0000 **E-mail**: samhi.ipo@kotak.com **Investor Grievance E-mail**: kmccredressal@kotak.com **Website**: https://investmentbank.kotak.com/ **Contact Person**: Ganesh Rane **SEBI Registration No.**: INM000008704	**KFin Technologies Limited** *(formerly known as KFin Technologies Private Limited)* Selenium, Tower-B Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032 Telangana, India **Telephone**: +91 40 6716 2222 **E-mail:** samhihotels.ipo@kfintech.com **Website**: www.kfintech.com **Investor Grievance E-mail**: einward.ris@kfintech.com **Contact Person**: M. Murali Krishna **SEBI Registration No.**: INR000000221

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

**Our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
***Our Company, Blue Chandra Pte. Ltd. and Goldman Sachs Investments Holdings (Asia) Limited, in consultation with 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.*
\# *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms and abbreviations have the following meanings in this Draft Red Herring Prospectus, and references to any statutes, legislations, rules, guidelines, regulations, circulars, notifications, clarifications, directions, or policies shall include any amendments, clarifications, modifications, replacements or re-enactments thereto, from time to time. 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.

*Unless the context otherwise indicates, all references to "**the Company**", and "**our Company**", are references to SAMHI Hotels Limited, a public limited company incorporated in India under the Companies Act, 1956 with its registered office at Caspia Hotels Delhi, District Centre, Crossing Opposite Galaxy Toyota Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088, India. Furthermore, unless the context otherwise indicates, all references to the terms "**we**", "**us**" and "**our**" are to our Company and our Subsidiaries (as defined below) on a consolidated basis.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder, as applicable. Notwithstanding the foregoing, the terms used in "**Industry Overview**", "**Key Regulations and Policies**", "**Statement of Possible Special Tax Benefits**", "**Financial Information**", "**Outstanding Litigation and Material Developments**" and "**Main Provisions of Articles of Association**" beginning on pages 171, 191, 134, 230, 414 and 470, respectively, shall have the meaning ascribed to them in the relevant section.*

Company Related Terms

Term	Description
AoA/ Articles of Association or Articles	The articles of association of our Company, as amended
Amendment Agreement	Amendment No. 2 dated March 31, 2023 to the Amended and Restated Shareholders' Agreement dated December 11, 2015 executed by and amongst Ashish Jakhanwala, Manav Thadani, Blue Chandra, GTI, Shree Naman Developers Private Limited, Thadani Hospitality LLP, Inblue Holdings Limited, IFC, GSA, Cerberus, Amit Jain, Anju Awtaney, Arti Jakhanwala and our Company
Argon	Argon Hotels Private Limited
Ascent	Ascent Hotels Private Limited
Asiya Capital	ACIC Mauritius 1 and ACIC Mauritius 2
Audit Committee	The audit committee of our Board, as described in ***"Our Management"*** on page 216
Auditors/ Statutory Auditors	The statutory auditors of our Company, being M/s. B S R & Co. LLP, Chartered Accountants
Barque	Barque Hotels Private Limited
Blue Chandra	Blue Chandra Pte. Ltd.
Blue Chandra Call Option Agreement	The call option agreement dated December 11, 2015 amongst our Company, Blue Chandra, GTI, Ashish Jakhanwala and Manav Thadani
Board/ Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Call Option Agreements	Collectively, (a) each of the call option deeds dated December 11, 2015 amongst our Company, GSA and (i) Ashish Jakhanwala, Shree Naman Developers Private Limited and Thadani Hospitality LLP, (ii) Blue Chandra, (iii) GTI, (iv) Ray Ltd. and (v) Manav Thadani, and (b) the Blue Chandra Call Option Agreement
Caspia	Caspia Hotels Private Limited
Cerberus	Sarvara Investment Fund I
Chief Executive Officer/ CEO	Chief executive officer of our Company, being Ashish Jakhanwala
Chief Financial Officer/ CFO	Chief financial officer of our Company, being Rajat Mehra
Corporate Office	The corporate office of our Company, situated at 14th floor, Building 10C, Cyber City, Phase II, Gurugram 122 002, Haryana, India

Term	Description
CSR Committee	The corporate social responsibility committee of our Board, as described in ***"Our Management"*** on page 220
Director(s)	The director(s) on our Board of Directors, as described in ***"Our Management"*** on page 209
ACIC SPVs	Collectively, (i) DUET India Hotels (Pune) Private Limited, (ii) DUET India Hotels (Ahmedabad) Private Limited, (iii) DUET India Hotels (Chennai) Private Limited, (iv) DUET India Hotels (Chennai OMR) Private Limited, (v) DUET India Hotels (Hyderabad) Private Limited, (vi) DUET India Hotels (Jaipur) Private Limited, (vii) DUET India Hotels (Navi Mumbai) Private Limited, (viii) DUET India Hotels (Bangalore) Private Limited, and (ix) ACIC Advisory Private Limited
Equity Shares	The equity shares of our Company of a face value of ₹ 1 each
ESOP Scheme	Employees Stock Option Plan 2023- I
FCCDs	10% interest bearing fully paid fully compulsorily convertible debentures of our Company of face value ₹ 1,000 each, issued to IFC
Group Companies	In terms of SEBI ICDR Regulations, the term "group companies" includes companies (other than our Subsidiaries) with which there were related party transactions as disclosed in the Restated Consolidated Financial Information as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in "***Our Group Companies***" on page 227
GSA	Goldman Sachs Investments Holdings (Asia) Limited
GTI	GTI Capital Alpha Pvt Ltd
IFC	International Finance Corporation
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer
JLL	Jones-Lang LaSalle Property Consultants (India) Private Limited
JLL Report	Report titled "*Indian Hospitality Industry Overview*" dated February 28, 2023, prepared by JLL, commissioned and paid for by our Company, exclusively in relation to the Offer
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, and as described in "***Our Management***" on page 223
Materiality Policy	The policy adopted by our Board on March 27, 2023 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended
NCDs	Non-convertible debentures of our Company of a face value of ₹ 1,000,000 each, issued to Mercer Investments (Singapore) Pte. Ltd., GTI Capital Epsilon Pvt. Ltd. and IFC
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in ***"Our Management"*** on page 218
Paulmech	Paulmech Hospitality Private Limited
Pro Forma Condensed Financial Information	The pro forma condensed balance sheet as of March 31, 2022 and September 30, 2022, and the pro forma statement of profit and loss (including other comprehensive income) for the year ended March 31, 2022 and the six months period ended September 30, 2022, read with the explanatory notes to the pro forma condensed financial information, as included in "***Pro Forma Condensed Financial Information***" on page 367. The Pro Forma Condensed Financial Information has been prepared to show retrospectively the impact of the Proposed ACIC Acquisition on our restated consolidated balance sheet as of March 31, 2022 and September 30, 2022, as if such transaction was completed on March 31, 2022 and September 30, 2022, respectively, and on our restated consolidated statement of profit and loss (including other comprehensive income) for the year ended March 31, 2022 and the six months ended September 30, 2022, as if such transaction was completed on April 1, 2021 and April 1, 2022, respectively

Term	Description
Proposed ACIC Acquisition	Our Company's proposed acquisition of 962 keys across six operating hotels and a parcel of land for the development of a hotel in Navi Mumbai, Maharashtra from Asiya Capital, in relation to which our Company has entered into a binding share subscription and purchase agreement dated March 30, 2023 with Asiya Capital and the ACIC SPVs
Registered Office	The registered office of our Company, situated at Caspia Hotels Delhi, District Centre, Crossing Opposite Galaxy Toyota, Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088, India
Restated Consolidated Financial Information	Restated consolidated financial information of our Company and our Subsidiaries, which comprises of the Restated Consolidated Balance Sheet as at September 30, 2022, March 31, 2022, March 31, 2021 and March 31, 2020; the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Cash Flows for the six months period ended September 30, 2022 and years ended March 31, 2022, March 31, 2021 and March 31, 2020; and the summary of significant accounting policies, the statement of adjustments to restated consolidated financial information and the notes to the restated consolidated financial information as included in "***Financial Statements***" on page 230
Risk Management Committee	The risk management committee of our Board, as described in "***Our Management***" on page 221
RoC/ Registrar of Companies	Registrar of Companies, Delhi and Haryana, at New Delhi
SAMHI Ahmedabad	SAMHI Hotels (Ahmedabad) Private Limited
SAMHI Gurgaon	SAMHI Hotels (Gurgaon) Private Limited
SAMHI JV	SAMHI JV Business Hotels Private Limited
Selling Shareholder(s)	Blue Chandra, GSA, GTI and IFC
Senior Management	Senior management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations, and as described in "***Our Management***" on page 223
Shareholders	The holders of the Equity Shares from time to time
Shareholders' Agreement/ SHA	Amended and Restated Shareholders' Agreement dated December 11, 2015 executed by and amongst Ashish Jakhanwala, Manav Thadani, Blue Chandra, GTI, Shree Naman Developers Private Limited, Thadani Hospitality LLP, IFC, GSA, Cerberus and our Company ("**SHA Parties**") and Ray Ltd., as amended by, (i) the First Amendment to the Amended and Restated Shareholders' Agreement dated September 30, 2021 executed by the SHA Parties and Inblue Holdings Limited, and (ii) the Amendment Agreement
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board, as described in ***"Our Management"*** on page 220
Subsidiaries	Subsidiaries of our Company, as described under "***History and Certain Corporate Matters – Subsidiaries of our Company***" on page 201
Waiver Letter	Waiver Letter dated March 31, 2023 executed by and amongst Ashish Jakhanwala, Manav Thadani, Blue Chandra, GTI, Shree Naman Developers Private Limited, Thadani Hospitality LLP, Inblue Holdings Limited, IFC, GSA, Cerberus, Amit Jain, Anju Awtaney, Arti Jakhanwala and our Company

Offer Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the respective Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotted/Allotment/Allot	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to successful Bidders
Allottee	A successful Bidder to whom the Equity Shares are Allotted

Term	Description
Anchor Investor	A QIB, who applies 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 according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, Blue Chandra and GSA, in consultation with the BRLMs
Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price but not higher than the Cap Price
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, Blue Chandra and GSA, in consultation with the BRLMs, to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion is 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/ ASBA	The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account and will include amounts blocked by SCSBs upon acceptance of UPI Mandate Request made by the UPI Bidders
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders bidding through the ASBA process, 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, the Escrow Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" on page 450
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than an Anchor Investor), or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe for or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under 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 the Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer In the case of Retail Individual Investors Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investors and mentioned in the Bid cum Application Form
Bid cum Application Form	The ASBA Form or Anchor Investor Application Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
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 be published in [●] editions of [●] (a widely circulated English national daily newspaper), and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located). In case of any revisions, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock

Term	Description
	Exchanges, by issuing a press release, and also by indicating the change on the websites of the BRLMs and at the terminals of the other members of the Syndicate. Our Company, Blue Chandra and GSA, in consultation with the BRLMs may consider closing the Bid/Offer Period for the QIB Portion one Working Day prior to the Bid/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, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located)
Bid/Offer Period	Except in relation to Bids received from the Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Our Company, Blue Chandra and GSA, in consultation with the BRLMs may consider closing the Bid/ Offer Period for the QIB Portion one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder	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 Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branch 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
Book Running Lead Managers/ BRLMs	The book running lead managers to the Offer, in this case being JM Financial Limited and Kotak Mahindra Capital Company Limited
Broker Centres	Broker centres of the Registered Brokers where Bidders (other than Anchor Investors) can submit the ASBA Forms to a Registered Broker. 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/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band above which the Offer Price and Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted, including any revisions thereof. . The Cap Price shall be at least 105% of the Floor Price.
Client ID	Client identification number maintained with one of the depositories in relation to demat account
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered with SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time
Collecting 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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	The Offer Price, finalized by our Company, Blue Chandra and GSA, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors are entitled to bid at the Cut-off Price. QIBs

Term	Description
	(including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, and bank account details and UPI ID, as applicable
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account or the Refund Account, 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 RIIs 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 Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Investors (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such centres of the RTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://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 Stock Exchange	[●]
DP	Depository Participant
DP ID	Depository Participant's identity number
Draft Red Herring Prospectus/DRHP	This draft red herring prospectus dated March 31, 2023 filed with the SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares are offered and the size of the Offer, and includes any addenda or corrigenda thereto
Eligible FPI(s)	FPI(s) 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 subscribe to the Equity Shares
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS or NACH in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	The agreement dated [●], to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, and Banker(s) to the Offer for collection of the Bid Amounts from Anchor Investors and where applicable

Term	Description
	remitting refunds, if any, to such Anchor Investors, on the terms and conditions thereof
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being [●]
First 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 appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and Anchor Investor Offer Price will be finalized and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	Fresh issue of [●] Equity Shares by our Company aggregating up to ₹ 10,000 million to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus. Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company
JM	JM Financial Limited
Kotak	Kotak Mahindra Capital Company Limited
Maximum RII Allottees	The maximum number of Retail Individual Investors who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Investors by the minimum Bid Lot
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement dated [●] entered between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
NBFC-SI	Systemically important non-banking financial company, as covered under Regulation 2(1)(ss)(xiii) of the SEBI ICDR Regulations
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., proceeds from the Fresh Issue, less Offer Expenses. For further details, see "***Objects of the Offer***" on page 106
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
Non-Institutional Portion	The portion of the Offer, being not more than 15% of the Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors, of which (a) one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and (b) up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors/NIIs	Bidders that are not QIBs, RIIs and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)

Term	Description
Offer	The initial public offering of [●] Equity Shares of face value of ₹ 1 each for cash at a price of ₹ [●] each, aggregating to ₹ [●] million comprising the Fresh Issue and the Offer for Sale Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR
Offer Agreement	The agreement dated March 31, 2023 entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to amongst such parties in relation to the Offer
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company, Blue Chandra and GSA, in consultation with the BRLMs in terms of the Red Herring Prospectus on the Pricing Date.
Offered Shares	Up to 9,000,000 Equity Shares offered as part of the Offer for Sale, comprising up to 4,235,822 Equity Shares by Blue Chandra, up to 2,478,363 Equity Shares by GSA, up to 1,547,018 Equity Shares by GTI and up to 738,797* Equity Shares by IFC * *Assuming conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares in aggregate prior to the filing of the Red Herring Prospectus with the RoC.*
Offer for Sale	The offer for sale of up to 9,000,000 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders in the Offer
Pre-IPO Placement	A further issue of Equity Shares, by way of a private placement of Equity Shares, aggregating up to ₹ 2,000 million, which may be undertaken by our Company, Blue Chandra and GSA, in consultation with the BRLMs, prior to the filing of the Red Herring Prospectus with the RoC subject to compliance with Rule19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR
Price Band	Price band ranging from a Floor Price of ₹ [●] per Equity Share to a Cap Price of ₹ [●] per Equity Share, including revisions thereof, if any. The Price Band will be decided by our Company, Blue Chandra and GSA, in consultation with the BRLMs, and the minimum Bid Lot size will be decided by our Company, Blue Chandra and GSA, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national newspaper) and [●] editions of [●] (a widely circulated Hindi national newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is situated), 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 made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company, Blue Chandra and GSA, in consultation with the BRLMs, shall finalize the Offer Price
Prospectus	The prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with the provisions of Sections 26 and 32 of the Companies Act 2013 and the SEBI ICDR Regulations, including any addenda or corrigenda thereto and containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	The bank account to be opened with the Public Offer Account Bank under Section 40(3) of the Companies Act 2013 to receive monies from the Escrow Account(s) and the ASBA Accounts on the Designated Date

Term	Description
Public Offer Account Bank	The bank with whom the Public Offer Account is opened for collection of Bid Amounts from the Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
QIB Portion	The portion of the Offer, being at least 75% of the Offer, or [●] Equity Shares, which shall be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, Blue Chandra and GSA, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price, or the Anchor Investor Offer Price (for Anchor Investors)
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act 2013, the SEBI ICDR Regulations which will not have complete particulars of the price at which the Equity Shares shall be allotted and which shall be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank	The bank which is a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
Registrar Agreement	The agreement dated March 29, 2023, entered into between our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer	Kfin Technologies Limited *(formerly known as Kfin Technologies Private Limited)*
Retail Portion	The portion of the Offer, being not more than 10% of the Offer, or [●] Equity Shares, available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, which shall not be less than the minimum Bid lot, subject to availability in the Retail Portion
Retail Individual Investors/ RIIs	Bidders (including HUFs and Eligible NRIs), whose Bid Amount for Equity Shares in the Offer is not more than ₹ 200,000 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)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB Portion and Non-Institutional Investors bidding in the Non-Institutional Portion are not permitted to withdraw their Bid(s) or lower the size of 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 Investors can revise their Bids during Bid/ Offer period and withdraw their Bids until Bid/ Offer Closing Date
Self-Certified Syndicate Banks or SCSBs	(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) Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using

Term	Description
	UPI mechanism is provided as Annexure A to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is 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.
Share Escrow Agent	[●]
Share Escrow Agreement	The agreement dated [●], entered into by and among the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by each Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, 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 has been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders and carry out any other responsibilities, in terms of the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in this case being [●] and [●]
Stock Exchanges	Together, the BSE and NSE
Syndicate Agreement	The agreement dated [●], entered into amongst the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bids cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●]
Syndicate or members of the Syndicate	Collectively, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 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 ₹ 500,000 shall use UPI and 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	Circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number 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 no. SEBI/HO/CFD/DIL1/CIR/P/2021/47

Term	Description
	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/P/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, along with circular number 25/2022 issued by NSE and circular number 20220803-40 issued by BSE, each dated August 3, 2022 and any other circulars issued by SEBI, Stock Exchanges or any other governmental authority in relation thereto from time to time
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder, by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that is used by UPI Bidders to make Bids in the Offer
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/ Offer Period , "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India, in accordance with the relevant circulars issued by SEBI

Conventional and General Terms and Abbreviations

Term	Description
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016 and Companies (Auditor's Report) Order, 2020
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act 2013	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	Copyright Act, 1957
Depositories Act	Depositories Act, 1996, read with the rules, regulations, clarifications and modifications thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depository Participant	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI
EBLR	External Benchmark Lending Rate
ECLGS	Emergency Credit Line Guarantee Scheme
EIA Notification	Environment Impact Assessment Notification, 2006, issued by the Ministry of Environment, Forest and Climate Change

Term	Description
Environment Protection Act	Environment Protection Act, 1986
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPF	Employees' Provident Fund
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
ESI	Employees' State Insurance
FCNR Account	Foreign Currency Non-Resident (Bank) Account established in accordance with provisions of FEMA
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
Financial Year/fiscal/ Fiscal Year/ FY/ F.Y.	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FSI	Floor space index
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations) registered with the SEBI
GDP	Gross Domestic Product
GoI/ Central Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act 2013 and referred to in the Ind AS Rules
Ind AS 24	Indian Accounting Standard 24 on Related Party Disclosure issued by the MCA
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
MCA	The Ministry of Corporate Affairs, Government of India
Mutual Funds	Mutual funds registered with the SEBI under the SEBI (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NAV	Net asset value
NCR	National Capital Region
Net asset value per Equity Share	Net Worth divided by the weighted average number of Equity Shares outstanding during the year
Net Worth	Net worth is calculated as equity share capital plus other equity less capital reserve
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-Resident Indian
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/ 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 beneficial interest is irrevocably held by NRIs directly or

Term	Description
	indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
OCDs	Optionally Convertible Debentures
OCRDs	Optionally Convertible Redeemable Debentures
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW /Return on Net Worth	Restated loss for the period or year / Net Worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A of the U.S. Securities Act
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 Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Offer) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
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 Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
U.S. GAAP	United States Generally Accepted Accounting Principles in the United States of America
U.S. Investment Company Act	U.S. Investment Company Act of 1940, as amended
U.S. QIBs	"Qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act
U. S. Securities Act	United States Securities Act, 1933, as amended
US$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VAT	Value Added Tax
Water Act	Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Industry Related Terms

Definitions for the Business section

Term	Description
AAEC	An adverse effect on competition
Adjusted EBITDA	Earnings before interest, tax, depreciation, amortisation and exceptional items loss/(gain). It is calculated by adding restated loss for the period/year, finance

Term	Description
	costs, total tax expense/(income), depreciation and amortisation expense and exceptional items
Adjusted EBITDA from Assets	Earnings before interest, tax, depreciation, amortisation, exceptional items loss/(gain) and corporate expenses. It is calculated by adding Adjusted EBITDA and corporate expenses.
Adjusted EBITDA Margin	Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by Total Income
Adjusted EBITDA Margin from Assets	Adjusted EBITDA Margin from Assets is calculated as Adjusted EBITDA from Assets divided by Total Income from Assets.
Adjusted Gross Block	Gross Block as per the Restated Consolidated Financial Information adjusted for intangible assets, right-to-use assets, investment property, capital work-in-progress, goodwill and revaluation reserve
Average Cost per Key	The ratio of 'Gross Block and Other Intangible Assets' as per the Restated Consolidated Financial Information as at September 30, 2022 (considering the fair value designated as deemed cost of Gross Block on the date of transition to Ind AS) and further decreased for 'Right to Use of Land & Building', and 'capital work-in-progress and removing the impact of Revaluation Reserves for Revaluations undertaken post-transition to Ind AS upon 'total operating keys' as on September 30, 2022
Average Room Rent	Average Room Rent is calculated total revenue from sale of rooms received for a relevant period divided by the total available room night.
Average Occupancy	Average Occupancy is calculated the total room nights sold in a relevant period/year divided by the total available room nights in the same relevant period/year.
BESCOM	Bangalore Electricity Supply Company Limited
CSR	Corporate social responsibility
Domestic Customer Volume	The percentage of nights occupied by customers who are Indian citizens as compared to total nights occupied over the period presented
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation. It is calculated by adding the restated loss for the period/year, finance costs + total tax expense/(income) and depreciation and amortisation expense
F&B	Food and Beverage
FSI	Floor space index
Gross Block	The total of all assets valued at cost of acquisition
Growth in Total Income (%)	Growth in Total Income (%) is calculated as a percentage of Total Income of the relevant period/year minus Total Income of the preceding period/year, divided by Total Income of the preceding period/year
Hyatt	Hyatt India Consultancy Private Limited
IHG	InterContinental Hotels Group (India) Private Limited
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 period/year minus inventory of the preceding period/year, divided by Inventory of the preceding period/year
IoT	Internet of Things
IoT Engineering Platform	An IoT based building management and engineering solution platform
Keys	The number of rooms available for sale in our hotels
Marriott	Marriott Hotels India Private Limited
Marriott operated hotels	All hotels and resorts in India whose operation is supervised, directed and controlled by Marriott or its affiliates using the brand names owned by or available to Marriott or its affiliates
MWC	Mahindra World Centre
Net borrowings	*(1)* For Restated Consolidated Financials for SAMHI Hotels Ltd., Net borrowings = Non-current financial liabilities – Borrowings + Current financial liabilities – Borrowings + Interest accrued on borrowings – Cash and cash equivalents – Bank balances other than cash and cash equivalents - Bank deposits (due to mature within 12 months from the reporting date) – Bank deposits (due to mature after 12 months from the reporting date)–

Term	Description
	(2) For Pro forma Financials for SAMHI Hotels Limited and ACIC SPVs, Net borrowings = Non-current financial liabilities – Borrowings + Current financial liabilities – Borrowings – Cash and cash equivalents – Bank balances other than cash and cash equivalents–
OMR	Old Mahabalipuram Road
ORR	Outer Ring Road
Restated loss for the period/year Margin	Restated loss for the period or year / Total income
Total Income	Total income as per the Restated Consolidated Financial Information
Total Income from Assets	Total Income from Assets represents revenue generated from our hotel operations (namely room revenue, food and beverage revenue, and revenue from recreation and other services, property management and space rentals) as well as other income which is directly attributable to our hotel operations

Definitions for the Industry section

Term	Description
ARR/Average Room Rate	Average Room Rate represents hotel room revenues divided by total number of room nights sold in a given period (including rooms that were available for only a certain portion of that period)
Average Occupancy	Average Occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available at our hotels
Branded/ Chain Affiliated Hotels	Hotels affiliated to any domestic or international hotel brand. These hotels are marketed under their brand/ affiliation
CPI	Consumer price index
CY	Calendar Year
Economic Impact Report	World Travel and Tourism Council's Economic Impact 2019 Report
Economy/ Budget	These are typically two-star hotels providing functional accommodations and limited services, while being focused on price consciousness
FMCG	Fast-moving consumer goods
FTA	Foreign Tourists Arrivals
GOP	Gross Operating Profit as per USHA (Uniform Systems of Hotel Accounting) is defined as Total Income less departmental and undistributed operating expenses
IATA	International Air Transport Association
Independent Hotels	An independent hotel is a hotel that is independently owned and operated. It doesn't allow any other proprietors to use its name/ brand. Independent hotels are likely to operate in single or limited number of markets probably may be with limited services or product
Luxury	Typically refers to the topmost tier of hotels. In India, these would generally be classified as five-star deluxe hotels
MICE	Acronym for Meetings, Incentives, Conferences and Events
Mid-scale	These are usually three-to-four-star hotels with distinctly moderate room sizes and pricing. Hotels in this category may have select services and facilities
Organised Hotels	Includes Branded/ Chain Affiliated Hotels and Independent Hotels
PPP	Purchasing Power Parity
PAR	Per Available Room
Rebranding	An exercise when a hotel property gets affiliated to a different brand/ affiliation. This also includes changing from Independent Hotel to Chain Affiliated Hotel.
RevPAR	Revenue per available room is calculated by multiplying ARR charged and the Average Occupancy achieved
Staff-to-Room Ratio/ Staff-to-Key Ratio/ Staff Per Key Ratio	Staff-to-Key Ratio is calculated by dividing total staff (both employees and personnel engaged on a contractual basis) by number of available keys in our hotel portfolio
Upper Mid-scale	These hotels are full-service hotels, typically with lesser public areas and facilities, and relatively smaller room sizes, in comparison to Upper Upscale and Upscale hotels. In India, these would generally be classified as four-star hotels.
Upper Upscale and Upscale	These are hotels which are more moderately positioned and priced than luxury hotels. Hotels in this category would have multiple dining and recreational

Term	Description
	facilities with large public areas. In India, these would generally be classified as five-star hotels

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "**India**" are to the Republic of India and its territories possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references in this Draft Red Herring Prospectus to the "**U.S.**", "**USA**" or "**United States**" are to the United States of America.

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

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

Financial Data

Unless stated or the context requires otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information. The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus is as of and for Financial Years ended March 31, 2020, March 31, 2021 and March 31, 2022 and the six months ended September 30, 2022, and have been prepared in accordance with the requirements of Section 26 of Part I of Chapter III the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and 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**") as amended. For further information, see "***Financial Statements***" on page 230.

The Pro Forma Condensed Financial Information included in this Draft Red Herring Prospectus has been prepared to show retroactively the impact of the Proposed ACIC Acquisition on our restated consolidated balance sheet as of March 31, 2022 and September 30, 2022, as if such transaction was completed on March 31, 2022 and September 30, 2022, respectively, and on our restated consolidated statement of profit and loss (including other comprehensive income) for the Financial Year 2022 and the six months ended September 30, 2022, as if such transaction was completed on April 1, 2021 and April 1, 2022, respectively. For further information, see "***Pro Forma Condensed Financial Information***" on page 367.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular fiscal or financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are differences between the Ind AS, the International Financial Reporting Standards (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, 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, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices, the Companies Act 2013 and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify or explain the differences between the financial data (prepared under Ind AS) and IFRS/USGAAP, nor have we provided a reconciliation thereof. We urge you to consult your own advisors regarding such differences and their impact on our financial data.

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 29, 140 and 386, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information.

Certain figures contained in this Draft Red Herring Prospectus, including our financial statements, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In this Draft Red

Herring Prospectus, any discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off. 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.

Information included in the section "***Our Business***" in relation to certain operating data not otherwise included in the Restated Consolidated Financial Information and certain business information and data such as segment-wise and operator wise number of keys, Occupancy, Average Room Rate, RevPAR, Total Income by City, Average Cost per Key and Staff-to-Key ratio, among others have been reviewed and verified by Nangia & Co. LLP, Chartered Accountants, and confirmed by way of their certificate dated March 31, 2023.

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-GAAP financial measures relating to our financial performance such as Net Worth, Return on Net Worth, Net Asset Value per Equity Share, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted EBITDA from Assets, Total income from Assets and Adjusted EBITDA margin from Assets, have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures relating to our financial performance as we consider such information to be supplemental and useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period 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 financial measures are not standardised terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible. These Non-GAAP financial measures and other information relating to financial performance 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 and hence have limited usefulness as a comparative measure. For further details, please see "***Risk Factors – External Risk Factors – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition***" on page 64 and *"**Other Financial Information – Reconciliation of Non-GAAP Measures**"* on page 378.

Industry and Market Data

For the purpose of confirming our understanding of the industry in connection with the Offer, we have commissioned a report titled "*Indian Hospitality Industry Overview*" dated February 28, 2023 prepared by JLL ("**JLL Report**"). JLL has required us to include the following disclaimer in connection with the JLL Report:

"*SAMHI Hotels Limited has commissioned Jones Lang LaSalle Property Consultants (India) Private Limited (hereinafter referred to as 'JLL') to prepare an independent Indian Hospitality Industry Overview Report (the "JLL Report") covering the Indian hotels and hospitality market. SAMHI Hotels Limited has obtained the JLL Report in connection with the Offer of its equity shares through a listing on recognised stock exchanges in India.*

The JLL Report has been prepared for the sole use of SAMHI Hotels Limited for the purposes of the Offer. Given the nature of JLL Report same is prepared with the intent that the same shall restricted to be used by SAMHI Hotels Limited for the above-mentioned purpose only.

The JLL Report relies on information from market and public sources, which may not be completely accurate. Thus, such information has been crosschecked independently from other market and public sources to ascertain the broad credibility of information being provided by the market and public sources. Accordingly, such data and/or information provided and/or utilized in the report for the purposes of analysis have been done on best effort and knowledge basis.

The information in the JLL Report reflects prevailing conditions and JLL's view as of the date of the JLL Report, all of which are, accordingly, subject to change. In preparing this document, JLL has relied upon and assumed, without independent verification, the accuracy and completeness of all information available from public sources.

Should any information or projection change in the future or not prevail, JLL shall not be responsible in relation to the same.

JLL is providing the JLL Report for information purposes only. JLL would like to highlight that the JLL Report does not take into account the individual circumstances, financial situation, investment objectives or requirements of a potential investor or any other person. It is intended to be used as a reference only and does not constitute advice, including without limitation, investment, legal, tax and financial or any other type of expert advice. Any recipient of the JLL Report, must, however, make its independent assessment of the various investment options with regard to the relevance and the adequacy of the information contained herein, and should make the investigations it deems necessary. "

Aside from the above, unless otherwise stated, industry and market data used throughout this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as sources of industry data/ industry publications. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. The data used in these sources may have been reclassified or re-ordered by us for the purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors – Internal Risk Factors – This Draft Red Herring Prospectus contains information from third party industry sources, including the JLL Report, which has been exclusively commissioned and paid for by our Company solely for the purposes of the Offer"*** on page 58. Accordingly, investment decisions should not be based solely on such information.

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**INR**" or "**Rs.**" are to Indian Rupees, the official currency of the Republic of India. All references to "**U.S. Dollar**" or "**USD**" or "**US$**" are to United States Dollar, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions, except where specifically indicated. One million represents 10 lakhs or 1,000,000 and ten million represents 1 crore or 10,000,000. However, where any figures that have been sourced from third party industry sources may be expressed in denominations other than millions or may be rounded-off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of U.S. Dollar into Indian Rupees and this has been so presented to comply with the SEBI ICDR Regulations. This conversion should not be construed as a representation that those U.S. Dollars could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth as of the dates/ period indicated, information with respect to the exchange rate between the Indian Rupee and the U.S. Dollar:

(in ₹)

Currency	Exchange Rate as on September 30, 2022	Exchange Rate as on March 31, 2022	Exchange Rate as on March 31, 2021	Exchange Rate as on March 31, 2020
1 US$	81.55	75.81	73.50	75.39

Source: www.fbil.org.in

Note: In case March 31 of any of the respective years / period is a public holiday, the previous Working Day not being a public holiday has been considered.

Disclaimer of Marriott, one of the hotel operators

"*The Marriott group (which includes Marriott and its affiliates) is not a promoter or sponsor of the Company. The Marriott group does not, and will not, vouch for the accuracy and completeness of any statements or* *information included in this Draft Red Herring Prospectus and shall not be held responsible for the same. Further, our Company has no rights or interests over the intellectual property owned by the Marriott group.*"

Disclaimer of Hyatt, one of the hotel operators

"Neither Hyatt India Consultancy Private Limited nor any of its affiliates are associated with this Draft Red Herring Prospectus or with the proposed initial public offering of shares of the Company, in any manner whatsoever. Hyatt Regency™ and Hyatt Place™ and related marks are trademarks of Hyatt Corporation or its affiliates."

Disclaimer of IHG, one of the hotel operators

"Neither InterContinental Hotels Group (India) Private Limited nor any of its affiliates (together, the IHG Group) are associated with this Draft Red Herring Prospectus or with the proposed initial public offering of shares of the Company, in any manner whatsoever. The IHG Group does not, or will not, vouch for the accuracy and completeness of any statements or information included in this Draft Red Herring Prospectus and shall not be held responsible or liable to any party for the same."

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, 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. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "**QIBs**") pursuant to Section 4(a) of the U.S. Securities Act and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. See "***Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions***" on page 434.

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.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which include statements with respect to our business strategy, our revenue and profitability, our goals and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward looking statements include statements with respect to our business strategy, our expected revenue and profitability, our goals and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward looking statements can generally be identified by words or phrases such as *"**aim**", "**anticipate**", "**believe**", "**expect**", "**estimate**", "**intend**", "**likely to**", "**objective**", "**plan**", "**propose**", "**project**", "**will continue**", "**seek to**", "**strive to**", "**will pursue**"* or other words or phrases of similar import. Similarly, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such 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. This could be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes in the industry we operate in 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 that may have an impact on our business or investments, monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates and prices, the general performance of Indian and global financial markets, changes in the competitive landscape and incidence of any natural calamities and/or violence. Significant factors that could cause our actual results to differ materially include, but are not limited to:

- Inability to realize anticipated growth opportunities and synergies from acquired assets;
- Inability to obtain waivers for non-compliances in relation to covenants under financial agreements;
- Inadequate cash flows to meet the demands of the capital-intensive industry we operate in;
- Termination or non-renewal of material hotel operator services and/or agreements;
- Adverse developments affecting hotels or geographies from where significant portions of our business are concentrated;
- Non-compliance with the terms of lease agreements in relation to buildings where certain of our hotels are located, or our inability renew the same or enter into new agreements;
- Inability to attract and retain qualified personnel, including our senior management;
- Adverse outcomes in certain litigations in which our Company and our Subsidiaries are involved;
- Seasonal and cyclical variations in the hospitality industry in India; and
- Inclusion of qualifications and emphasis of matter paragraphs in the audit reports of our Company.

For a further discussion of factors that could cause our actual results to differ, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 29, 140 and 386, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as the statements based on them could prove to be inaccurate.

We cannot assure investors that the expectations 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.

Neither our Company, the Selling Shareholders, our Directors, nor the Syndicate, or 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 requirements of SEBI, our Company and the BRLMs will ensure that investors in India are informed of material developments from the date of the filing of the Red Herring Prospectus until the receipt of final listing and trading approvals by the Stock Exchanges for the Equity Shares pursuant to the Offer. Each Selling Shareholder (severally and not jointly) will ensure that the Company is informed of material developments in relation to the statements relating to and undertakings confirmed or undertaken by such Selling Shareholder and its portion of the Offered Shares in the Red Herring Prospectus, from the date thereof, until the receipt of final listing and trading approvals from the Stock Exchanges. Further, only statements and undertakings which are confirmed or undertaken by each Selling Shareholder, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder as of the date of this Draft Red Herring Prospectus.

SUMMARY OF THIS DRAFT RED HERRING PROSPECTUS

The following is a general summary of the terms of the Offer and is neither 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 entitled "***Risk Factors***", "***Capital Structure***", "***Objects of the Offer***", "***Industry Overview***", "***Our Business***", "***Offer Procedure***" and "***Main Provisions of the Articles of Association***" beginning on pages 29, 91, 106, 171, 140, 450 and 470, respectively.

Summary of Business

We are a prominent branded hotel ownership and asset management platform in India, with the third largest inventory of operational keys (owned and leased) in India as of February 28, 2023 (*Source: JLL Report*). Within 12 years of starting our business operations, we have built a portfolio of 3,839 keys across 25 operating hotels in 12 of India's key urban consumption centers, including Bengaluru, Hyderabad, National Capital Region, Pune, Chennai and Ahmedabad, as of February 28, 2023. All of our hotels are in the Upper Upscale and Upscale, Upper Mid-scale and Mid-scale hotel segments. Our hotels typically operate under long-term management contracts with established and well recognized global hotel operators such as Marriott, Hyatt and IHG.

Summary of Industry in which our Company operates

The Indian travel and tourism industry is expected to demonstrate strong demand growth between 2019 and 2028 with a CAGR of 10.35%. The Indian hospitality industry directly benefits from economic growth in India. Rapid urbanization, expansion of office market, increasing domestic travel, low set-up costs as compared to other developed and developing economies, initiatives from the Government of India and the availability of an established talent pool provide strong demand for the hospitality industry in the foreseeable future. On the back of this surge in domestic consumption and underlying GDP growth, the Indian hospitality industry is seeing strong capacity utilization in recent quarters of the Financial Year 2023. *(Source: JLL Report*)

Promoters

Our Company is a professionally managed company and does not have an identifiable promoter in terms of SEBI ICDR Regulations and the Companies Act 2013.

Offer Size

Offer	[●] Equity Shares, aggregating to ₹ [●] million
of which	
Fresh Issue(1)(3)	[●] Equity Shares, aggregating up to ₹ 10,000 million
Offer for Sale(2)	Up to 9,000,000 Equity Shares, aggregating to ₹ [●] million by the Selling Shareholders (comprising up to 4,235,822 Equity Shares aggregating to ₹ [●] million by Blue Chandra, up to 2,478,363 Equity Shares aggregating to ₹ [●] million by GSA, up to 1,547,018 Equity Shares aggregating to ₹ [●] million by GTI and up to 738,797 Equity Shares aggregating to ₹ [●] million by IFC)

(1) *The Offer has been authorized by our Board pursuant to its resolution dated March 9, 2023 and the Fresh Issue has been approved by the Shareholders pursuant to their resolution dated March 11, 2023. Further, our IPO Committee has taken on record the consent of each of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated March 31, 2023.*

(2) *Each of the Selling Shareholders, severally and not jointly, has authorized its participation in relation to its respective portion of the Offered Shares in the Offer for Sale and the Offered Shares are within the thresholds prescribed under Regulation 8A of the SEBI ICDR Regulations, to the extent applicable. For details see "**Other Regulatory and Statutory Disclosures**" on page 430.*

(3) *Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

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

Objects of the Offer

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

Particulars	Amount (₹ in million)#
Repayment/ prepayment/ redemption, in full or in part, of certain borrowings availed of by our Company and our Subsidiaries including payment of the interest accrued thereon	7,500.00
General corporate purposes*	[●]

**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 25.00% of the Net Proceeds of the Fresh Issue.*

 # Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

For further details, see "***Objects of the Offer***" on page 106.

Aggregate pre-Offer shareholding of the Selling Shareholders

The aggregate pre-Offer equity shareholding of each of our Selling Shareholders as on the date of this Draft Red Herring Prospectus and pre-Offer (including the maximum number of Equity Shares that any such Selling Shareholder will be entitled to upon conversion of any convertible instrument or exercise of any option held by such Selling Shareholder) is set forth below:

S. No.	Shareholder	Pre-Offer*					
		As on the date of the DRHP (*based on the current shareholding/ debenture holding*)				As on the date of the DRHP (*assuming completion of issuance of Equity Shares to Asiya Capital and conversion of FCCDs*)	
		Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares, including upon conversion of the FCCDs (1)(2)	Percentage of Equity Share capital, including upon conversion of the FCCDs (%)(1)(2)	Number of Equity Shares, including upon issuance of Equity Shares to Asiya Capital and conversion of the FCCDs (1)(2)(3)	Percentage of Equity Share capital, including upon issuance of Equity Shares to Asiya Capital and conversion of the FCCDs (%)(1)(2)((3)
1.	Blue Chandra Pte. Ltd.	37,641,140	44.11	37,641,140(1)	40.96(1)	37,641,140(1)	28.76(1)
2.	Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	25.81	22,023,692(1)	23.96(1)	22,023,692(1)	16.82(1)
3.	GTI Capital Alpha Pvt Ltd	13,747,395	16.11	13,747,395(1)	14.96(1)	13,747,395(1)	10.50(1)
4.	International Finance Corporation	-	-	Up to 6,565,230 (2)	7.14 (2)	Up to 6,565,230 (2)	5.02(2)

**As on the date of this Draft Red Herring Prospectus, there are no outstanding vested options pursuant to Employee Stock Option Plan 2023–- I.*

*(1)In terms of the Call Option Agreements, these Shareholders (as well as Inblue Holdings Limited, Shree Naman Developers Private Limited and Thadani Hospitality LLP) may acquire or transfer Equity Shares through relevant inter-se transfers in accordance with the terms of the relevant Call Option Agreement. Since, as on the date of this Draft Red Herring Prospectus, it cannot be determined whether the options under the respective Call Option Agreements will be triggered, or if triggered, the number of Equity Shares that will be the subject of such call options, the pre- Offer shareholding of these Shareholders cannot be estimated and provided (to the extent of any Equity Shares that they may transfer or acquire pursuant to the Call Option Agreements). The options under the Call Option Agreements will either be exercised or will terminate, as applicable, prior to filing of the Red Herring Prospectus with the RoC. Accordingly, the pre-Offer shareholding of these Shareholders will be updated in the Red Herring Prospectus. For details of the Call Option Agreements, see "**History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Senior Management, Directors or any other employee**" on page 207.*

[(2)]*Assuming conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares in aggregate prior to the filing of the Red Herring Prospectus with the RoC. The specific number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs. For details, see* ***"Capital Structure – Notes to Capital Structure – Conversion of outstanding FCCDs****" on page 94.*

[(3)]*Assuming issuance of a maximum of 39,000,000 Equity Shares in aggregate to Asiya Capital pursuant to completion of the Proposed ACIC Acquisition, prior to the filing of the updated draft red herring prospectus with SEBI. For details, see* ***"History and Certain Corporate Matters – Key terms of other subsisting material agreements****" on page 206.*

Summary of Restated Consolidated Financial Information

The summary of the financial information of the Company as per the Restated Consolidated Financial Information is set forth below. For further information, see "***Financial Statements***" on page 230.

(₹ in million, unless otherwise specified)

Particulars	As at and for the period April 1, 2022–- September 30, 2022	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, 2020
Equity share capital	76.27	76.27	76.27	76.27
Net worth[(1)*]	(8,870.42)	(7,026.27)	(2,592.76)	2,185.17
Total Income[(2)]	3,540.05	3,331.04	1,792.50	6,276.39
Restated loss for the period/year	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Earnings/(loss) per Equity Share (basic)	(24.20)	(58.12)	(62.64)	(39.65)
Earnings/(loss) per Equity Share (diluted)	(24.20)	(58.12)	(62.64)	(39.65)
Net asset value per Equity Share [(3)*]	(116.30)	(92.12)	(33.99)	28.90
Total borrowings[(4)] ***(A+B+C)***	27,681.37	25,976.89	24,244.01	21,061.94
A. Current financial liabilities – borrowings	2,462.96	2,191.03	5,164.02	2,345.84
B. Non–- current financial liabilities – borrowings	24,316.80	23,742.21	18,706.29	18,638.45
C. Interest accrued on borrowings	901.61	43.65	373.70	77.65

Notes:

(1) Net worth means equity share capital + Other equity–- Capital reserve.

(2) Total income as per the Restated Consolidated Financial Information.

(3) Net asset value per Equity Share = Net worth / Weighted average numbers of Equity Shares outstanding during the year.

(4) Inclusive of FCCDs that shall convert prior to filing of the Red Herring Prospectus with the RoC.

(5) The above ratios have been computed on the basis of the Restated Consolidated Financial Information.

(6) Pursuant to the annual general meeting of the shareholders held on December 22, 2022, the shareholders approved the increase of the existing authorized share capital of the Company from ₹ 130.00 million to ₹ 250.00 million.

For details, see "***Financial Statements***" beginning on page 230.

Qualifications of the Auditors which have not been given effect to in the Restated Consolidated Financial Information

Our Statutory Auditors have not made any qualifications in the examination report that have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation

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

Name of Entity*	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Material civil litigation	Aggregate amount involved (₹ in million)*
Company					
By the Company	-	-	-	1	10.35
Against the Company	-	2	2	-	7.30
Directors					
By the Directors	-	-	-	-	-
Against the Directors	-	-	-	-	-
Subsidiaries					
By the Subsidiaries	-	-	-	1	N.A.

Name of Entity*	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Material civil litigation	Aggregate amount involved (₹ in million)*
Against the Subsidiaries	2	17	4	2	250.57
ACIC SPVs					
By the ACIC SPVs	1	-	-	1	17.56
Against the ACIC SPVs	-	17	1	8	497.20
Total	**3**	**36**	**7**	**13**	**782.98**

**To the extent quantifiable.*

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation involving our Group Companies which will have a material impact on our Company.

For further details of the outstanding litigation proceedings, see "***Outstanding Litigation and Material Developments***" on page 414.

Risk factors

Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Please see "***Risk Factors***" on page 29.

Summary of contingent liabilities of our Company and Subsidiaries

The following is a summary table of our contingent liabilities as of September 30, 2022:

(₹ in million)

Particulars	As of September 30, 2022
A. Income Tax Act, 1961	113.52
B. Finance Act, 1994 (Service Tax)	90.72
C. Other Matters	45.00
Total Demand *(A+B+C)*	**249.24**

For details, see "***Financial Statements – Annexure VII – Notes to Restated Consolidated Financial Information - Note 43 – Contingent liabilities and commitments***" on page 341.

Summary of Related Party Transactions

The following is the summary of transactions with related parties as at and during the six months ended September 30, 2022 and for Fiscals 2022, 2021 and 2020, entered into by our Company with related parties and as per the requirements under Ind AS read with the SEBI ICDR Regulations:

(₹ in million)

Particulars		For the period April 1, 2022–- September 30, 2022	For the year ended		
Nature of transaction	Related parties with whom transactions have taken place		March 31, 2022	March 31, 2021	March 31, 2020
Interest income on unsecured loan	Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence	1.52	3.03	3.03	3.03
Interest expense on Optionally convertible debentures (unsecured)	Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence	5.28	8.23	-	-
Reimbursement of expenses	Entities having significant influence	-	5.64	-	-
Issue of equity share capital (including share premium)	Entities having significant influence	-	-	-	282.20

Particulars		For the period April 1, 2022–- September 30, 2022	For the year ended		
Nature of transaction	Related parties with whom transactions have taken place		March 31, 2022	March 31, 2021	March 31, 2020
Advance provided	Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence	-	-	-	2.50
Issue of Optionally Convertible Debentures (unsecured)	Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence	-	38.50	-	-
Key management personnel compensation	Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence	45.99	69.51	54.25	48.72

For details of the related party transactions and as reported in the Restated Consolidated Financial Information, see "***Financial Information – Note 42 – Related party disclosures***" on page 333.

Financing arrangements

There have been no financing arrangements whereby our Directors and 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 a period of six months immediately preceding the date of the Draft Red Herring Prospectus.

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

The details of weighted average cost of acquisition of all shares transacted in the last one year, eighteen months, and three years preceding the date of this Draft Red Herring Prospectus is as follows:

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	184.80	[●]	130.22-191.92
Last eighteen months	184.80	[●]	130.22-191.92
Last three years	184.80	[●]	130.22-191.92

** As certified by Nangia & Co. LLP, Chartered Accountants, by way of their certificate dated March 31, 2023.*
*** To be update upon finalization of price band*

Details of price at which Equity Shares were acquired by our Selling Shareholders and Shareholders with right to nominate directors or other rights in the last three years preceding the date of this Draft Red Herring Prospectus

There were no Equity Shares acquired by our Selling Shareholders and Shareholders with right to nominate directors or other rights in the last three years preceding the date of this Draft Red Herring Prospectus.

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

The weighted average price at which the Equity Shares were acquired by each of the Selling Shareholders in the last one year preceding the date of this Draft Red Herring Prospectus is:

Selling Shareholder	Weighted average price of Equity Shares acquired in last one year (in ₹)*
Blue Chandra Pte. Ltd.	Nil^
Goldman Sachs Investments Holdings (Asia) Limited	Nil^
GTI Capital Alpha Pvt Ltd	Nil^
International Finance Corporation	191.92*

^ *No shares were acquired by the Selling Shareholder in the last one year.*

* *Assuming conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of FCCDs. The above proposed conversion has been considered while computing the weighted average price of Equity Shares held as on date of this Draft Red Herring Prospectus.*

Average cost of acquisition of equity shares of the Selling Shareholders

The average cost of acquisition per Equity Share to the Selling Shareholders as at the date of this Draft Red Herring Prospectus is:

Selling Shareholder	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)*
Blue Chandra Pte. Ltd.	37,641,140	127.01
Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	208.81
GTI Capital Alpha Pvt. Ltd.	13,747,395	127.94
International Finance Corporation	6,565,230	191.92***

Pursuant to shareholders resolution dated August 2, 2019 each Equity Share of our Company of face value of Rs 10 each was split into 10 equity shares of 1 each..

* *As certified by Nangia & Co. LLP Chartered Accountants by way of their certificate dated March 31, 2023.*

** *Assuming conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs. The above proposed conversion has been considered while computing the average cost of acquisition of Equity Shares held as on date of this Draft Red Herring Prospectus.*

Details of pre-IPO placement

Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

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

Our Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue in the one year preceding the date of this Draft Red Herring Prospectus.

Split/ Consolidation of equity shares in the last one year

Our Company has not undertaken a split or consolidation of Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

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

Our Company has not sought any exemption 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 our Equity Shares involves a high degree of risk. Prospective investors 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 financial and other related implications of the risks described in this section, to the extent quantifiable, have been disclosed in the risk factors below. The risks described below are not the only ones relevant to us or our Equity Shares, the industry and segments in which we currently operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently believe to be immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following 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 suffer, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their 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**" beginning on pages 140, 171 and 386, respectively, 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. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.*

Prospective investors should pay particular attention to the fact that our Company and Subsidiaries are incorporated under the laws of India and are 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 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**" beginning on page 21.*

*The industry-related information contained in this section is derived from a report titled "India Hospitality Industry Overview" dated February 28, 2023, prepared by Jones-Lang LaSalle Property Consultants (India) Private Limited ("**JLL**"), which has been exclusively commissioned and paid for by our Company in connection with the Offer (the "**JLL Report**"), pursuant to a letter agreement dated December 19, 2022. A copy of the JLL Report will be made available on the website of our Company at http://www.samhi.co.in/pdf/industryreport.pdf from the date of filing of the Red Herring Prospectus until the Bid/Offer Closing Date.*

Internal Risk Factors

1. ***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.***

   Our borrowings require us to comply with certain covenants and conditions, such as maintaining a specified RevPAR or certain financial ratios, which are tested periodically. See also "– ***Our indebtedness and the conditions and restrictions imposed by our financing arrangements may limit our ability to grow our business.***" on page 30.

   In the six months ended September 30, 2022 and the past three Financial Years, and as of the date of this Draft Red Herring Prospectus, due to the impact of the COVID-19 pandemic on our revenues and indebtedness levels, our Company and certain of our Subsidiaries were not in compliance with certain financial covenants under several financing agreements. The total outstanding principal amount under such financing agreements was ₹12,865.95 million as of February 28, 2023. Details of such instances of non-compliances are set forth below:

   - our Company was not in compliance with the covenant relating to maintenance of the specified minimum debt service coverage ratio (which is tested annually) under one of its financing agreements during the Financial Years 2022, 2021 and 2020;

- our Subsidiary, SAMHI Gurgaon, was not in compliance with certain covenants under one of its financing agreements, including those relating to maintenance of the specified minimum debt service coverage ratio and maximum debt to EBITDA ratio (which are tested annually) during the Financial Years 2022, 2021 and 2020, and those relating to maintenance of the specified maximum bank borrowing to tangible net worth ratio (which is tested annually) during the Financial Years 2022 and 2021;

- our Subsidiary, SAMHI Ahmedabad, was not in compliance with certain covenants under certain of its financing agreements, including those relating to maintenance of the specified minimum debt service coverage ratio and minimum RevPAR (which are tested semi-annually) during the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, and those relating to maintenance of the specified maximum debt to EBITDA ratio during the six months ended September 30, 2022 and the Financial Year 2022;

- our Subsidiary, Caspia, was not in compliance with certain covenants under certain of its financing agreements, including those relating to maintenance of the specified minimum RevPAR (which is tested semi-annually) during the six months ended September 30, 2022 and the Financial Year 2022, those relating to maintenance of the specified minimum gross debt service coverage ratio, minimum interest coverage ratio, maximum long term debt to EBITDA ratio and maximum bank borrowing to tangible net worth ratio (which are tested annually) during the Financial Year 2022, and those relating to maintenance of the specified maximum long term debt to EBITDA ratio (which is tested annually) during the Financial Year 2021; and

- our Subsidiary, Ascent, was not in compliance with certain covenants under certain of its financing agreements, including those relating to maintenance of the specified maximum debt to EBITDA ratio during the six months ended September 30, 2022 and the Financial Year 2022, and those relating to maintenance of the specified minimum debt service coverage ratio (which is tested annually) during the Financial Years 2022 and 2021.

We have obtained waivers from the relevant lenders with respect to all the above-mentioned instances of non-compliances, and none of our lenders have required us to repay any part of our borrowings, undertaken any other enforcement actions or otherwise exercised their rights under the financing agreements as a result of any of our non-compliances.

However, such waivers only apply to past defaults and we cannot assure you that we will continue to be able to comply with the relevant covenants under our financing agreements in the future. In the six months ended September 30, 2022 and the past three Financial Years, we have not had any non-compliance with financial or other covenants for our FCCDs. However, any breach of financial or other covenants under our financing agreements in the future, if not waived, could lead to an event of default. Such events of default may result in lenders taking actions such as the termination of our credit facilities, the acceleration of the repayment of the debt, the imposition of penalty interest, the enforcement of security interests or the conversion of part or whole of the outstanding amount of the facility into equity shares, among others. An event of default under certain financing agreements may also trigger cross defaults under certain of our other financing agreements. We cannot assure you that our lenders will not exercise their rights or remedies under loan documents in the future.

2. ***Our indebtedness and the conditions and restrictions imposed by our financing arrangements may limit our ability to grow our business.***

We operate in a capital-intensive industry and, as of February 28, 2023, we had outstanding borrowings (comprising current and non-current borrowings, current portion of non-current borrowings as well as interest accrued on borrowings) of ₹ 28,757.05 million on a consolidated basis, which included (i) 780 optionally convertible debentures of our Company that were converted into 861,427 Equity Shares pursuant to a Board resolution dated March 7, 2023, thereby reducing our outstanding indebtedness by ₹111.88 million, and (ii) 1,260,000 FCCDs that will be converted into a maximum of 6,565,230 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, which would reduce our outstanding indebtedness by ₹1,260.00 million. Our outstanding borrowings also include NCDs (unsecured) that we have issued to Mercer Investments (Singapore) Pte. Ltd., GTI Capital Epsilon Pvt Ltd and IFC. As of February 28, 2023, our outstanding NCDs (unsecured) amounted to ₹1,790.03 million. For further details related to our outstanding borrowings and financing arrangements, including the outstanding amount of our NCDs (unsecured) and a description of the range of interest typically payable under our financing agreements, see "***Financial Indebtedness***" beginning on page 382.

Many of our financing arrangements have also been re-financed in the recent past. In addition, we intend to utilize a substantial portion of the Net Proceeds towards the repayment, prepayment and/or redemption of all or a portion of certain borrowings availed by us, see "– ***A substantial portion of the Net Proceeds will be utilized for the repayment, prepayment and/or redemption of indebtedness availed of by our Company and our Subsidiaries.***" on page 48. However, our ability to continue to meet our debt service obligations and repay our outstanding borrowings will depend, in part, on the cash flows generated from our operations. We cannot assure you that our business will generate cash flows sufficient for servicing our debt or funding other liquidity needs. Our current and future levels of leverage could have significant consequences for our future financial results and business prospects, including but not limited to:

- increasing our vulnerability to economic downturns in India, including as a result of the COVID-19 pandemic;
- reducing our flexibility to respond to changing business, regulatory and economic conditions;
- limiting our ability to acquire new hotels and pursue growth plans;
- subjecting us to fluctuating market interest rates, which may adversely affect the cost of our borrowings; and
- reducing the availability of cash flows from our operations to fund capital expenditure, working capital requirements and growth initiatives or to make dividend payouts.

In addition, our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of actions, which could adversely affect our business and financial condition. For example, some of our financing agreements require us to obtain prior written consent from, or intimate our lenders for, among other things:

- change in shareholding pattern and control or management control, as applicable;
- change in the composition of the board of directors;
- cessation of Ashish Jakhanwala from the position of Managing Director and Chief Executive Officer of the Company;
- reduction or change in our Company's shareholding in the Subsidiary, as applicable;
- formulating or entering into any scheme of amalgamation, reconstruction, demerger, merger, consolidation or compromise;
- changing or altering the capital structure;
- declaration or payment of dividend;
- raising of new loans; and
- making any amendments to the memorandum and articles of our Company or Subsidiary, as applicable.

Further, certain terms of our borrowings require us to maintain financial ratios, which are tested periodically. Any failure on our part to satisfactorily comply with any condition or covenant under our financing agreements, or any new financing agreements we may enter into, in the future may lead to an event of default. In the six months ended September 30, 2022 and the past three Financial Years, we were not in compliance with certain financial covenants under several financing agreements that our Company or our Subsidiaries are party to. 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.".

3. ***We have entered into hotel operator services agreements and other related agreements with Marriott, Hyatt and IHG (and their affiliates) to receive operating and marketing services for our hotels. The ACIC SPVs have entered into franchise agreements and brand license agreements with Marriott for the license of Marriott's brand name. If these agreements are terminated or not renewed, our business, results of operations and financial condition may be adversely affected.***

We derive a substantial majority of our revenues from hotels managed by third-party operators, namely Marriott, Hyatt and IHG. As of February 28, 2023, we had a portfolio of 25 operating hotels, two of which we managed ourselves, 11 of which were managed by Marriott, two of which were managed by Hyatt and 10 of which were managed by IHG. The hotels managed by Marriott, Hyatt and IHG comprised a total of 3,560 keys or 92.73% of our total keys. Our hotel operator services agreements are for terms generally ranging from 20 to 30 years, under which we are generally obliged to pay fees for various services rendered by third-party operators. During the six months ended September 30, 2022 and the past three Financial Years, the amounts payable to the hotel operators ranged from 2.68% to 4.36% of Total Income from Assets for our hotels managed by third parties.

We are required to maintain good and marketable title in the freehold property and hotel building, subject to any encumbrances that may be created for financing facilities availed by us. We are also required to maintain adequate insurance, including insurance covering the hotels. We are also subject to stringent brand standards, which vary by hotel operator. Such standards include operational standards, which relate to, among others, the quality of food and beverages, the cleanliness of hotels and the service to clients, and physical standards, such as the quality of the relevant hotel, its furniture and its fixtures. We may also be required to incur additional capital expenditure in order to comply with the policies, standards, technologies and practices adopted by the hotel operators globally. We are generally obliged to pay fees for technical design services, periodic operating fees including management fees and license fees for the use of certain trademarks based on invoices raised, and commercial remittances against invoices for advertising, sales and marketing, promotion, information technology services and related expenses incurred by the hotel operator or their affiliates. These management fees and license fees compensate the hotel operators based on a fixed percentage of the gross revenue of the hotel and/or a specified portion of gross operational profits as incentive fees, subject to terms of the hotel operator services agreements. Further, certain of our hotel operator services agreements require us to indemnify the hotel operators from any liability for third-party claims arising out of or in relation to the hotel operator services agreements, except where there is any gross negligence, willful misconduct, omission or fundamental breach on the part of the hotel operators. For further details on the terms of our hotel operator services agreements, see "***Our Business – Description of Our Business – Management and Operation of Hotels***" and "***Our Business – Description of Our Business – Hotel Operator and Related Agreements***" on page 163.

While we have not experienced any material instances of terminations, fines or penalties in the six months ended September 30, 2022 and the past three Financial Years, we cannot assure you that we will be able to fully comply with all the terms of our agreements entered into with the hotel operators. In the event that any of such agreements are terminated, due to our non-compliance or on other grounds, we may be required to pay damages to the hotel operators. Further, in the event of termination of such agreements, we may be unable to benefit from any marketing expenditure and other operating expenditure incurred in relation to the relevant operator's brand. In addition, we may be unable to find another hotel operator for that property in a timely manner, or at all, and may have to operate that property ourselves. Upon expiry, our hotel operator services agreements are subject to renewal by mutual consent. Although we have been able to renew our hotel operator services agreements or enter into new agreements with hotel operators of similar repute for our properties on commercially acceptable terms in the past, we cannot assure you that we will be able to continue to do so in the future. If our hotel operator services agreements are terminated or not renewed, we may not be able to use the brands and loyalty programs of the hotel operators to market our hotels. Such occurrences may adversely affect our business, results of operations and financial condition.

Any change in the ownership of our hotel operators on account of sale or merger may affect our ability to continue to use the brand and services of the respective hotel operator. Although we have not seen any such change in the six months ended September 30, 2022 and the past three Financial Years, we cannot assure you that such changes will not occur in the future. Further, we may seek to rebrand our hotels or reposition our properties by using alternate brands, subject to the terms of our existing hotel operator services agreements with Marriott, Hyatt and IHG. As of February 28, 2023, we operate two hotels comprising a total of 279 keys under our owned brands, Caspia and Caspia Pro. We cannot assure you that we will be able to successfully transition the operation of these hotels to hotel operators in the future. In the event we are unable to execute agreements with brands of a similar or higher marketing positioning as our current brands, we may be required to incur additional expenditure on account of such rebranding exercises and our business, results of operations and financial condition may be adversely affected.

The ACIC SPVs have entered into franchise agreements and brand license agreements to acquire a limited and non-exclusive license to use the brand name licensed by Marriott for operating the respective hotels for a monthly fee based on a fixed percentage of gross room sales and gross food and beverage sales. Accordingly, the six hotels we expect to acquire pursuant to the Proposed ACIC Acquisition would be under Marriot-owned brands, namely Fairfield by Marriott and Four Points by Sheraton. The pricing and rates for guestrooms and other products and services at each hotel may be fixed by the relevant ACIC SPV, subject to certain pricing requirements specified by Marriott. Each ACIC SPV is required to maintain its hotel, including repair, alteration and replacement works in accordance with the standards and requirements specified by Marriott. Further, each ACIC SPV is responsible for obtaining all permits, certificates and licenses necessary to operate the respective hotel. Pursuant to such agreements, the hotels are required to be managed by personnel who have completed the mandatory training programs specified by Marriott. In the past, there have been certain defaults by the ACIC SPVs in the agreements executed with Marriott. These disputes relate to, among others, rate parity and a shortfall in the requisite insurance coverage required to be maintained. In the event that any of the agreements executed by the ACIC SPVs are terminated, they will not be able to use the brands and loyalty programs of Marriott to market their hotels, which may adversely affect the business, results of operations and financial condition of the ACIC SPVs.

4. ***A significant portion of our revenues are derived from a few hotels and from hotels concentrated in a few geographical regions and any adverse developments affecting such hotels or regions could have an adverse effect on our business, results of operation and financial condition.***

Three of our largest hotels, namely Hyatt Regency Pune, Sheraton in Hyderabad and Courtyard by Marriott in Bengaluru, in the aggregate contributed to ₹1,351.56 million, ₹1,086.79 million, ₹508.73 million and ₹2,655.68 million, respectively, or 38.18%, 32.63%, 28.38% and 42.31%, respectively, of our Total Income for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, respectively. Any decrease in our revenues from these hotels, including due to increased competition and supply or reduction in demand in the markets in which these hotels operate, may have an adverse effect on our business, results of operation and financial condition.

In addition, a large portion of our revenues are derived from hotels concentrated in a few geographical regions, namely Bengaluru, Pune, Hyderabad, Gurugram, Ahmedabad and Chennai. The table below sets forth our city-wise revenue contribution, in absolute terms and as a percentage of our Total Income, for the periods indicated:

City	For the Six Months ended September 30, 2022		For the Financial Year ended March 31, 2022		2021		2020	
	(₹ in millions, except percentages)							
Bengaluru	971.39	27.44%	604.60	18.15%	254.62	14.20%	1,863.63	29.69%
Pune	655.81	18.53%	531.74	15.96%	273.45	15.26%	1,173.75	18.70%
Hyderabad	654.61	18.49%	627.03	18.82%	324.24	18.09%	1,121.75	17.87%
Gurugram	264.05	7.46%	276.11	8.29%	148.05	8.26%	510.48	8.13%
Ahmedabad(1)	267.15	7.55%	339.05	10.18%	150.19	8.38%	486.40	7.75%
Chennai(1)	249.78	7.06%	308.28	9.25%	237.33	13.24%	311.23	4.96%
Total	**3,062.79**	**86.52%**	**2,686.81**	**80.66%**	**1,387.87**	**77.43%**	**5,647.23**	**87.11%**

Note:

(1) *Includes Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai, which we sold on February 2, 2023 and February 8, 2023, respectively.*

In the six months ended September 30, 2022 and the past three Financial Years, we have not experienced any significant disruptions, including due to social, political or economic factors or natural calamities or civil disruptions, impacting these regions, including in Bengaluru, Pune and Hyderabad. However, such occurrences in the future may adversely affect our business. Changes in the policies of the state or local governments of these regions, including any increase in property tax or imposition of COVID-19 related restrictions may require us to incur significant capital expenditure and change our business strategy. 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.

5. If we are unable to realize the anticipated growth opportunities and synergies from the assets we acquire, including from the Proposed ACIC Acquisition (as defined below) or any other acquisition that we may undertake in the future, our business, financial condition, cash flows and results of operations may be adversely affected.

As part of our growth strategy, we seek to acquire dislocated hotels and re-rate hotel performance through renovation and/or rebranding. As of February 28, 2023, 21 or 84.00%, of the hotels in our portfolio were acquired. These 21 hotels contributed ₹2,469.38 million, ₹2,418.27 million, ₹1,275.60 million and ₹4,189.48 million, respectively, or 72.57%, 75.59%, 74.05% and 68.97%, respectively, of our Total Income, for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020. While we have grown from acquisitions in the past, we may be unable to find suitable companies to acquire or assets to purchase in the future.

On March 30, 2023, our Company entered into a binding share subscription and purchase agreement with Asiya Capital and the ACIC SPVs (the "**ACIC SSPA**") to acquire 962 keys across six operating hotels and a parcel of land for the development of a hotel in Navi Mumbai, Maharashtra (collectively, the "**ACIC Portfolio**" and such acquisition, the "**Proposed ACIC Acquisition**"). In consideration for the sale of the ACIC Portfolio, our Company will issue up to 39,000,000 Equity Shares to Asiya Capital prior to filing the updated draft red herring prospectus with SEBI, which will constitute up to 29.79% of our pre-Offer fully diluted share capital. We have obtained all requisite consents for the Proposed ACIC Acquisition from our Shareholders pursuant to the SHA, as well as from relevant lenders and debenture holders, except for the consent from the relevant debenture trustee on behalf of Mercer Investments (Singapore) Pte. Ltd. that is pending as on the date of this Draft Red Herring Prospectus.

The successful completion and subsequent integration of the Proposed ACIC Acquisition are subject to business and macroeconomic risks. While the ACIC SSPA does not provide for liquidated damages in the event the Proposed ACIC Acquisition is not completed, any delay or our inability to consummate the Proposed ACIC Acquisition as anticipated may lead to an adverse effect on our business. For further details on the Proposed ACIC Acquisition, see "***Our Business – Description of our Business –ACIC Portfolio", "Pro Forma Condensed Financial Information" and "History and Certain Corporate Matters – ACIC SPVs***" on pages 162, 367 and 203, respectively.

The success of the Proposed ACIC Acquisition or other acquisitions that we undertake depend, in part, on our ability to realize the anticipated growth opportunities and synergies from integrating these businesses, which requires substantial management attention and efforts as well as additional expenditures. In acquiring and integrating new businesses, we may encounter a variety of challenges in connection with the renovation, rebranding or development of hotel assets, including difficulties arising from:

- developing and preserving uniform culture, values and work environment across our operations;
- recruiting, training and retaining competent management and employees;
- delays or failure to obtain requisite consents or authorizations from relevant statutory authorities;
- risks and costs associated with the litigation of the acquired businesses;
- developing and improving our internal administrative infrastructure, including our financial,

operational, technology and communications and other internal systems; and

- delays in project execution and significant time and cost overruns.

For instance, the development permissions obtained by DUET India Hotels (Navi Mumbai) Private Limited for development on the parcel of land in Navi Mumbai, Maharashtra have expired. Our Company is required to ensure that relevant approvals and permits have been obtained from the Maharashtra Industrial Development Corporation (the "**MIDC**") before commencing any development work on this parcel of land. We cannot assure you that such approvals and permits will be granted in a timely manner, or at all. Further, additional FSI is required to be procured from the Government of Maharashtra by payment of prescribed charges and an inability to procure such additional FSI will adversely impact the number of keys that can be developed on such leased land that is being transferred as part of the Proposed ACIC Acquisition. In addition, we have not obtained any no-objection certificate or consent from the MIDC as the relevant parcel of land in Navi Mumbai, Maharashtra is proposed to continue to be leased by the relevant ACIC SPV after completion of the Proposed ACIC Acquisition. However, we cannot assure you that a no-objection certificate or consent from the MIDC is not required in this regard.

Such challenges could affect our ability to maximize the value of our acquisitions or prevent us from consummating proposed acquisitions. In addition, we may fail to realize the projected operational and financial benefits, including the synergies and other benefits, that we anticipated at the time of the acquisition, or realize such benefits within the time frame expected. Further, we may be adversely affected by liabilities assumed from acquired businesses, including those arising from non-compliance with applicable laws by the acquired businesses prior to our acquisition, and we may not be able to identify or adequately assess the magnitude of such liabilities. For instance, certain ACIC SPVs have, in the past, provided inter corporate loans to its related entities including other ACIC SPVs in violation of Sections 179 and 185 of the Companies Act. While, as of the date of this Draft Red Herring Prospectus, the ACIC SPVs have not received any correspondence in this regard from the concerned authorities, we cannot assure you that such non-compliances will not result in any adverse action, penalties or unanticipated liabilities.

Acquired businesses or assets may not generate the financial results we expect and may be loss making over time. Further, acquisitions may result in dilutive issuances of equity securities or the incurrence of debt. We cannot assure you that we will continue to experience the same level of success and growth through acquisitions in the future. Although we have not experienced significant difficulties associated with acquiring and integrating new business in the six months ended September 30, 2022 and the past three Financial Years, if our management's attention is diverted or we experience any such difficulties in the future, our ability to realize the potential benefits of the business and, in turn, our business, financial condition, cash flows and results of operations could be adversely affected.

6. Certain of our hotels are located in buildings 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 and financial condition may be adversely affected.

As of February 28, 2023, 10 of our hotels are located in buildings which have been leased to us by third parties, and certain floors that form part of one of our hotels in Hyderabad are held on lease, for a term typically ranging from 20 years to 60 years, with the exception of one of our leases which is valid for 99 years. See "***Our Business – Description of Our Business – Immovable Properties***" beginning on page 170. As of September 30, 2022, our leased assets contributed to ₹2,476.55 million or 10.31% of our Adjusted Gross Block. Our expenses for rent amounted to ₹50.40 million, ₹45.08 million, ₹27.93 million and ₹62.86 million, respectively, representing 1.42%, 1.35%, 1.56% and 1.00%, respectively, of our Total Income for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020.

In the six months ended September 30, 2022 and the past three Financial Years, we have not experienced any material instance of non-compliance under our lease agreements resulting in termination or non-renewal of a lease agreement. However, in September 2021, our Subsidiary, Barque, terminated its lease arrangements in respect of a property for an under-development hotel because requisite technical standards and specifications were not being met by the lessors. While we were unable to complete the development of this hotel, we did not incur any losses following the termination of the lease agreement.

We cannot assure you that we will be able to fully comply with all the terms of the lease 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. We may also be required to expend time and financial resources to locate suitable land or hotels as a replacement. We may be unable to relocate a hotel to an alternate location in a timely manner, or at all, and we cannot assure you that a relocated hotel will not require significant expenditure, or be as commercially viable. In the event a lease 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, our business, results of operations and financial condition may be adversely affected. Further, if the vacated hotel is leased or sold to a competitor, we may also face increased competition in that geographic location, which could adversely affect our market share.

7. Our operations are dependent on our ability to attract and retain qualified personnel, including our senior management and any inability on our part to do so, could adversely affect our business, results of operations and financial condition.

Our managerial and other employees manage our hotels and interact with our guests on a daily basis. They are critical to maintaining the quality and consistency of our services and reputation and the loss of the services of our personnel may adversely affect our business and operations. While we believe that we currently have adequate qualified personnel for our operations, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. For the six months ended September 30, 2022 and the Financial Years 2021 and 2020, we did not experience any attrition for our Key Managerial Personnel. For the Financial Year 2022, we lost one Key Managerial Personnel, representing an attrition rate of 14.29% for our Key Managerial Personnel. According to the JLL Report, the annual average attrition for executive employees in the hospitality industry was 20.00% for the calendar year 2022. It is important for us and our hotel operators to attract and retain qualified personnel with relevant experience in the hospitality industry. Competition for such personnel is intense, and they may be limited in number in the cities in which we operate or intend to expand. Moreover, it may require a long period of time to hire and train replacement personnel when our employees terminate their employment with us. Further, the levels of employee compensation may also increase more rapidly, rendering it difficult to retain our employees and attract new ones.

Further, our performance depends largely on the efforts and abilities of our Key Managerial Personnel and Senior Management, including our Managing Director and Chief Executive Officer, Ashish Jakhanwala, our Chief Financial Officer, Rajat Mehra, and our Executive Vice President and Head of Investments, Gyana Das. See ***"Our Management"*** beginning on page 209. Many members of our management team have been actively involved in our business since the initial years of our operations. We believe that the inputs and experience of our Key Managerial Personnel and Senior Management are valuable for the development of our business and operations and the strategic directions taken by our Company. We may experience changes in our key management in the future for reasons beyond our control and we cannot assure you that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. Any inability on our part to attract and retain qualified personnel and senior management could adversely affect our business, results of operations and financial condition.

In addition, under agreements entered into with some of our lenders, Ashish Jakhanwala is required to continue to remain our Managing Director and Chief Executive Officer during the tenure of such loans. In the event that we are unable to retain him in this capacity for any reason, this will amount to an event of default under the relevant loan agreements and may consequently trigger cross default provisions under other loan agreements as well. Further, Ashish Jakhanwala is entitled to severance payments and our Company is required to arrange for the purchase of his Equity Shares, in the event that his employment with our Company is terminated under certain circumstances. For further details, see "– ***Certain of our Directors and Key Managerial Personnel have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits."*** and ***"Our Management – Service contracts with Directors***" on pages 47 and 213, respectively.

8. Our Company, our Directors, our Subsidiaries and the ACIC SPVs are involved in certain legal proceedings. An adverse outcome in any of these proceedings may adversely affect the profitability, reputation, business, results of operations and financial condition of our Company, our Subsidiaries and the ACIC SPVs.

In the ordinary course of our business, our Company, our Directors, our Subsidiaries and the ACIC SPVs 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 our Company and our Subsidiaries. Based on the Materiality Policy, all pending litigation involving our Company, our Directors, our Subsidiaries and the ACIC SPVs, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' if the monetary amount involved in any such pending litigation is in excess of ₹10 million, or any such litigation, an adverse outcome of which would materially and adversely affect our business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

A summary of the proceedings involving our Company, our Directors, our Subsidiaries and the ACIC SPVs is provided below:

Name of Entity*	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Material civil litigation	Aggregate amount involved (₹ in million)**
Company					
By the Company	-	-	-	1	10.35
Against the Company	-	2	2	-	7.30
Directors					
By the Directors	-	-	-	-	-
Against the Directors	-	-	-	-	-
Subsidiaries					
By the Subsidiaries	-	-	-	1	N.A.
Against the Subsidiaries	2	17	4	2	250.57
ACIC SPVs					
By the ACIC SPVs	1	-	-	1	17.56
Against the ACIC SPVs	-	17	1	8	497.20
Total	**3**	**36**	**7**	**13**	**782.98**

**There is no pending litigation involving our Group Companies which will have a material impact on our Company.*
***To the extent quantifiable.*

Involvement in such proceedings could consume financial resources and divert time and attention from the management of our Company, our Subsidiaries and the ACIC SPVs. For further details, in relation to the proceedings involving our Company, our Subsidiaries and the ACIC SPVs, see "***Outstanding Litigation and Material Developments***" beginning on page 414. For details of such outstanding legal proceedings as are disclosed as part of our contingent liabilities, see "***Financial Statements – Annexure VII – Notes to Restated Consolidated Financial Information – Note 43 – Contingent liabilities and commitments***" on page 341. For details of tax proceedings in respect of which a provision has been made, see "***Financial Statements – Annexure VII – Notes to Restated Consolidated Financial Information – Note 28 – Current provisions***" on page 313.

We cannot assure you that any of the outstanding litigation matters will be settled in favor of our Company, our Subsidiaries and the ACIC SPVs, as applicable, or that no additional liability will arise out of these proceedings. Additionally, in certain cases where legal proceedings were already outstanding at the time that we acquired the relevant Subsidiary or hotels, while we may have the right to be indemnified by the previous owners in terms of the acquisition agreements we have entered into, we cannot assure you that we will be able to successfully claim indemnity for any liability that arises on us on account of such legal proceedings.

9. Our business is subject to seasonal and cyclical variations that could result in fluctuations in our results of operations.

The hospitality industry in India is subject to seasonal variations. The periods during which our hotels experience higher revenues vary from property to property, depending principally on their location and the guests they serve. All but one of our hotels cater primarily to business travel. Our revenues are generally higher during the second half of each Financial Year. According to the JLL Report, on average the Indian hotel market experiences better performance in the second half of the Financial Year relative to the first half of the Financial Year. According to the JLL Report, such seasonality affects the leisure hotel segment relative to the business hotel segment. Such seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings. The timing of opening of new hotels and the timing of any hotel acquisitions or dispositions may cause a variation of revenue and earnings from quarter to quarter. Further, the hospitality industry is subject to weekly variations, and business travel is higher during the weekdays.

Further, the hospitality industry is cyclical, and demand generally follows, on a lagged basis, key macroeconomic indicators. Demand for hotel rooms, occupancy levels and room rates realized by owners of hotels experiences increases and decreases through macroeconomic cycles. The combination of changes in economic conditions and in the supply of hotel rooms can result in significant volatility in results of hotel properties. The costs of running a hotel, such as costs relating to power, fuel and water, employees and rental, tend to be more fixed than variable. For further details, see "***– Several expenses incurred in our operations are relatively fixed in nature, and our inability to effectively manage such expenses may have an adverse effect on our business, results of operations and financial condition.***" on page 54. As a result, our room rates, sales and results of operations may fluctuate significantly from period to period, and comparisons of different periods or the same periods during different years may not be meaningful. Our results for a given financial year are not necessarily indicative of results to be expected for any other period. For further details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations – Changes in Consumer Demand due to Seasonality and Macroeconomic Conditions***" on page 389.

10. We have pledged equity shares of certain of our Subsidiaries in favor of certain lenders and granted security interests over certain of our assets. The ACIC SPVs are also required to pledge their respective equity shares in favor of their lender. If events of default arise under the relevant share pledge agreements or financing agreements, such lenders could exercise their rights under the agreements, adversely affecting the business, results of operations, cash flows and prospects of our Company, our Subsidiaries and the ACIC SPVs.

We have pledged equity shares of certain Subsidiaries in favor of lenders to secure loan facilities availed by such Subsidiaries. Such pledges have been created in respect of:

- 99.99% of the paid-up equity share capital of our Subsidiary, Ascent, in favor of Vistra ITCL (India Limited) on behalf of HDFC Limited, DBS Bank Limited (now DBS Bank India Limited) and PHL Fininvest Private Limited; and

- 30% of the paid-up equity share capital of our Subsidiary, Caspia, in favor of State Bank of India.

Further, the equity shares of the following Subsidiaries are also required to be pledged in favor of their lenders in due course, as required under the terms of the borrowings availed by them:

- 99.99% of the equity share capital of our Subsidiary, Argon, on a fully diluted basis, in favor of Axis Trustee Services Limited on behalf of Citicorp Finance (India) Limited and Citibank, N.A.;

- 99.99% of the equity share capital of our Subsidiary, Barque, on a fully diluted basis, in favor of Axis Trustee Services Limited on behalf of Citicorp Finance (India) Limited and Citibank, N.A.; and

- 99.99% of the equity share capital of our Subsidiary, SAMHI JV, on a fully diluted basis, in favor of Axis Trustee Services Limited on behalf of Citicorp Finance (India) Limited and Citibank, N.A.

The ACIC SPVs (excluding Duet India Hotels (Navi Mumbai) Private Limited, Duet India Hotels (Bangalore) Private Limited and ACIC Advisory Private Limited) are also required to create a pledge in respect of 30% of the paid-up equity share capital of each such ACIC SPV in due course, as required under the terms of the borrowings availed by them, in favor of their lender, to secure the loan facilities. For further details related to the outstanding borrowings of the ACIC SPVs, see "***Financial Indebtedness***" beginning on page 382.

Any default or breach under the relevant financing agreement pursuant to which such equity shares have been pledged will entitle the lenders to enforce the pledge over the equity shares. Such lenders could take ownership of the pledged equity shares and sell them to third parties. If these pledges are enforced, our shareholding and control in such Subsidiaries or the ACIC SPVs may be reduced or divested completely. Such occurrences could adversely affect our economic interest in such Subsidiaries and the ACIC SPVs, and our ability to manage the affairs of these Subsidiaries and the ACIC SPVs.

Further, we have granted security interests over certain of our assets in order to secure our borrowings, including security interests over our hotels and charges over the operating cash flows, receivables and bank accounts of our hotels. Any failure to satisfy our obligations under such borrowings could lead to the forced sale and seizure of such assets. Asiya Capital has provided corporate guarantees of up to ₹250.00 million per annum for the loan facilities availed by the ACIC SPVs (excluding Duet India Hotels (Navi Mumbai) Private Limited, Duet India Hotels (Bangalore) Private Limited and ACIC Advisory Private Limited). Although our lenders have not invoked any security interests or guarantee granted to secure our borrowings in the six months ended September 30, 2022 and the past three Financial Years, we cannot assure you that there will be no defaults in the future, which could trigger invocation of such guarantee, and as a result, our business, results of operations and financial condition may be adversely affected. See also "– ***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.***" and "***Our indebtedness and the conditions and restrictions imposed by our financing arrangements may limit our ability to grow our business.***" on pages 29 and 30, respectively.

11. We have experienced restated losses and negative net worth in recent periods.

We had a restated loss for the period/year of ₹1,846.04 million, ₹4,432.53 million, ₹4,777.27 million and ₹2,998.63 million for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, respectively. We had net worth of ₹(8,870.42) million, ₹(7,026.27) million and ₹(2,592.76) million for the six months ended September 30, 2022 and the Financial Years 2022 and 2021, respectively. For a reconciliation of net worth, see "***Other Financial Information***" on page 378. We cannot assure you that we will not incur losses or experience negative net worth in the future. For further details, see "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 230 and 386, respectively.

12. The audit and assurance reports of our Company contain certain qualifications and emphasis of matter paragraphs.

The audit report issued by our Company's Statutory Auditor for our special purpose consolidated interim financial statements as of and for the six months period ended September 30, 2022 includes reference to emphasis of matter paragraphs related to our management's assessment of going concern assumptions, indicating that the financial information as at April 1, 2022 has been restated to correct the prior period pertaining to measurement of optionally convertible redeemable debentures ("**OCRDs**") and related to the basis of accounting for such special purpose consolidated interim financial statements.

The audit report issued by our Company's Statutory Auditor for our audited consolidated financial statements as of and for the Financial Year ended March 31, 2022 includes references to emphasis of matter paragraphs related to our management's assessment of going concern assumptions and indicating that the comparative information presented as at April 1, 2020 and as at and for the year ended March 31, 2021 has been restated to correct the accounting pertaining to subsequent measurement of FCCDs. The report also included an audit qualification (with respect to our internal financial controls with reference to our consolidated financial statements) on material weakness identified in relation to the appropriateness of our internal control system with regard to the subsequent measurement of FCCDs in accordance with Ind AS 109.

The audit report issued by our Company's Statutory Auditor for our audited consolidated financial statements as of and for the Financial Year ended March 31, 2021 includes references to a material uncertainty related to going concern ("**MUGC**") paragraph that explains the events or conditions which indicate that a material uncertainty exists that may cast a significant doubt on our ability to continue as a going concern.

The audit report issued by our Company's Statutory Auditor for our audited consolidated financial statements as of and for the Financial Year ended March 31, 2020 includes reference to an audit qualification in respect of inadequate disclosures relating to us as a going concern.

In addition, the assurance report issued by our Company's Statutory Auditor for the Pro Forma Condensed Financial Information includes reference to emphasis of matter paragraphs related to provisional purchase price and provisional purchase price allocation made by our Company based on fair values of net assets acquired of the combined business of the ACIC Portfolio entities, and related to basis of accounting and presentation of the special purpose preliminary Ind AS financial statements of the ACIC Portfolio entities.

For further information, see "***Financial Statements***" and "***Pro Forma Condensed Financial Information***" beginning on pages 230 and 367, respectively. We cannot assure you that our audit or assurance reports for any future periods will not contain qualifications, emphasis of matters or other observations which affect our results of operations in such future periods.

13. The Pro Forma Condensed Financial Information included in this Draft Red Herring Prospectus is presented for illustrative purposes only and is may not accurately reflect our future financial condition and results of operations.

This Draft Red Herring Prospectus contains our Pro Forma Condensed Financial Information as of and for the Financial Year ended March 31, 2022 and the six months ended September, 2022. The Pro Forma Condensed Financial Information has been prepared to show retrospectively the impact of the Proposed ACIC Acquisition on our restated consolidated balance sheet as of March 31, 2022 and September 30, 2022, as if such transaction was completed on March 31, 2022 and September 30, 2022, respectively, and on our restated consolidated statement of profit and loss (including other comprehensive income) for the year ended March 31, 2022 and the six months ended September 30, 2022, as if such transaction was completed on April 1, 2021 and April 1, 2022, respectively.

As the Pro Forma Condensed Financial Information has been prepared for illustrative purposes only, by its nature, it may not give an accurate picture of the actual financial condition and results of operations that would have occurred had such transactions by us been effected on the dates they are assumed to have been effected in the Pro Forma Condensed Financial Information. Although the Pro Forma Condensed Financial Information have been prepared using the principles as prescribed under Ind AS 103 "Business Combinations", such information has been compiled by our management and has not been prepared in accordance with accounting standards and practices generally accepted in jurisdictions other than India (for instance Regulation S-X under the U.S. Securities Act of 1933, as amended) and accordingly should not be relied upon as if it had been prepared in accordance with such principles and standards. If the various assumptions underlying the preparation of the Pro Forma Condensed Financial Information do not come to pass, our actual results could be materially different from those indicated in the Pro Forma Condensed Financial Information. Further, in connection with Proposed ACIC Acquisition, in compliance with regulations applicable to us, we may incur certain costs, which could also cause such Pro Forma Condensed Financial Information to not be reflective of our future performance. For further details, see "***Pro Forma Condensed Financial Information***" beginning on page 367.

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

Demand at our hotels may be adversely affected by an economic downturn in domestic, regional and global economies. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy of India, which in turn is dependent upon the global economy. According to JLL Report, the demand for hotel rooms is closely linked to several factors such as macroeconomic policy, economic development and the growth of commercial real estate and tourism industries.

Further, while changes in the government or economic and deregulation policies have not materially affected our business in the six months ended September 30, 2022 and the past three Financial Years, such changes in the future could adversely affect economic conditions prevalent in the cities in which we operate in general and our business in particular, and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

A slowdown in economic growth, particularly in India, could affect business and personal discretionary spending levels and lead to a decrease in demand for our hotels for prolonged periods. For example, for details on the impact of the slowdown in economic growth as a result of the COVID-19 pandemic on our business, see "***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 43. We cannot assure you that such macroeconomic and other factors, which are beyond our control would not significantly affect demand for our hotels and lead to a reduction in our revenues. Consequently, the occurrence of such events could have an adverse effect on our business, results of operations and financial condition.

15. In the event we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.

Our operations are subject to extensive government regulations and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business and for each of our hotels including, without limitation, sanction of building plans, occupancy certificates, trade licenses, licenses issued by the Food Safety and Standards Authority of India, shops and establishments registrations, licenses to sell liquor and environmental approvals and clearances. For details of approvals relating to our business and operations and those of the ACIC SPVs, see "***Government and Other Approvals***" beginning on page 424.

While we have obtained a number of approvals required for our operations, certain key approvals for which we have submitted applications for renewal are currently pending. For further details on pending approvals, see "***Government and Other Approvals***" beginning on page 424. In addition, we may need to apply for more approvals, including the renewal of approvals which may expire from time to time, and approvals in the ordinary course of business. Any delay in the issuance of such licenses or approvals, especially licenses which are required to be renewed for an operating hotel, may adversely impact the revenue of such hotel. We also appoint third parties for obtaining certain licenses and approvals for our operations and any deficiency in providing such services or any breach of law by any such third party in this regard may affect our reputation, operations and financial condition.

We cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. For instance, there have been delays in the issuance of the consent to operate for Fairfield by Marriott Chennai Sriperumbudur, which is still yet to be granted, as inspections by the relevant authorities had not been conducted due to the COVID-19 pandemic. If we fail to obtain or retain any of these approvals or licenses or renewals thereof, in a timely manner or at all, our business at Fairfield by Marriott Chennai Sriperumbudur may be adversely affected. In addition, for our hotels which are located in buildings which have been leased to us by third parties, certain licenses and approvals are obtained and maintained by the owners of the leased hotels. Any failure on the part of the owners of such leased hotels to obtain and renew such approvals, may adversely impact the operations at such leased hotels.

Further, the approvals required by us are subject to numerous eligibility conditions or ongoing compliance. While we have not experienced any material instances of such approvals being rejected, not received, suspended or revoked in the six months ended September 30, 2022 and the past three Financial Years, we cannot assure you that such occurrences will not occur in the future, such as due to non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In the past, there have been delays and lapses by certain ACIC SPVs in maintaining/updating their records or registers and filing periodic returns or forms, as prescribed under certain laws and regulations governing relationships with employees. We cannot assure you that the relevant statutory authorities will not initiate any action or impose any fines or penalties in this regard. Further, if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, which could adversely affect our business.

16. We rely on third parties for the quality of services at our hotels and our hotels are managed under the brands of third-party operators. Any adverse impact on the reputation of our hotels, or the brands under which they operate, or a failure of quality control systems at our hotels could adversely affect our business, results of operations and financial condition.

The performance and quality of services at our hotels are critical to the success of our business. Any incident where our hotels lack, or are perceived to lack, high standards of service quality may adversely affect our reputation. Quality standards depend significantly on the effectiveness of quality control systems and standard operating procedures, which in turn, depend on the skills and experience of our hotels operators. At certain of our hotels, we are also dependent on third party service providers for providing certain ancillary guest services such as laundry, health club, maintenance, security and chauffeur services. In the six months ended September 30, 2022 and the past three Financial Years, we have not experienced any material instances of deficient service quality or failures of quality control systems leading to terminations of material third party service provider agreements or adverse effects on our reputation. However, any real or perceived failure, deficiency or decrease in the quality of services rendered at our hotels in the future, whether on account of the hotel operators or any third-party service provider, could adversely affect our reputation, dilute the impact of our branding and marketing initiatives and result in negative reviews and feedback from our guests on online travel portals or social media and may cause guests to choose the services of our competitors.

17. 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, lease or intend to acquire in connection with the development or acquisition of new hotels.

There is no central title registry for land 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. Such manual update processes may take a significant amount of time and could result in inaccuracies, errors or contradictions between the records maintained by different relevant authorities or the approvals obtained in relation to the properties located on these lands, which could affect the reliability of such records. For instance, the lands on which two of our assets in Pune, Maharashtra are located, namely *Fairfield by Marriott (Kharadi)* and *Hyatt Regency Pune*, have been inaccurately categorized as agricultural land in the revenue records maintained by the relevant authorities, but have been categorized correctly in approvals received from the Pune Municipal Corporation. Additionally, the title deed for one of our properties does not mention a survey number that was allotted to us subsequently pursuant to the sub-division of a larger parcel of land, but such survey number has been mentioned in its building plan approval. 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.

The difficulty of obtaining title guarantees in India means that title records provide only for presumptive rather than guaranteed title. The original title to lands may often be fragmented and the land may have multiple owners. In respect of certain survey numbers and transfers of land, the underlying title documents and revenue records may have been misplaced or otherwise be unavailable for verification of the chain of title. In relation to land owned by our Subsidiaries on which our hotels are located, certain parts of the premises of our Subsidiaries, Ascent and Barque (excluding land on which the hotel building is located), are currently the subject of disputes on title between the seller and third parties, which may have an impact on their title to the land. In addition, there are certain disputes pertaining to the premises of DUET India Hotels (Pune) Private Limited ("**DUET Pune**") involving its sellers and certain third parties who were earlier granted development rights to the premises. While DUET Pune is not a party to these disputes, we cannot assure you that these disputes will be resolved favorably. Further, certain assets operated by us and the ACIC SPVs are located on lands acquired on a leasehold basis where the underlying land is owned by third-party landowners and/or developers, and such persons may not have clear title to such land. 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. DUET India Hotels (Jaipur) Private Limited ("**DUET Jaipur**") acquired a hotel premises from its prior owners, however the sale deed executed in this regard does not provide for the transfer of proportionate leasehold rights in the underlying land, which continues to be leased to the prior owners. 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. While, in the six months ended September 30, 2022 and the past three Financial Years, we have not experienced any material instances of being unable to identify or correct defects in, or irregularities of, the title or leasehold rights that we enjoy, such defects or irregularities may prejudice our ability to continue to operate our hotels on such land and require us to write off substantial expenditures in respect of establishing such hotels.

Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favor 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. As a result, potential disputes or claims over title to the land on which our hotels are or will be situated may arise. Also, such disputes, whether resolved in our favor or not, may divert management's attention, harm our reputation or otherwise disrupt our business. If any of the conveyance instruments, lease agreements or other agreements entered into by us or the ACIC SPVs are not duly registered and adequately stamped, we may face challenges in enforcing them as such documents may be inadmissible as evidence in a court in India, which may cause disruptions in our operations or result in our inability to continue to operate from the relevant locations.

While we have obtained title opinions from local counsel and relevant experts on the properties over which our hotels and those comprising the ACIC Portfolio 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, inadequate stamp duty payment or adverse possession rights.

18. 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 hospitality industry in India has been severely affected by the global outbreak of the COVID-19 pandemic since early 2020 due to reduced traveler traffic and government-mandated restrictions on movement. On March 14, 2020, the Government of India declared COVID-19 as a "notified disaster" for the purposes of the Disaster Management Act, 2005 and imposed a nationwide lockdown beginning on March 25, 2020. The global impact of the COVID-19 pandemic rapidly evolved and public health officials and government authorities responded by taking measures, including in India where our hotels are based, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting domestic and overseas travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. In response to new strains and subsequent waves of COVID-19 pandemic, the Government of India and state governments periodically re-imposed lockdowns, with limited and progressive relaxations. There remains significant uncertainty regarding the full extent of the magnitude and duration of the COVID-19 pandemic, including potential new waves and variants in the future, as well as possible future actions by the Government of India, which makes it impossible for us to predict with certainty the impact that the COVID-19 pandemic will have on our business, financial condition, cash flows and results of operations in the future. The COVID-19 pandemic has adversely affected and may continue to affect our financial and operating performance and certain aspects of our business operations in the following ways, among others:

- domestic and overseas travel restrictions, including airport closures, may result in lower demand for rooms at our hotels and adversely affect our Average Occupancy and Average Room Rates. For details on how the COVID-19 pandemic has affected our Average Occupancy and Average Room Rates, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations – Changes in Consumer Demand due to Seasonality and Macroeconomic Conditions***" on page 389;

- increased cost of operations of our hotels to ensure higher standards of disinfection and cleanliness as well as disinfection costs;

- reduced revenue from our food and beverage operations due to changing consumer behavior towards dining out and greater usage of food delivery services;

- limitation of size of gatherings and events may result in lower demand for MICE facilities at our hotels;

- employees that are suspected of being infected with the COVID-19 pandemic as well as other employees that have been in contact with those employees may be required to be quarantined, and our employees may be restricted by travel and other lockdown measures imposed in India and overseas; this could result in a temporary reduction in the numbers of personnel or delays and suspension of operations as a health measure, which could have an adverse effect on our business and operations;

- our ability to meet our ongoing disclosure obligations or comply with covenants in our financing and other agreements, which could lead to breaches, violations, defaults, accelerations or cross accelerations;

- the use of our premises for COVID-19 measures, such as the temporary attachment of Caspia Delhi to a hospital for quarantining and housing doctors during the COVID-19 pandemic; and

- increased risks emanating from process changes being implemented, such as technology, oversight and productivity challenges due to an increase in number of individuals working from home.

Further, we had availed moratorium on instalments of certain term loans and interest on certain working capital facilities availed by us in accordance with the guidelines issued by the RBI on March 27, 2020, April 17, 2020 and May 23, 2020 during the COVID-19 pandemic. As of February 28, 2023, we had drawn down an aggregate amount of ₹6,087.42 million at interest rates ranging from 8.45% to 13.00% (with a weighted average interest rate of 10.41%), under credit lines from our lenders pursuant to the Emergency Credit Line Guarantee Scheme ("**ECLGS**") offered by the Government of India. We had also incurred indebtedness aggregating to ₹6,950.00 million from Sarvara Investment Fund I for repayment of our existing debt during the COVID-19 pandemic, which was fully repaid as of February 28, 2023.

We have adopted measures, such as sanitization processes and social distancing, to curb the spread of infection in order to protect the health of our employees and ensure business continuity with minimal disruption. The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, financial condition, cash flows and results of operations will depend on numerous evolving factors that we and the ACIC SPVs may not be able to accurately predict or estimate, including (i) the scope, severity and duration of the pandemic, (ii) actions taken by governments, businesses and individuals in response to the pandemic, (iii) the effect on customer demand for and ability to pay for hotel rooms, (iv) the decrease in travel and tourism industry, (v) the impact on our capital expenditure and our expansion and growth strategy, (vi) disruptions or restrictions on our employees' and vendors' ability to work, travel and/or fulfill their obligations to us, (vii) volatility in foreign exchange rates, and (viii) any extended period of remote work arrangements.

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

19. We are exposed to risks associated with the ownership and development of our hotels. Delays in the construction of new buildings or in the renovation of our existing properties may have an adverse effect on our business, results of operations and financial condition.

We are in the process of renovating our existing Hyatt Regency Pune (301 keys) with an intent to rebrand and we are also in the process of developing a Holiday Inn Express in Rajarhat, Kolkata (111 keys). Further, we are expanding our existing portfolio of hotels by renovating and/or rebranding 402 keys, adding 156 keys and adding two additional F&B outlets across several locations, including Hyatt Regency Pune, Four Points by Sheraton Vizag, Holiday Inn Express Bengaluru Whitefield, Fairfield by Marriott Chennai Sriperumbudur, Caspia Pro Greater Noida and Caspia Delhi. In addition, we intend to pursue several growth opportunities within the ACIC Portfolio, such as the renovation and re-branding of the 217 keys Four Points by Sheraton Pune into an Upper Upscale and Upscale hotel and the development of a 350 keys hotel under the Upper Mid-scale segment in MIDC, Navi Mumbai. For further details, see "***Our Business***" and "***Management's Discussion of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations – Acquisition, Renovation and Rebranding of Hotel Assets***" on pages 140 and 387, respectively.

The development and maintenance of hotels may subject us to several risks, including:

- changes in laws and regulations, or in the interpretation and enforcement of laws and regulations, applicable to real estate development or construction projects;

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

- increased costs of and delays in construction, including unanticipated risks beyond our control such as weather conditions or labor suspension, shortages of materials or labor and construction cost overruns;

- our dependency on the third parties whom we contract to construct and renovate our hotels, including their ability to meet our anticipated timelines, quality 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 hotel during such repair period;

- environmental, health and safety issues, including potential personal injuries to workers, site accidents and spread of viruses;

- availability of adequate electricity and water to effectively operate;

- natural disasters such as fires, dust storms and earthquakes; and

- generating insufficient cash from operations, or an inability to obtain the necessary debt or equity financing on satisfactory terms, to consummate a construction or renovation project.

While we have not experienced any material instances of the abovementioned risks in the six months ended September 30, 2022 and the past three Financial Years, we could face unanticipated delays in the development or renovation of our properties as well as an increase in our budgeted expenditure for such activities should any of these risks materialize. We could also risk losing all or a part of the capital we have already invested in a property, including on account of having to write off investments made, or we may have to make further unforeseen investments, which may have an adverse effect on our business, results of operations and financial condition.

20. Our Company did not comply with certain provisions of the Companies Act, 2013 in the past, and we cannot assure you that a compounding application filed in this regard will be resolved in our favor. Additionally, DUET India Hotels (Pune) Private Limited has also filed a compounding application for procedural delays in complying with certain reporting requirements prescribed under FEMA and we cannot assure you that a compounding application filed in this regard will be resolved in its favor.

In the six months ended September 30, 2022 and the past three Financial Years, our Company was not in compliance with certain requirements of the Companies Act, and we cannot assure you that our Company will not be subject to any penalties imposed by regulatory authorities in connection with such matters in the future. Our Company was unable to appoint an independent director pursuant to Section 149 of the Companies Act due to the COVID-19 pandemic and certain other administrative delays, and consequently could not comply with certain requirements under the Companies Act. Our Company has filed a compounding application on March 13, 2023 with the Regional Director, North Region, New Delhi, seeking compounding of such offences punishable under Sections 149, 177 and 178 of the Companies Act.

DUET India Hotels (Pune) Private Limited filed a compounding application on February 2, 2023 with the Compounding Authority, Cell for Effective Implementation of FEMA, RBI, seeking compounding of procedural delay in reporting: (i) the receipt of inward remittances from a non-resident person in 2008 through the Advance Remittance Form; and (ii) allotments of its securities in favour of a non-resident person in 2014 and 2017 through Form FC-GPR, within the prescribed period, in contravention of the reporting requirements prescribed under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.

These compounding applications are currently pending. No disputes or regulatory actions or material unaccounted financial liabilities have arisen in connection with these applications. We cannot assure you that these matters will be resolved in favor of our Company or DUET India Hotels (Pune) Private Limited, in a timely manner or at all, or that our Company or DUET India Hotels (Pune) Private Limited will not be subject to any penalties in the future as a result of these matters.

21. Any failure of the information technology systems used in our operations could adversely affect our business and operations.

We utilize information technology systems to support our business processes, including SAMHIntel, a proprietary analytics tool, and SAMConnect, a building management tool. For further details, see "***Our Business – Description of Our Business – Analytics Technology***" on page 165. The operations of our hotels also rely on the information technology systems of hotel operators. These systems may be susceptible and vulnerable to damage or interruption from:

- events beyond our control, such as war, terrorist attacks, and force majeure events, including earthquakes, tornados, hurricanes, fires or floods or break-ins;
- power losses, computer systems failures, internet and telecommunications or data network failures, service provider negligence, improper operation by or supervision of employees and physical and electronic losses of data, amongst others; and
- computer viruses, cyber-attacks, computer hacking seeking to disrupt operations or misappropriate information and other breaches of security. For instance, in September 2022, IHG's technology systems were subject to unauthorized activity, resulting in guests not being able to make bookings for our IHG-operated hotels online.

Effective response to such disruptions will require effort and diligence on our part, on part of our third-party vendors and our employees to avoid any adverse effect to our information technology systems.

While we believe that our information technology security systems are in line with industry standards, our systems and 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. If such unauthorized use of our systems were to occur, data related to our guests and other information could be compromised. As a result, we are also susceptible to risks that may arise from such disruptions and from the unauthorized use or access of the technology systems of our hotel operators. The occurrence of any such events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation. We are also dependent on third party vendors for providing some of the services to our guests, such as internet and television, among others, and any failure or deficiency on the part of such vendors may adversely affect our reputation.

22. Statements in this Draft Red Herring Prospectus such as 'the number of months in which our hotels under development are expected to be commissioned' and 'the number of keys expected in such hotels' are based on management estimates and have not been independently appraised.

The expected month of commissioning for our hotels under development and the expected months of completion of the planned expansion of our existing operating hotels presented in this Draft Red Herring Prospectus is based on management estimates and has not been independently appraised. The actual date of opening, number of keys and sizes of lands, properties, hotels or rooms may differ based on various factors, such as market conditions, modifications of engineering or design specifications, stipulations in the consents and approvals we receive and any delay or inability in obtaining them. Investors are cautioned to not place undue reliance on these estimates in their evaluation of our business, prospects and results of operation. See "***Our Business – Our Strategies***" on beginning on page 154 and "***Forward-Looking Statements***" beginning on page 21.

23. The hospitality industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.

The hospitality industry in India is intensely competitive and our hotels compete with large multinational and Indian hotel companies, in each of the regions in which we operate. Some of our competitors who are hotel owners may be larger than us, or develop alliances to compete against us, or have greater financial and other resources. We cannot assure you that hotels owned or managed by new or existing competitors will not lower rates or offer better services or amenities or significantly expand or improve facilities in a market in which we operate, or that we will be able to compete effectively in such conditions. The opening of a new hotel in the vicinity of any one of our hotels may also increase competition which would impact our occupancy and consequently our revenues. We may also face increased competition from budget hotels, internet-based homestays and hostel aggregators and alternative accommodation options such as luxury homestays and bed and breakfasts. See "***Our Business – Description of Our Business – Competition***" and "***Basis of Offer Price – Comparison with listed industry peers***" on pages 169 and 125, respectively.

Our success is largely dependent upon our ability to compete in areas such as room rates, location of the property, quality of accommodation, service levels and the quality and scope of other amenities, including food and beverage facilities. In addition, our competitors may significantly increase their advertising budget by offering more discounts or incentives to promote their hotels, which may require us to increase advertising and marketing expenses and change pricing strategies. While we have not experienced any material instances of such increased advertising and marketing expenses and changes in pricing strategies in the six months ended September 30, 2022 and the past three Financial Years, such occurrences in the future may have an adverse effect on our results of operations. As a result, we cannot assure you 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.

24. Certain of our Directors, Key Managerial Personnel and Senior Management have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.

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. 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. Certain of our Directors, Key Managerial Personnel and Senior Management may also be regarded as interested to the extent of loans and employee stock options granted by our Company from time to time pursuant to employee stock option schemes, as applicable. For further details in relation to the employee stock options and loans granted to our Directors, Key Managerial Personnel and Senior Management, see "***Capital Structure – Notes to Capital Structure – Employee Stock Option Scheme***" and "***Our Management – Interest of Key Managerial Personnel and Senior Management***" on pages 101 and 224, respectively.

Further, our Company has extended a loan for a principal amount of ₹20.55 million at an interest rate of 14.75% per annum to Ashish Jakhanwala, our Managing Director and Chief Executive Officer, by way of a loan agreement dated March 20, 2014, as amended. As of January 31, 2023, the outstanding principal amount of the loan extended by our Company to Ashish Jakhanwala was ₹ 46.34 million. Pursuant to an agreement dated January 28, 2016, as amended and restated on September 11, 2019 and March 27, 2023 (the "**Employment Contract**"), Ashish Jakhanwala is entitled to a severance payment equivalent to 40 months of his monthly salary (at the time of termination of his employment with our Company), payable in 12 equal monthly instalments following the termination, subject to certain reasons of termination under the Employment Contract. Additionally, in the event that Ashish Jakhanwala's employment is terminated by our Company without 'cause', voluntary resignation for 'good reason' or upon his death or permanent disability, Ashish Jakhanwala (or his estate) may, in his (or its) sole discretion, require our Company to promptly arrange for the purchase of up to 50% (or 100% in the event of his death or disability) of his shares at their current fair market value determined in accordance with the Employment Contract, subject to any conditions specified in the Employment Contract. In addition, our Company has extended an interest-free loan for a principal amount of ₹2.50 million to Rajat Mehra, our Chief Financial Officer, by way of a bonus advance agreement dated November 11, 2019, extended by a loan extension agreement dated April 5, 2021. Further, Gyana Das, our Executive Vice President and Head of Investments, has obtained a loan for a principal amount of ₹11 million at an interest rate of 6.90% p.a. (subject to revisions in the interest rate by our Company at its sole discretion, at any point) pursuant to an incentive advance agreement dated March 8, 2022 and an interest-free loan for a principal amount of ₹4 million pursuant to an incentive advance agreement dated March 8, 2022, extended by a loan extension agreement dated February 17, 2023. For further details in relation to the interests of our Directors, Key Managerial Personnel and Senior Management, see "***Our Management – Interest of Directors***" and "***Our Management – Interest of Key Managerial Personnel and Senior Management***" on pages 214 and 224, respectively.

25. We have a large workforce deployed across our hotels and may be exposed to service-related claims and losses or employee disruptions that could have an adverse effect on our business and reputation.

We have a large workforce deployed across our hotels and as of September 30, 2022, we had 1,933 permanent employees and employed 424 personnel on a contractual basis. For the six months ended September 30, 2022 and the Financial Years 2022, 2021, 2020, we had attrition of 748, 1,360, 1,026 and 1,132 permanent employees, respectively, representing an attrition rate of 47.64%, 86.62% 47.30% and 50.88%, respectively, for our permanent employees. Such attrition was mainly due to the impact of the COVID-19 pandemic, reorganization of mid-level and senior roles and international mobility programs. According to the JLL Report, the average annual employee attrition in India across the branded hotel segment was 36.00% for the calendar year 2022. The employee attrition for executive employees and non-executive employees in the hospitality industry is at 20.00% and 42.00%, respectively, for the calendar year 2020, according to the JLL Report. The risks associated with the utilization of a large workforce 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 our guests;
- failure of our personnel or third-party service providers to adequately perform their duties, including for rendering deficient services;
- violation by our personnel of security, privacy, health and safety regulations and procedures;
- any failure by us to adequately verify personnel backgrounds and qualifications;
- use of third-party vehicles resulting in accidents;
- injury or damages to any guest's person or property due to negligence of our personnel or third-party service providers; and
- criminal acts, torts or other negligent acts by our personnel or third-party service providers.

These claims may give rise to litigation and claims for damages, which could be costly and time consuming. For example, a former employee of our Subsidiary, Argon has filed a civil suit seeking damages on account of alleged wrongful termination. This matter is currently pending before the High Court of Delhi (Division Bench). Such labor claims may result in negative publicity and adversely impact our reputation. In addition, we may also be affected by the acts of third parties, including subcontractors and service providers. Any losses that we incur in this regard may have an adverse effect on our business and reputation.

26. A substantial portion of the Net Proceeds will be utilized for the repayment, prepayment and/or redemption of indebtedness availed of by our Company and our Subsidiaries.

We intend to utilize ₹7,500.00 million of the Net Proceeds towards the repayment, prepayment and/or redemption of all or a portion of certain borrowings availed by us and the payment of the accrued interest thereon, including repayment of the FCCDs. For further details, see "***Objects of the Offer – Repayment/ prepayment/ redemption, in full or in part, of certain borrowings availed of by our Company and our Subsidiaries including payment of the interest accrued thereon***" on page 107.

The borrowings to be prepaid, repaid and/or redeemed will be selected based on a range of various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to repay, prepay and/or redeem the borrowings and time taken to fulfil, or obtain waivers for the fulfilment of, such conditions, (iii) levy of any prepayment penalties and the quantum thereof, (iv) provisions of any laws, rules and regulations governing such borrowings, and (v) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

Accordingly, the Net Proceeds will not be available for any capital expenditure or creation of tangible assets by our Company.

27. Any failure on our part to manage operational risks inherent in our business could adversely affect our business, results of operations and financial condition.

Certain operational risks are inherent in our businesses due to the nature of the hospitality industry. Our hotel operators provide services including food and beverage services, cleaning and housekeeping, and security services, at our hotels. In rendering such services, our personnel are required to adhere to regulatory requirements as well as internal standard operating procedures with regard to health, safety and hygiene and in their interaction with our guests and other members of the public. Food and beverage services require proper packaging and labelling and the careful and hygienic handling of food products, which if improperly packaged or handled may have an adverse impact on the health of our guests and may result in liability for us. Similarly, cleaning and housekeeping services involve the handling of chemical-based cleaning solutions, which if handled improperly may have an adverse impact on the health of our employees, guests and on the environment. We may also be subject to regulatory action if we are unable to comply with regulations applicable to us in respect of any packaged goods made available for sale at our hotels. While we have not experienced any material instances of such regulatory action in the six months ended September 30, 2022 and the past three Financial Years, any failure on our part to implement policies and protocols required to effectively mitigate and respond to such risks in a timely manner may have an adverse effect on our hotel's reputation, guest loyalty and consequently our business, results of operations and financial condition.

28. Our inability to effectively manage our expansion and execute our growth strategy could have an adverse effect on our business, results of operations and financial condition.

We have experienced significant growth over the past three years, and we have expanded our operations to become India's third largest hotel owner by number of keys added per year since inception and one of India's fastest growing hotel owners by number of keys added per calendar year, compared to other listed hospitality companies in India, as of September 30, 2022, according to the JLL Report. As of February 28, 2023, we have added approximately 295 keys to our portfolio per year since our incorporation in 2010. Within 12 years of starting our business operations, we have grown our total operating keys to 3,839 as of February 28, 2023. In addition, we have several renovation, rebranding and expansion projects in our pipeline, which are described in further detail in "***Business – Our Strategies – Complete Development of Identified Opportunities that are Currently Under Development***" and "***Business – Our Strategies – Integrate ACIC Portfolio to Improve Financial Performance***" on pages 155 and 156, respectively. The expansion of our business operations has placed, and will continue to place, substantial demands on our managerial, operational, technological, financial and other resources. We cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand further, or sustain the same rate of growth.

In order to manage and support our growth, we must implement, upgrade and improve our operational, administrative and technological systems, procedures and internal financial and management controls with a view to effectively manage our hotel portfolio. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that could result in inconsistent internal standard operating procedures, we may not be able to efficiently manage our business and growth and our reputation may suffer. We cannot assure you that our management, operational and financial systems, procedures and controls will be adequate to support future operations. Any failure on our part to manage growth effectively, could have an adverse effect on our business and results of operations. See also "***– If we are unable to realize the anticipated growth opportunities and synergies from the assets we acquire, including from the Proposed ACIC Acquisition (as defined below) or any other acquisition that we may undertake in the future, our business, financial condition, cash flows and results of operations may be adversely affected.***" on page 34.

29. We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise and labor laws and certain reporting requirements prescribed by the Reserve Bank of

India ("RBI"). Any non-compliance with, or changes in, regulations and reporting requirements applicable to us may adversely affect our business, results of operations and financial condition.

We are subject to a broad range of safety, health, environmental and related laws and regulations, which impose controls on our operations. While the day-to-day operations at our hotels are managed by the respective hotel operators, in terms of the hotel operator services agreements we have entered into with them, we are responsible for obtaining and maintaining all government and regulatory approvals required in relation to the operations and services provided at each of our hotels. For details of the key regulations we are subject to and the key approvals and licenses we are required to maintain, see "***Key Regulations and Policies***" and "***Government and Other Approvals***" beginning on pages 191 and 424, respectively.

In connection with our ownership of hotels and development of properties, we are also subject to various national, state and local laws and regulations relating to environmental laws. Under some of these laws, a current or former owner or operator of real estate property may be held liable for the costs of investigating or remediating hazardous or toxic substances or wastes on, under or in such real property, as well as third-party sites where the owner or operator sent wastes for disposal. Further, a person who arranges for the disposal or treatment of a hazardous or toxic substance at a property owned by another, or who transports such substance to or from such property, may be liable for the costs of removal or remediation of such substance released into the environment at the disposal or treatment facility. The costs of investigating or remediating contamination, at our properties or at properties where we sent substances or wastes for disposal, may be substantial. In the past, upon submission of an application for the renewal of its consent to operate, our Subsidiary, Barque, received a show cause notice from the Maharashtra Pollution Control Board, highlighting certain non-compliances noted from the application with respect to providing details about quantity of wet garbage generated and organic waste convertor. Consequently, the renewal of the application for consent to operate was not processed and, in order to obtain the consent, Barque had to file a fresh application for the renewal of the consent to operate.

Further, government regulations and policies of India, can impact costs incurred as well as the demand for, expenses related to and availability of our hotel services and rooms. For example, the Maharashtra Electricity Regulatory Commission has proposed amendments to the Maharashtra Electricity Regulatory Commission (Distribution Open Access) Regulations, 2016 and the Maharashtra Electricity Regulatory Commission (Transmission Open Access) Regulations, 2016 which, if enacted, may impact the cost of energy procurement for the operations of our Subsidiary, Ascent at the Hyatt Regency Pune. 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.

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 us to incur additional capital expenditure, 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 requiring that no alcoholic beverages be sold within a distance of 500 meters from state and national highways. This judgment temporarily affected our operations and the service of wine and liquor at our Hyatt Regency Pune. However, the Supreme Court of India clarified in July 2017 that licensed establishments within municipal limits are exempted from this restriction. In another instance, the Supreme Court of India, in February 2019, issued a judgement including special allowances paid by an establishment to its employees within the expression of "basic wages", for the computation of deduction towards the provident fund. The Employees' Provident Fund Organisation has not issued any circular/ notification mentioning the effective date for implementing this decision of the Supreme Court of India; however, if the Supreme Court judgment were implemented retrospectively, it may place an obligation on our Company and our Subsidiaries to deposit additional contributions in relation to their provident fund obligations. In the ordinary course of business, the lessors of our hotel properties also receive and comply with directions from various authorities in respect of our hotels. Complying with, and changes in, laws and regulations or terms of approval may increase our compliance costs and adversely affect our business and results of operations.

We are also subject to the laws and regulations governing relationships with employees in areas such as minimum wages and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labor and work permits and maintenance of regulatory/ statutory records. For instance, the Government of India has introduced the (a) Code on Wages, 2019; (b) Code on Social Security, 2020; (c) Occupational Safety, Health and Working Conditions Code, 2020; and (d) Industrial Relations Code, 2020 (collectively, the "**Codes**"). The Codes are aimed to consolidate, subsume and replace various existing central labor legislation. While certain provisions of the Code on Wages, 2019 pertaining to central advisory board were notified on December 18, 2020, the effective dates for the implementation of the Codes have not been notified and we are unable to assess the impact of all or some such laws on our business and operations. Such laws may restrict our ability to grow our business in the future and increase our expenses. Increase in minimum wage rates could increase our costs and affect our margins and profitability. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. In the past, we and certain of our shareholders have received letters from an organization named Hotel Mazdoor Panchayat, which represents workers in branded hotels, alleging certain shortcomings in labor related standards at certain of our hotels. Such letters may translate into legal proceedings, which may have an adverse effect on our reputation, operations and business.

Further, as a company "owned and controlled" by non-resident Indians in terms of the applicable FEMA regulations, we are required to comply with certain reporting requirements involving filings to be made with the RBI under FEMA in connection with downstream investments made by us, including acquisition of and investments in our Subsidiaries. In the past, there has been an inadvertent delay of approximately three months in making one such filing in respect of our downstream investment in our Subsidiary, SAMHI JV Business Hotels Private Limited in the Financial Year 2019. While we have subsequently made the requisite filing along with late submission fee of ₹293,250 as specified by the RBI, in the future, if we are unable to make such filings within the prescribed time periods, we may be liable to actions from the RBI. We may also be required to compound offences along with payment of penalties as may be imposed by the RBI. Consequently, if we are unable to comply with such reporting requirements and applicable rules and regulations, our business, results of operations and financial condition may be adversely affected.

We are also required to comply with certain reporting requirements under the provisions of the Foreigner's Act, 1946 (read with the applicable rules and regulations) with respect to the arrival of foreign guests at our hotels. Any delay in complying with such reporting requirements within the prescribed timelines could expose us to potential litigation and penal action. For instance, in August 2018, due to delay in filing of an arrival report for a foreign national within 24 hours of his arrival at one of our hotels, the assistant manager of the hotel was arrested and is currently under prosecution. See also "***Outstanding Litigation and Material Developments – Criminal proceedings against SAMHI Gurgaon***" on page 418.

30. ***We are exposed to a variety of risks associated with safety, security and crisis management.***

There are inherent risks of accidents or injuries at our hotels caused by 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, health crises of guests, sexual harassment at the workplace and petty crimes which could affect guest or employee experience, cause loss of life, sickness or injury and result in compensation claims, fines from regulatory bodies, litigation and impact our reputation. For instance, in September 2022, due to extreme rain in Bangalore, the operations of Fairfield by Marriott ORR and Courtyard by Marriott ORR were hampered for a few days. In the past, IHG's technology systems have been subject to unauthorized activity, resulting in guests not being able to make bookings for our IHG-operated hotels online. Further, terror attacks at hotels in India in the past and concerns around women safety had led to a decline in foreign tourist arrival in India. Serious incidents or a combination of events could escalate into a crisis which, if managed poorly, could further expose us to significant reputational damage.

Any accidents or any criminal activity at our hotels may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Any of the foregoing could also subject us to litigation, which may increase our expenses in the event we are found liable and adversely impact our results of operation and financial condition. Such events could also affect our reputation and cause a loss of consumer confidence in our business.

31. ***We are subject to a variety of risks relating to owning real estate assets.***

Our principal assets are our hotels and accordingly, we are subject to risks that generally relate to real estate assets. Regulations and interest rates can make it more expensive and time-consuming to develop real property or expand, modify or renovate hotels. Changes in local markets or neighborhoods 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. Our ability to dispose of real estate assets, if required, on beneficial 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 are also subject to the risk that government agencies in India may exercise rights of compulsory acquisition of certain land parcels. For instance, Argon, our Subsidiary, has received a land acquisition notice from the relevant authorities in Chennai in relation to the acquisition of certain land parcels forming part of the site where one of our hotels is situated, which have subsequently been sold. Further, Duet Chennai OMR has also received a land acquisition notice from the relevant authorities in Chennai in relation to the acquisition of a portion of land on which Fairfield Chennai OMR is situated. No further communication has been received from the relevant authorities. If such rights are exercised against land parcels pertaining to one or more of our hotels or against land parcels that we otherwise own in the ordinary course of our business, it could require us to relinquish such land and may have an adverse impact on our operations. Additionally, the compensation paid pursuant to such acquisition may not be adequate to compensate for the loss of land and revenue being generated from the hotel built on such land. The likelihood of such actions may increase as the central and state governments seek to acquire land for the development of roads, highways, airports and rail metro projects. Any potential acquisition pursuant to such land acquisition notice may require us to relocate the entry and exit points of our concerned hotel in Chennai. Further, a parcel of land owned by Barque, our Subsidiary, on Hosur road, Bangalore is under acquisition proceedings by the relevant authorities in the state of Karnataka. Since there is an ongoing dispute with a third party in relation to this parcel of land, the compensation amount in lieu of the acquisition is yet to be received by Barque. There is no hotel property currently on this parcel of land. For further details, see "***Outstanding Litigation and Material Developments – Material civil litigation by Barque***" on page 416.

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. Further, the changes in law and regulation and fiscal policies require us to incur substantial compliance costs.

32. A portion of our hotel bookings originate from travel agents and intermediaries. In the event such companies continue to gain market share compared to our direct booking channels, or if our competitors negotiate more favorable terms with such agents and intermediaries, our business and results of operations may be adversely affected.

Our hotel operators enter into agreements with travel agents, online travel aggregators and other distribution channels to facilitate the process for customers to make hotel reservations and bookings. Such agents and intermediaries 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 them also have strong marketing budgets and aim to create brand awareness and brand loyalty among customers and may seek to commoditize hotel brands through price and attribute comparison. While we have not experienced any material instances of negative reviews and feedback on travel agents' and intermediaries' platforms in the six months ended September 30, 2022 and the past three Financial Years, such occurrences in the future may cause customers to choose the services of our competitors.

Further, while we have not experienced any material instances of incorrect information uploaded about our hotels by travel agents and intermediaries in the six months ended September 30, 2022 and the past three Financial Years, such occurrences, and any failure or delay on our part in scrutinizing and rectifying such incorrect information, may cause negative publicity and adversely affect the reputation of our hotels. This may adversely affect our business, results of operations, cash flows and financial condition.

In the event that such agents and intermediaries continue to gain market share, they may impact our profitability, undermine our direct booking channels and online web presence and may be able to increase commission rates and negotiate other favorable contract terms. Further, our competitors may be able to negotiate better or more favorable terms with such agents and intermediaries, which may result in these agents and intermediaries offering higher discounts and incentives for their hotels leading to more customers choosing to make bookings at our competitors' hotels, which in turn impacts our hotel bookings from these channels and may adversely affect our business and results of operations.

33. Many of our financing agreements entail interest at variable rates and any increases in interest rates may adversely affect our results of operations.

The interest rates applicable to the borrowings availed by us, aggregating to ₹17,146.18 million as of September 30, 2022, are based on the base rate or marginal cost of funds-based lending rate of the relevant lender and the interest spread per annum, which is variable. Further, some of our financing agreements include provisions providing for interest rates to be periodically reset, or changed based on the lender's internal policies. We are susceptible to fluctuations in interest rates and associated risks. For further details, see "***– Risks Related to the Offer – Fluctuations in interest rates could adversely affect our results of operations.***" on page 67. We have experienced increases in the interest rates applicable to the borrowings availed by us. For instance, on April 20, 2022, HDFC Limited increased the interest rate for the ₹1,400.00 million corporate loan of Ascent from 10.45% per annum to 13.15% per annum due to an increase in their benchmark rate. Similarly, on May 23, 2022, Standard Chartered Bank increased the interest rate for the ₹5.00 million term loan of Caspia from 11.20% per annum to 11.25% per annum, also due to an increase in their benchmark rate. Such occurrences may have an adverse effect on our business, results of operations, cash flows and financial condition. See "***Financial Indebtedness***" beginning on page 382 for a description of the range of interest typically payable under our financing agreements.

34. We rely on independent contractors for construction and renovation of our hotels and any failure on their part to perform their obligations could adversely affect our business, results of operations, and cash flows.

We utilize independent contractors for construction and renovation projects at our hotels. If a contractor fails to perform its obligations satisfactorily or within the prescribed time periods with regard to a project, or terminates its arrangement with us, we may be unable to complete the project within the intended timeframe and at the intended cost. In the six months ended September 30, 2022 and the past three Financial Years, we have not incurred any significant penalties or losses as a result of our independent contractor's failure to perform their obligations. However, if this occurs in the future, we may be required to incur additional cost or time to meet appropriate quality standards in a manner consistent with our project objective, which could result in reduced profits or, in some cases, significant penalties and losses which we may not be able to recover from the relevant independent contractor. We cannot assure you that the services rendered by any of our independent contractors will always be satisfactory or match our requirements for quality. In addition, we may be subject to claims in relation to defaults and late payments to our contractors, which may adversely affect our business, results of operations, and cash flow. For instance, certain arbitration claims have been brought against certain ACIC SPVs in relation to non-payment of fees to contractors. For further details, see – "***Outstanding Litigation and Other Material Developments – Litigation involving ACIC SPVs***" on page 419.

35. We may be unable to successfully grow our business in new markets in India, which may adversely affect our business prospects and results of operations.

We intend to strengthen and expand our portfolio to newer geographies in India. However, expanding to new geographies, including Kolkata and Mumbai, involve numerous risks and we cannot assure you that we will be able to grow our business in such markets. We are likely to face a number of risks including:

- lack of availability and right cost of hotels at suitable locations;
- the availability and cost of capital to fund construction or renovation;
- cost-effective and timely construction of hotels (which construction can be delayed due to, among other reasons, labor and materials availability, labor disputes and weather conditions);

- our ability to secure required governmental permits;
- the ability to access infrastructure and logistical challenges in the new regions; and
- our ability to implement our development plans effectively and efficiently.

We may also be unable to compete effectively with our competitors who are already established in the regions in which we expand. Our expansion plans may also result in advertising and marketing expenditure and challenges caused by distance, language and cultural differences. The demand for our services may not grow as anticipated in certain newer markets and if we are unable to grow our business in such markets effectively, our business prospects and results of operations may be adversely affected.

36. Several expenses incurred in our operations are relatively fixed in nature, and our inability to effectively manage such expenses may have an adverse effect on our business, results of operations and financial condition.

A significant portion of certain types of expenses incurred in our operations, such as power, fuel and water expenses, employee related costs, maintenance costs for our key equipment and rental expenses, are relatively fixed in nature. Further, under our hotel operator services agreements, we are generally obliged to pay fees for various services rendered by third-party operators. In addition, the lease deeds we have entered into in relation to our leased hotels generally include periodic payments based on an agreed percentage of earnings from the respective hotel subject to a minimum guaranteed amount, in certain cases during the initial term of the lease deeds. We may also have to incur costs towards periodic renovation, re-designing, re-structuring, refurbishing or repair of defects at our hotels. 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 six months ended September 30, 2022 and the past three Financial Years, such occurrences in the future may adversely affect our business, results of operations and financial condition.

The hospitality industry experiences periodic 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. Similarly, when the demand for hotel rooms increases, our profitability increases disproportionately to the increase in revenues due to economies of scale and operating leverage. Further, during periods when we shut down our hotels for refurbishment and rebranding, we 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.

37. We may require additional equity or debt financing in the future in order to continue to grow our business, which may not be available on favorable terms, or at all.

The hospitality industry is a capital-intensive industry and our growth strategy may require us to raise additional funds or refinance our existing debt. During the Financial Year 2022, we raised ₹6,950.00 million from Sarvara Investment Fund I through the issuance of NCDs, for repayment of a portion of our existing debt during the COVID-19 pandemic. We cannot assure you that such funds will be available to us on favorable terms, or at all. The amount and timing of such additional financing needs will vary depending on the timing of our new hotel launches, potential acquisitions of new hotels, renovation and refurbishment costs for new and existing hotels and the amount of cash flow from our operations. Further, any incurrence of additional debt may increase our financing costs. Our ability to obtain additional capital on acceptable terms is subject to several uncertainties, including:

- investors' or lenders' perception of, and demand for our services;
- conditions of the Indian and other capital markets in which we seek to raise funds;
- our future results of operations, financial condition and cash flows;

- governmental regulation of foreign investment in the hospitality industry and the construction development of hotel projects;
- economic, political and other conditions in India; and
- governmental policies concerning external commercial borrowings.

Further, our financing agreements may contain terms and conditions that may restrict our ability to operate and manage our business, such as terms and conditions that require us to maintain certain pre-set debt service coverage ratios and leverage ratios and require us to use our assets, including our cash balances, as collateral for our indebtedness. If we are unable to raise additional funds on favorable terms, or at all, our business, results of operations and financial condition may be adversely affected.

Any downgrade in our credit ratings could also increase borrowing costs and adversely affect our access to capital and debt markets. For example, on April 15, 2021, a ₹3,000.00 million long term loan of Barque Hotels Private Limited was downgraded by ICRA Limited from BBB- (Negative) to BB+ (Negative), which was subsequently withdrawn pursuant to the refinancing of the facility. In addition, on March 16, 2020, a ₹305.50 million long term loan of Duet India (Jaipur) Private Limited was downgraded by CARE Ratings Limited from BBB- (Stable) to BBB- (Negative), and was subsequently revised back to BBB- (Stable) on September 15, 2022. There have not been any further downgrades of such loans. Any future downgrade could increase the probability that our lenders may impose additional terms and conditions to any financing or refinancing arrangements that we enter into in the future and adversely affect our business, results of operations, financial condition and cash flows.

38. Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.

Our hotels are staffed round the clock by our employees. Although we have not experienced any material instances of labor unrest in the six months ended September 30, 2022 and the past 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, which may adversely affect our ability to continue our operations. The employees of one of the ACIC SPVs at the *Four Points by Sheraton* in Pune are unionized with Bhartiya Kamgar Sena. While our Company's employees are not currently unionized, except for certain employees at the Hyatt Regency Pune, we cannot assure you that our employees will not form unions in the future. For example, the Hyatt Regency Pune executed a settlement agreement under the Industrial Disputes Act, 1947 dated July 27, 2022 with the Bhartiya Kamgar Sena, a recognized union under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971, pursuant to which certain benefits were instituted, including a wage revision for employees of the hotel placed at certain levels of seniority (excluding certain identified categories of employees), for a three year period commencing from April 1, 2022. Further, DUET Pune has received a letter from the Office of Deputy Commissioner of Labour for scheduling a meeting in relation to retrenchment of six employees of DUET Pune. While DUET Pune has clarified the reasons for the retrenchment of these employees in subsequent meetings held in this regard, the matter has not yet been resolved. In the event our employee relationships deteriorate, or we experience significant labor unrest, strikes and other labor 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 and financial condition.

39. We rely on contract labor for carrying out certain of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract labor for performance of certain of our operations. As of September 30, 2022, we utilized 424 contract laborers across our hotel operations. Although we do not engage these laborers directly, we may be held responsible for (i) any wage payments to be made to such laborers in the event of default by such independent contractor; or (ii) any compensation owed to such laborers on account of a loss or injury at the workplace. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. 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 hire a number of such contract laborers as permanent employees. In the event of any non-compliance by contractors with statutory requirements, legal proceedings may be initiated against us. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations and financial condition.

40. While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale portion.

The Offer consists of a Fresh Issue and an Offer for Sale of up to 9,000,000 Equity Shares by the Selling Shareholders. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders in proportion to the Equity Shares sold by each Selling Shareholder, and our Company will not receive any proceeds from such Offer for Sale (after deducting applicable Offer expenses). For further details, see "***Objects of the Offer***" and "***Capital Structure***" beginning on pages 106 and 91, respectively.

41. 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 and financial condition.

We could 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. Our insurance policies are in respect of buildings and equipment (including plate glass insurance) covering losses due to fire and special perils (and incidental losses), burglary, electrical or mechanical breakdown, fidelity guarantee, public liability and money insurance. We also maintain directors' and officers' liability insurance, workmen compensation policies and health insurance for our employees. As of September 30, 2022, we had total insurable assets amounting to ₹11,802.04 million. As of September 30, 2022, we had insurance coverage amounting to ₹24,077.06 million, representing 204.01% of our total insurable assets. As of September 30, 2022, a portion of our assets aggregating to ₹8,092.51 million, comprising land, right to use of land, goodwill and other intangible assets, representing 68.57% of our total insurable assets were not insurable.

We believe that our insurance coverage is reasonably adequate to cover the normal risks associated with the operation of our business, and have not experienced any material instances of delays or rejections in the honoring of our insurance claims in the six months ended September 30, 2022 and the past three Financial Years. Further, our insurance claims have not exceeded our insurance coverage in the six months ended September 30, 2022 and the past three Financial Years. However, we cannot assure you that any claim under our insurance policies will be honored fully, on time or at all, 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. In the six months ended September 30, 2022 and the past three Financial Years, we have not experienced any material instances in the past where our claims exceeded our insurance coverage or suffered losses not covered by our insurance policies. However, in the future, we may suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, and our insurance claims may be rejected. In such circumstances, we would have to bear such loss or damage. Further, the costs of coverage may increase in the future. For instance, on January 1, 2020, there was a 10.00% increase in the costs of coverage for one of Argon Hotels Private Limited's insurance policies due to the IRDAI's revision of the rates applicable to property damage insurance. Such costs may become so high that insurance policies we deem necessary for the operation of our projects may not be obtainable on commercially practicable terms, or at all, or policy limits may need to be reduced or exclusions from our coverage expanded. Any of the foregoing may adversely affect our business, results of operations and financial condition.

42. 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. Further, we rely on large-scale air-conditioning plants to maintain standards, operations and services to our guests and any interruption in the functioning of such air conditioning plants could cause serious reputation and operational risks at our hotels. Although we have diesel generators and back-up 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, our Subsidiary, SAMHI JV received letters from the Bangalore Electricity Supply Company Limited ("**BESCOM**") dated July 5, 2018 and March 13, 2019, whereby BESCOM has directed that SAMHI JV arrange a feeder line for its primary source of electricity (since SAMHI JV had only made arrangements for an alternate source), in order to avoid power supply problems and disconnection of SAMHI JV's installations. In the six months ended September 30, 2022 and the past three Financial Years, we have not had experienced any material disruptions or lack of basic infrastructure such as electricity and water supply. However, any failure on our part to obtain alternate sources of electricity or water, or address mechanical, electrical and plumbing failure, in a timely fashion, and at an acceptable cost, may have an adverse effect on our business, results of operations and financial condition.

43. We have availed certain credit facilities that are repayable on demand.

We have availed certain credit facilities which are repayable on demand. 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. Any demand by the lenders may adversely affect our cash flows and financial condition. For details, see "***Financial Statements – Annexure VII – Notes to Restated Consolidated Financial Information – Note 23 – Current financial liabilities – Borrowings***" on page 309 and for further details on our indebtedness, see "***Financial Indebtedness***" on page 382."

44. We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Offer Price.

We have, in the last 12 months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Offer Price. For further details, see "***Capital Structure – Notes to Capital Structure – Issue of Equity Shares in the last one year***" on page 95.

45. We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materialize.

As of September 30, 2022, we had disclosed the following contingent liabilities (as per Ind AS 37) in the Restated Consolidated Financial Information:

Nature of Contingent Liabilities	**As of September 30, 2022**	
	Total demand	**Amount paid under protest**
	(₹ in million)	
Income Tax Act, 1961	113.52	22.42
Finance Act, 1994 (Service Tax)	90.72	–
Other Matters	45.00	–

As of September 30, 2022, we did not have contracts remaining to be executed on capital account and others, and not provided for. Our export obligations outstanding under the Export Promotion Capital Goods Scheme of the Government of India on import of capital equipment for use in our hotel projects were nil, as of September 30, 2022. For further details relating to our contingent liabilities and commitments, see "***Financial Statements – Annexure VII – Notes to the Restated Consolidated Financial Information – Note 43 – Contingent liabilities and commitments***" on page 341.

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 and results of operation may be adversely affected.

46. We have in the past entered into related-party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

We have entered into certain transactions with related parties and are likely to continue to do so in the future. The total amount of our related-party transactions (post-intercompany elimination) with entities having significant influence was ₹5.64 million pertaining to reimbursement of expenses and ₹282.20 million pertaining to issue of equity share capital (including share premium) for the Financial Years 2022 and 2020, respectively. We did not enter into any transactions with related parties for the six months ended September 30, 2022 and the Financial Year 2021. Our related party transactions (post elimination of intra-group transactions) with our Key Managerial Personnel, relatives of Key Managerial Personnel and enterprises in which the Key Managerial Personnel/Directors have control over or may exercise significant influence amounted to ₹52.79 million, ₹119.27 million, ₹57.28 million and ₹54.25 million for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, respectively which includes interest income on unsecured loan, interest expense on optionally convertible debentures (unsecured), advance provided, issue of optionally convertible debentures (unsecured) and key management personnel compensation. Although all related-party transactions that we may enter into are subject to approval by our Board of Directors, as required under the Companies Act and the SEBI Listing Regulations, we cannot assure you that such transactions in the future, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. Such related-party transactions in the future may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, cash flows and results of operations. While all such transactions have been conducted on an arm's length basis, we cannot assure you that we could not have obtained more favourable terms had such transactions been entered into with unrelated parties. We cannot assure you that any dispute that may arise between us and related parties will be resolved in our favor. For details on our related-party transactions, see "***Financial Statements – Annexure VII - Note 42 - Related Party Disclosures***" beginning on page 333.

47. This Draft Red Herring Prospectus contains information from third-party industry sources, including the JLL Report, which has been exclusively commissioned and paid for by our Company solely for the purposes of the Offer.

This Draft Red Herring Prospectus includes information derived from third-party industry sources and from the JLL Report, exclusively commissioned and paid for by our Company, pursuant to an engagement with our Company. All such information in this Draft Red Herring Prospectus indicates third-party industry sources or the JLL Report as its source. We commissioned the JLL Report 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 JLL Report contains certain industry and market data, based on certain assumptions. Such assumptions may change based on various factors. Further, the JLL 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 JLL Report or any other industry data or sources are not recommendations to invest in any company covered in the JLL Report.

Accordingly, investors should read the industry-related disclosure in this Draft Red Herring Prospectus in this context and should not base their investment decision solely on the information in the JLL Report. For the disclaimer associated with the JLL Report, see "***Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation***" on page 17.

48. 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.

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 on the dividend policy adopted by our Board, see "***Dividend Policy***" beginning on page 229.

49. Our inability to protect or use our intellectual property rights may adversely affect our business.

We have registered trademarks under various classes, including under classes 43 and 35 with the Registrar of Trademarks under the Trade Marks Act, including SAMHI, SAMHI, and CASPIA HOTELS. Further, the ACIC SPVs have also made applications seeking registration of trademarks under various classes, including KOMATOSE, which has been refused, and , which has been objected under section 11(1) of the Trade Marks Act, 1999 as each of the marks is identical with or similar to earlier marks in respect of identical or similar description of goods or services and because of such identity or similarity, there exists a likelihood of confusion on the part of the public. We believe that trademarks and service marks are important assets to our business. The use of our, or those of our brand partners', trademarks or logos by third parties could adversely affect our hotels' reputation, which could in turn adversely affect our business and results of operations. Therefore, we take measures to protect our and our brand partners' intellectual property by relying on Indian laws and initiating legal proceedings. However, such measures may not be adequate to prevent unauthorized use of our, or our brand partners' intellectual property by third parties and thus, we may not be able to prevent infringement of our or our brand partners' intellectual property. Further, the application of laws governing intellectual property rights in India is uncertain and evolving, and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, our current and future trademarks are subject to expiration and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. For example, in June 2020, we entered into a settlement agreement pursuant to which we agreed to discontinue use of, and not apply or register worldwide, certain specific marks that could cause likelihood of confusion or dilution of a certain mark belonging to the other party to such settlement agreement. If similar claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Further, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could have an adverse effect on our business, results of operations, financial condition and cash flows.

50. We track certain operating metrics with our internal systems and tools, which may result in inaccurate data or may be subject to changes in the future.

We track certain operating metrics with our internal systems and tools. Our methodologies for tracking these metrics may change over time, which could result in changes to our metrics in the future, including to metrics that we publicly disclose. In addition, while we report data based on what we believe, at the time of reporting, to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges and limitations with respect to such data or our methodologies**.** If our internal systems and tools track our metrics inaccurately, the corresponding data may be inaccurate. This may impair our understanding and evaluation of certain aspects of our business, which could affect our operations and long-term strategies. Our Company's Statutory Auditor has included certain emphasis of matter paragraphs in its audit report for our audited consolidated financial statements as of and for the

Financial Year ended March 31, 2022, as well as an audit qualification (with respect to our internal financial controls with reference to our consolidated financial statements) on material weakness identified in relation to the appropriateness of our internal control system with regard to the subsequent measurement of FCCDs in accordance with Ind AS 109. See also "– ***The audit and assurance reports of our Company contain certain qualifications and emphasis of matter paragraphs.***" on page 39. Further, if investors make investment decisions based on such metrics that are inaccurate, the market price of the Equity Shares could be adversely affected, and we may also face potential lawsuits or disputes with investors or regulators. We cannot assure you that such instances will not occur in the future, which may adversely affect our business, financial condition and results of operations.

51. We do not own the land on which our corporate office and registered office are situated.

We do not own the land on which our corporate office and registered office are situated. Our corporate office is leased from DLF Cyber City Developers Limited, pursuant to a lease deed valid for a period of three years from October 1, 2020. Our Company has leased the premises where our registered office is situated from Argon, our Subsidiary, pursuant to an agreement dated December 9, 2022, which is currently valid until December 8, 2032. We cannot assure you that we will be able to continue with the uninterrupted use of this premise. If we are unable to comply with the terms of our lease deed, it may impair our operations and adversely affect our business, results of operations and financial condition. For further details, see "***Our Business – Immovable Properties***" on page 170.

52. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval.

We propose to utilize the Net Proceeds for the repayment, prepayment and/or redemption of certain of our indebtedness (including accrued interest) and general corporate purposes. For details, see "***Objects of the Offer***" beginning on page 106. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act and the SEBI ICDR Regulations, any variation in the utilization of the Net Proceeds cannot be undertaken without obtaining our Shareholders' approval through a special resolution. We cannot assure you that, if such variation is sought, we will be able to obtain our Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

53. Grants of stock options under our employee stock option plans may result in a charge to our profit and loss statement and, to that extent, reduce our profitability.

Under the ESOP Scheme, which was approved pursuant to a Board resolution dated March 9, 2023 and a shareholders' resolution dated March 11, 2023, we have granted an aggregate of 5,477,860 stock options to eligible employees. Under Ind AS, the grant of employee stock options results in a charge to our profit and loss statement over the period of vesting, based on the difference between the fair value of our Equity Shares determined at the date of grant and the exercise price. Future expenses in relation to our ESOP grants under the ESOP Scheme will result in an adverse effect on our results of operations for this period. For details of the ESOP Scheme implemented by our Company, see "***Capital Structure – Notes to Capital Structure – Employee Stock Option Scheme***" on page 101.

External Risk Factors

Risks Related to India

54. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, financial condition and cash flows. 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 and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, financial condition or cash flows. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, 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. 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.

55. 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.

Due to the COVID-19 pandemic, the Government of India passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, among others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975, each as amended. Further, the Government of India has announced the Union Budget for the Financial Year 2023 pursuant to which the Finance Act of 2022 (the "**Finance Act**") has introduced various amendments.

Further, the Personal Data Protection Bill, 2022 (the "**PDP Bill**") on personal data protection aims at implementing organizational and technical measures to ensure the accountability of any entity processing domestic or cross-border transfer of personal data.

We cannot predict whether any amendments made pursuant to the Finance Act or the PDP Bill would have an adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. 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.

Unfavorable 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.

56. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could 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 ("**AAEC**").

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 customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Furthermore, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain 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 India if such agreement, conduct or combination has an AAEC in India. The impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

The Government of India has also introduced the Competition (Amendment) Bill, 2022 in the Lok Sabha in August 2022, which has proposed several amendments to the Competition Act, such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information. Further, in February 2023, the Government of India introduced the Competition (Amendment) Bill, 2023 in the Lok Sabha and proposed additional amendments to the Competition (Amendment) Bill, 2022. As these are all draft amendments, we cannot ascertain at this stage as to whether the proposed amendments will come into force in the form suggested or at all, their applicability in respect of our operations, partially or at all once they come into force, or the extent to which the amendments, if and when they come into force, will result in additional costs for compliance, which in turn may adversely affect our business.

57. Investors may not be able to enforce a judgment of a foreign court against our Company, our Directors, our Key Managerial Personnel and International Finance Corporation (IFC).

Our Company is a limited liability company incorporated under the laws of India. Our Company's assets are located in India and a majority of our Company's Directors and Key Managerial Personnel are residents of India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained against our Company or such parties outside India.

In order to be enforceable, a judgment obtained in a jurisdiction which India recognizes as a reciprocating territory must meet certain requirements of the Code of Civil Procedure, 1908, as amended ("**Civil Procedure Code**"). 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, United Arab Emirates and Hong Kong. Section 13 of the Civil Procedure Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Procedure Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record; such presumption may be displaced by proving want of jurisdiction. The Civil Procedure Code only permits the 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 even if such awards are enforceable as a decree or judgment. A foreign judgment rendered by a superior court (as defined under the Civil Procedure Code) in any jurisdiction outside India which the Government of India has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. Additionally, we cannot assure you that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner, or at all.

Moreover, Indian court would only award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were not excessive or inconsistent with public policy in Indian. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Under the provisions of the International Finance Corporation (Status, Immunities and Privileges) Act, 1958 and the United Nations (Privileges and Immunities) Act, 1947, IFC, one of our Selling Shareholders, has certain immunities, including from legal process, search, requisition, confiscation, expropriation or any other seizure or attachment in respect of its properties and assets, in India. Additionally, all officers and employees of IFC are immune from legal process with respect to acts performed by them in their official capacity. There can be no assurance that you will be able to institute or enforce any action against IFC in India. Similar limitations may exist in other jurisdictions including the United States of America.

58. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation 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 falls under any of the exceptions referred to above, then a prior regulatory approval 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 and/or departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert 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 authorities. Furthermore, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction and/or purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or conditions or at all. For further information, see "***Restrictions on Foreign Ownership of Indian Securities***" beginning on page 468.

59. ***Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

60. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any gains realized on the sale of equity shares held for more than 12 months are subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹100,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax-exempted in such cases.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. 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 the Equity Shares. Further, the Finance Act, 2020, has, amongst others things, notified changes and provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not 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, and are subject to tax deduction at source.

Further, the Government of India recently proposed additional tax measures in Finance Bill, 2022 and Union Budget for Fiscal 2023 which, among others, require the 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.

61. 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 including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

62. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

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. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

63. ***Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.***

Our Restated Consolidated Financial Information as of and for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020 included in this Draft Red Herring Prospectus are derived from our audited special purpose consolidated interim financial statements for the six months period ended September 30, 2022 and our audited consolidated financial statements as of and for the Financial Years 2022, 2021 and 2020 prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and US GAAP.

We have not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Prospective investors should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

Risks Related to the Offer

64. ***We are a professionally managed company and do not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act, 2013.***

Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act 2013. Accordingly, in terms of Regulation 14(1) of the SEBI ICDR Regulations, there is no requirement of minimum promoter's contribution in this Offer and accordingly, none of the Equity Shares will be locked in for a period of 18 months pursuant to the Offer.

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, if any; (b) any Equity Shares allotted to employees, whether currently an employee or not, pursuant to the ESOP Schemes prior to the Offer; and (c) any Equity Shares held by a venture capital fund or an alternative investment fund of Category I or Category II or a foreign venture capital investor, subject to the terms of the SEBI ICDR Regulations.

Post the lock-in period of six months, the pre-Offer shareholders, may sell their shareholding in our Company, based on market conditions and their investment horizon. Further, any perception by investors that such sales might occur could also affect the trading price of the Equity Shares.

65. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer.***

The Price Band will be based on numerous factors, as described under "***Basis for Offer Price***" beginning on page 124, and may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. As a result of these factors, we cannot assure you that investors will be able to resell their Equity Shares at or above the Offer Price.

66. 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 our Equity Shares, and an active trading market for our Equity Shares may not develop. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Offer Price of our Equity Shares has been determined through a book-building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of research analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- conditions in financial markets, including those outside India;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or government entities of significant claims or proceedings against us;
- new laws and government regulations or changes in laws and government regulations applicable to our industry;
- developments relating to our peer companies in the hospitality industry;
- additions or departures of Key Management Personnel; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all, and may as a result lose all or a part of your investment.

67. 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.

68. *Fluctuations in interest rates could adversely affect our results of operations.*

We are exposed to interest rate risk resulting from fluctuations in interest rates in our borrowings with fixed and floating interest rates, including borrowings denominated in Indian Rupees. As of February 28, 2023, we had total borrowings (comprising current and non-current borrowings, current portion of non-current borrowings as well as interest accrued on borrowings) of ₹ 28,757.05 million on a consolidated basis. In the six months ended September 30, 2022 and the past three Financial Years, we have not entered into interest hedging arrangements to hedge against interest rate risk. Upward fluctuations in interest rates may increase our borrowing costs, which could impair our ability to compete effectively in our business relative to competitors with lower levels of indebtedness. As a result, our business, financial condition, cash flows and results of operations may be adversely affected. In addition, we cannot assure you that difficult conditions in the global credit markets will not negatively impact the cost or other terms of our existing financing as well as our ability to obtain new credit facilities or access the capital markets on favorable terms.

69. 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. 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. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

70. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of a substantial number of shares in the public market by our existing shareholders may dilute your shareholding and/or 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 Equity Shares, convertible securities or securities linked to Equity Shares by us, including through exercise of employee stock options. Any sale of our Equity Shares by major shareholders or future equity issuances, including to comply with minimum public shareholding requirements under the Securities Contracts (Regulation) Rules, 1957, by us may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue additional Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

71. 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 holders of three-fourths of the equity shares voting rights on such resolution.

However, if the law of the jurisdiction that you are 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. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be reduced.

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

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer.

Offer(1)	[●] Equity Shares of ₹1 each aggregating to ₹ [●] million
The Offer consists of:	
Fresh Issue^(1)	[●] Equity Shares aggregating up to ₹ 10,000 million
Offer for Sale(1)	Up to 9,000,000 Equity Shares aggregating to ₹ [●] million
Of which	
A. QIB Portion(2)	Not less than [●] Equity Shares aggregating to ₹[●] million
Of which:	
Anchor Investor Portion(3)	[●] Equity Shares
Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares
Balance for all QIBs, including Mutual Funds	[●] Equity Shares
B. Non-Institutional Portion(4)	Not more than [●] Equity Shares aggregating to ₹[●] million
Of which:	
One-third available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares
Two-third available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares
C. Retail Portion	Not more than [●] Equity Shares aggregating to ₹[●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	[●]* Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Utilisation of Net Proceeds	See "***Objects of the Offer***" beginning on page 106 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

^Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

**To be included in the Red Herring Prospectus, upon completion of the Proposed ACIC Acquisition and issuance of up to 39,000,000 Equity Shares to Asiya Capital, conversion FCCDs to Equity Shares and issuance of any Equity Shares on account of exercise of stock options under the ESOP Scheme. As of the date of this Draft Red Herring Prospectus, IFC does not hold any Equity shares. An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs.*

*(1) The Offer has been authorized by our Board pursuant to its resolution dated March 9, 2023 and the Fresh Issue has been approved by the Shareholders pursuant to their resolution dated March 11, 2023. Each of the Selling Shareholders has, severally and not jointly, authorized and confirmed its participation in relation to inclusion of its respective portion of the Offered Shares as part of the Offer for Sale as stated under "**- Notes**" below. Further, our IPO Committee has taken on record the consent of each of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated March 31, 2023.*

(2) If at least 75% of the Offer cannot be Allotted to QIBs, the entire application money will be refunded forthwith. In the event aggregate demand in the QIB Portion has been met, under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, Blue Chandra and GSA, in consultation with the BRLMs and the Designated Stock Exchange.

(3) Our Company, Blue Chandra and GSA may, in consultation with the BRLMs, 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 accordance with the SEBI ICDR Regulations.In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance

*Equity Shares in the Anchor Investor Portion shall be added back to the 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 QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. For further details, see "**Offer Procedure**" on page 450.*

(4) One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1,000,000 and the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The allocation of Equity Shares to each Non-Institutional Investor 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.

Notes:

The Offered Shares have been held by the respective Selling Shareholders 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 in terms of Regulation 8 of the SEBI ICDR Regulations. The Offered Shares are within the thresholds prescribed under Regulation 8A of the SEBI ICDR Regulations, to the extent applicable. Further, each of the Selling Shareholders has, severally and not jointly, authorized its participation in relation to its respective portion of the Offered Shares as part of the Offer for Sale, as set out below:

S. No.	Name of the Selling Shareholder	Date of resolution by board or committee of directors/authorization letter	Consent Letter	Maximum number of Equity Shares offered for sale
1.	Blue Chandra Pte. Ltd.	March 27, 2023	March 30, 2023	4,235,822
2.	Goldman Sachs Investments Holdings (Asia) Limited	March 30, 2023	March 31, 2023	2,478,363
3.	GTI Capital Alpha Pvt Ltd	February 21, 2023	March 31, 2023	1,547,018
4.	International Finance Corporation*	N.A.	March 29, 2023	738,797

** As of the date of this Draft Red Herring Prospectus, IFC does not hold any Equity shares. An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs.*

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●]% of the post-Offer paid-up equity share capital of our Company.

Allocation to all categories, other than Anchor Investors, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price, as applicable. Allocation to Retail Individual Bidders 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. For more information, see "***Offer Procedure***" on page 450.

For details, including in relation to grounds for rejection of Bids, refer to "***Offer Procedure***" on page 450.

For details of the terms of the Offer, see "***Offer Structure***" and "***Terms of the Offer***" on pages 447 and 441 respectively.

SUMMARY FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "***Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 230 and 386, respectively.

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SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Summary of Restated Consolidated Balance Sheet
(All amounts in Rupees millions, unless otherwise stated)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
ASSETS				
Non-current assets				
Property, plant and equipment	18,886.70	19,236.15	20,659.89	21,710.70
Capital work-in-progress	197.37	197.37	177.34	189.47
Right-of-use assets	896.87	918.65	978.39	839.22
Investment property	147.63	149.17	152.25	139.75
Goodwill	66.96	66.96	66.96	66.96
Other intangible assets	44.02	50.95	67.88	91.02
Financial assets				
Loans	60.87	58.78	44.29	-
Other financial assets	462.35	354.06	312.50	692.17
Income tax assets (net)	159.02	131.69	95.59	227.47
Other non-current assets	93.14	95.27	93.23	238.51
Total non-current assets	**21,014.93**	**21,259.05**	**22,648.32**	**24,195.27**
Current assets				
Inventories	25.84	25.15	28.71	46.20
Financial assets				
Trade receivables	598.42	247.83	179.42	336.77
Cash and cash equivalents	1,128.62	1,513.98	1,450.68	746.61
Bank balances other than cash and cash equivalents above	330.85	92.85	99.94	106.23
Loans	4.26	4.26	-	38.76
Other financial assets	87.33	46.77	62.95	151.95
Other current assets	339.02	305.87	339.99	383.80
Total current assets	**2,514.34**	**2,236.71**	**2,161.69**	**1,810.32**
Assets held for sale	395.52	370.00	70.00	70.00
	2,909.86	**2,606.71**	**2,231.69**	**1,880.32**
TOTAL ASSETS	**23,924.79**	**23,865.76**	**24,880.01**	**26,075.59**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	76.27	76.27	76.27	76.27
Other equity	(8,308.82)	(6,464.67)	(2,031.16)	2,746.77
Total equity	**(8,232.55)**	**(6,388.40)**	**(1,954.89)**	**2,823.04**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	24,316.80	23,742.21	18,706.29	18,638.45
Lease liabilities	428.87	430.98	497.29	536.54
Trade payables				
- total outstanding dues of micro enterprises and small enterprises; and	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	112.06	79.97	-	-
Other financial liabilities	1,600.29	1,620.22	52.92	23.48
Provisions	53.74	44.35	48.27	47.75
Deferred tax liabilities (net)	-	-	-	16.18
Other non-current liabilities	271.80	283.21	305.62	326.72
Total non-current liabilities	**26,783.56**	**26,200.94**	**19,610.39**	**19,589.12**
Current liabilities				
Financial liabilities				
Borrowings	2,462.96	2,191.03	5,164.02	2,345.84
Lease liabilities	74.33	97.12	76.63	37.92
Trade payables				
- total outstanding dues of micro enterprises and small enterprises; and	26.81	30.30	10.10	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,322.44	1,194.75	992.53	682.70
Other financial liabilities	1,028.20	146.34	530.91	233.14
Other current liabilities	428.19	372.34	428.15	313.02
Provisions	25.85	21.34	22.17	24.42
Current tax liabilities (net)	-	-	-	26.39
Total current liabilities	**5,368.78**	**4,053.22**	**7,224.51**	**3,663.43**
Liability classified as held for sale	5.00	-	-	-
	5,373.78	**4,053.22**	**7,224.51**	**3,663.43**
TOTAL EQUITY AND LIABILITIES	**23,924.79**	**23,865.76**	**24,880.01**	**26,075.59**

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Summary of Restated Consolidated Statement of Profit and Loss
(All amounts in Rupees millions, unless otherwise stated)

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Income				
Revenue from operations	3,430.60	3,227.43	1,695.80	6,056.27
Other income	109.45	103.61	96.70	220.12
Total income	**3,540.05**	**3,331.04**	**1,792.50**	**6,276.39**
Expenses				
Cost of materials consumed	282.26	327.68	185.52	534.83
Employee benefits expense	592.08	905.45	865.40	1,306.85
Other expenses	1,499.46	1,879.98	1,338.72	2,714.20
	2,373.80	**3,113.11**	**2,389.64**	**4,555.88**
Restated earnings/(loss) before finance cost, depreciation and amortisation, tax and exceptional items	**1,166.25**	**217.93**	**(597.14)**	**1,720.51**
Finance costs	2,644.18	3,460.09	3,087.29	2,079.69
Depreciation and amortisation expense	480.96	1,006.03	1,117.95	1,261.71
	3,125.14	**4,466.12**	**4,205.24**	**3,341.40**
Restated loss before tax and exceptional items	**(1,958.89)**	**(4,248.19)**	**(4,802.38)**	**(1,620.89)**
Exceptional items (gain) / loss	(112.99)	184.06	12.62	1,395.18
Restated loss before tax	**(1,845.90)**	**(4,432.25)**	**(4,815.00)**	**(3,016.07)**
Tax expense/(income)				
Current tax	0.14	0.28	(21.55)	29.63
Deferred tax credit	-	-	(16.18)	(47.07)
	0.14	**0.28**	**(37.73)**	**(17.44)**
Restated loss for the period/year	**(1,846.04)**	**(4,432.53)**	**(4,777.27)**	**(2,998.63)**
Restated other comprehensive income/(loss)				
Items that will not be reclassified to profit or loss				
- Re-measurement gain/(loss) on defined benefit obligations	1.89	(0.98)	(0.66)	3.62
- Income tax relating to items mentioned above	-	-	-	-
Restated other comprehensive income/(loss), net of tax	**1.89**	**(0.98)**	**(0.66)**	**3.62**
Restated total comprehensive (loss) for the period/year	**(1,844.15)**	**(4,433.51)**	**(4,777.93)**	**(2,995.01)**
Restated loss attributable to:				
Owners of the Group	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Non-controlling interest	-	-	-	-
Restated loss for the period/year	**(1,846.04)**	**(4,432.53)**	**(4,777.27)**	**(2,998.63)**
Restated other comprehensive income attributable to:				
Owners of the Group	1.89	(0.98)	(0.66)	3.62
Non-controlling interest	-	-	-	-
Restated other comprehensive income/(loss) for the period/year	**1.89**	**(0.98)**	**(0.66)**	**3.62**
Restated total comprehensive income attributable to:				
Owners of the Group	(1,844.15)	(4,433.51)	(4,777.93)	(2,995.01)
Non-controlling interest	-	-	-	-
Restated total comprehensive (loss) for the period/year	**(1,844.15)**	**(4,433.51)**	**(4,777.93)**	**(2,995.01)**
Earnings/(losses) per equity share (Face value of INR 1 each):				
Basic (INR)	(24.20)	(58.12)	(62.64)	(39.65)
Diluted (INR)	(24.20)	(58.12)	(62.64)	(39.65)
(Not annualised for the period ended 30 September 2022)				

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Summary of Restated Consolidated Statement of Cash Flows
(All amounts in Rupees millions, unless otherwise stated)

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
A. Cash flows from operating activities				
Restated loss before tax	**(1,845.90)**	**(4,432.25)**	**(4,815.00)**	**(3,016.07)**
Adjustments for:				
Depreciation and amortisation expense	480.96	1,006.03	1,117.95	1,261.71
Unrealized loss on foreign exchange fluctuation (net)	52.15	16.93	-	-
Finance costs	2,644.18	3,460.09	3,087.29	2,079.69
Interest income	(24.86)	(25.00)	(42.07)	(61.32)
Gain on lease assets	-	(2.34)	(3.17)	-
Loss allowance for trade receivables	1.19	1.67	3.22	19.35
Capital work-in-progress written off	-	-	12.62	-
COVID 19 related rent concessions	(2.99)	(11.95)	(11.66)	-
Share based payments	-	-	-	(0.55)
Bad debts written off	-	-	-	0.51
Loss/(Gain) on disposal of property, plant and equipment (net)	-	0.60	-	(0.03)
Profit on redemption of mutual funds (net)	-	-	-	(2.74)
(Gain)/Loss on fair valuation of derivative component of FCCDs	-	3.30	(2.69)	3.97
Net gain on fair valuation of equity component of convertible PIK obligation	(15.60)	(28.80)	-	-
Gain on modification of financial liabilities	(40.99)	(9.37)	-	-
Government grant written off	-	3.15	24.91	-
(Gain)/ Loss on reclassification of assets held for sale	(25.52)	186.40	-	-
Unwinding of discount on security deposits	(3.66)	(7.62)	(7.24)	(6.81)
Amortisation of income received in advance	(4.23)	(8.44)	(8.44)	-
Impairment of property, plant and equipment, right-of-use of assets and other intangible assets	(87.47)	-	-	1,033.59
Impairment of Goodwill	-	-	-	205.90
Provisions/liabilities no longer required written back	(12.26)	(1.60)	(10.45)	(60.46)
Operating profit/(loss) before movement in assets and liabilities	**1,115.00**	**150.80**	**(654.73)**	**1,456.74**
(Increase)/ decrease in trade receivables	(348.81)	(70.08)	154.13	24.14
(Increase)/ decrease in inventories	(0.69)	3.64	17.49	1.58
(Increase)/ decrease in loans	(2.09)	(18.76)	(3.03)	3.77
Decrease/(increase) in other financial assets	15.86	36.50	72.51	(50.66)
Decrease/(increase) in other assets	2.22	(23.41)	28.64	117.86
Increase/ (decrease) in provisions	15.64	(6.05)	(2.27)	9.97
Increase/ (decrease) in other financial liabilities	22.04	(12.42)	24.74	1.96
Increase/ (decrease) in other liabilities	54.07	(58.85)	115.57	(71.06)
Increase in liability classified as held for sale	5.00	-	-	-
Increase in trade payables	107.55	296.81	329.98	173.74
Cash generated from operations	**985.79**	**298.18**	**83.03**	**1,668.04**
Income taxes paid / refunded (net)	(25.36)	(35.08)	133.50	(45.33)
Net cash generated from operating activities (A)	**960.43**	**263.10**	**216.53**	**1,622.71**
B. Cash flows from investing activities				
Purchase of property, plant and equipment, capital work in progress and other intangible assets	(19.50)	(3.88)	(6.68)	(281.77)
Proceeds from sale of property, plant and equipment	-	3.90	-	0.04
Bank deposits matured	3,935.10	3,019.23	1,887.98	6,542.27
Bank deposits made	(4,329.48)	(3,082.78)	(1,520.71)	(6,705.11)
Interest received	18.24	38.17	62.30	78.77
Purchase of current investments	-	-	-	(554.76)
Proceeds from sale of current investments	-	-	-	834.13
Net cash (used in)/generated from investing activities (B)	**(395.64)**	**(25.36)**	**422.89**	**(86.43)**
C. Cash flows from financing activities				
Issue of equity share capital including securities premium	-	-	-	286.90
Lease payments	(21.91)	(33.87)	(23.93)	(40.58)
Interest on lease liabilities	(25.95)	(55.47)	(57.95)	(59.57)
Proceeds from long term borrowings	1,219.13	11,510.99	3,815.49	1,862.37
Repayment of long term borrowings	(1,014.56)	(8,284.25)	(2,137.94)	(1,277.59)
Proceeds/(repayment) from current borrowings - net	(77.23)	155.53	(156.42)	(230.33)
Finance costs paid	(1,029.63)	(3,467.37)	(1,374.60)	(1,776.81)
Net cash (used in)/ generated from financing activities (C)	**(950.15)**	**(174.44)**	**64.65**	**(1,235.61)**
Net (decrease)/increase in cash and cash equivalents (A + B + C)	**(385.36)**	**63.30**	**704.07**	**300.67**
Cash and cash equivalents at the beginning of the period/year	**1,513.98**	**1,450.68**	**746.61**	**445.94**
Cash and cash equivalents at the end of the period/year	**1,128.62**	**1,513.98**	**1,450.68**	**746.61**

i. **Components of cash and cash equivalents:**

Cash on hand	4.03	4.24	3.22	4.32
Balances with banks				
- in current accounts	663.53	1,372.91	1,323.59	418.14
- in deposit accounts (with original maturity of 3 months or less)	461.06	136.83	123.87	324.15
	1,128.62	**1,513.98**	**1,450.68**	**746.61**

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Summary of Restated Consolidated Statement of Cash Flows (Continued)
(All amounts in Rupees millions, unless otherwise stated)

ii. Movement in financial liabilities - Borrowings including accrued interest

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening Balance	**25,976.89**	**24,244.01**	**21,061.94**	**20,442.77**
Changes from financing cash flows				
Proceeds from non-current borrowings	1,219.13	11,510.99	3,815.49	1,862.37
Repayment of non-current borrowings	(1,014.56)	(8,284.25)	(2,137.94)	(1,277.59)
(Repayment)/Proceeds of current borrowings (net)	(77.23)	155.53	(156.42)	(230.33)
Finance cost paid	(1,029.63)	(3,467.37)	(1,374.60)	(1,776.81)
Other non cash changes				
Finance cost expense	2,606.77	3,431.48	3,035.54	2,041.53
Equity component of convertible -PIK obligation	-	(1,613.50)	-	-
Closing Balance	**27,681.37**	**25,976.89**	**24,244.01**	**21,061.94**

iii. For movement in lease liabilities, refer note 50.

iv. The Cash Flows from operating activities section in Restated Consolidated Statement of Cash flows has been prepared in accordance with the 'Indirect Method' as set out in the Ind AS 7 "Statement of Cash Flows".

SUPPLEMENTARY FINANCIAL INFORMATION

Reconciliation of Adjusted EBITDA

In evaluating our business, we consider and use non-GAAP financial measures such as Adjusted EBITDA and Adjusted EBITDA Margin to review and assess our operating performance. These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. Our non-GAAP financial measures may not be comparable to similarly titled measures reported by other companies due to potential inconsistencies in the method of calculation. We have included our non-GAAP financial measures because we believe they are one of the indicative measures of our operating performance and are used by investors and analysts to evaluate companies in the same industry. Our non-GAAP financial measures should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with IndAS. These measures should not be considered in isolation or construed as an alternative to IndAS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. For further details, see "***Other Financial Information - Reconciliation of Non-GAAP Measures***" on page 378.

The basis and methodology used to bifurcate various incomes and expenses between various hotel properties to calculate Adjusted EBITDA are stated below:

Total Income at Asset Level represents revenue generated from our hotel operations (namely room revenue, food & beverage revenue, recreation and other services, property management and space rentals) as well as other income which is directly attributable to our hotel operations.

Expenditure at Asset Level represents costs incurred in relation to and attributable to day to day operations of our hotels.

Corporate income represents the income generated from treasury activity as well as other income which cannot be allocated at any hotel.

Corporate expense represents the cost of employee benefits which are related to employees working at Group level and other general and administrative expense incurred for Group level activity.

Finance costs represents at

- Asset level - interest and other finance costs incurred in relation to debt borrowed for the purpose of the hotel.
- Corporate level - general corporate debt borrowed which is not directly attributed/ allocable to any hotel.

Depreciation and amortisation expense represents at

- Asset level – depreciation and amortisation on property, plant and equipment, right to use as well as other intangible assets at the hotel level.
- Corporate level - depreciation and amortisation on property, plant and equipment, right to use as well as other intangible assets at the corporate level which is not directly attributed/ allocable to any hotel.

Exceptional items loss/(gain) represents items of income or expense which are material and required to be presented separately, when such presentation is relevant to an understanding of the entity's financial performance.

- Asset level – (Profit)/loss on reclassification of asset held for sale, provision/ reversal of impairment on property, plant and equipment, right of use and other intangible assets, gain on lease assets, CWIP written off and compensation against claims.

- Corporate level – Impairment of Goodwill, Initial Public Offering (IPO) related costs and gain on termination of lease.

Tax expense/(income) represents total tax payable by the Group. Since hotel properties are included in different legal entities within the Group and every entity does not have only one property as well as undertakes corporate function within the entity, tax is unallowable at a property level.

In the tables below, the hotels under Holiday Inn Express Portfolio refers to the following hotel assets:

S. No.	Hotel Brand	City	Location	Segment
1.	Holiday Inn Express	Ahmedabad	SG Road	Mid-scale
2.	Holiday Inn Express	Bangalore	Whitefield	Mid-scale
3.	Holiday Inn Express	Pune	Hinjewadi	Mid-scale
4.	Holiday Inn Express	Gurgaon	Sohna Road	Mid-scale
5.	Holiday Inn Express	Pune	Pimpri	Mid-scale
6.	Holiday Inn Express	Hyderabad	Hi-tech City	Mid-scale
7.	Holiday Inn Express	Nashik	Ambad	Mid-scale
8.	Holiday Inn Express	Chennai	OMR	Mid-scale
9.	Holiday Inn Express	Hyderabad	Banjara Hills	Mid-scale
10.	Holiday Inn Express	Bangalore	Tumkur Road	Mid-scale

The Holiday Inn Express hotels under Barque have been clubbed since the management monitors the same as a combined portfolio.

RECONCILIATION OF RESTATED LOSS AFTER TAX TO ADJUSTED EBITDA

(₹ in million)

S. No	Asset Name	Restated loss for the period	Tax Expense	Restated (loss)/ profit before tax	Finance Costs	Depreciation and Amortisation Expense	Exceptional Items gain	Adjusted EBITDA	Total Income	Room Revenue	Food and Beverage Revenue	Recreation and Other Services	Property Management and Space Rental	Other Income
	Adjusted EBITDA for period ending September 30, 2022													
				A	**B**	**C**	**D**	**E = A+ B+C+D**	**K = F+G+H+I+J**	**F**	**G**	**H**	**I**	**J**
1	Hyatt Regency Pune			**(235.21)**	293.89	89.03	-	**147.71**	**465.22**	259.68	189.31	10.84	-	5.39
2	Sheraton & Commercial Block (Gachibowli)			**(114.97)**	253.71	74.20	-	**212.94**	**485.78**	262.62	151.35	15.86	38.26	17.69
3	Courtyard by Marriott (ORR)			**(242.73)**	408.29	34.60	-	**200.16**	**400.56**	277.99	113.35	7.76	-	1.46
4	Hyatt Place Gurgaon Udyog Vihar			**(30.90)**	74.40	25.71	-	**69.21**	**183.08**	134.99	40.56	3.24	-	4.29
5	Renaissance (SG Highway)			**(60.86)**	62.56	23.09	-	**24.79**	**126.66**	78.16	37.92	5.46	-	5.12
6	Four Points by Sheraton (Ahmedabad)			**65.01**	36.59	8.08	(87.47)	**22.21**	**85.93**	60.72	18.98	3.15	-	3.08
7	Four Points by Sheraton (Vizag)			**(20.23)**	36.02	12.79	-	**28.58**	**119.46**	68.29	43.60	2.04	-	5.53
8	Fairfield by Marriott (City Centre)			**(11.12)**	49.30	15.14	-	**53.32**	**155.68**	113.00	40.86	1.80	-	0.02
9	Fairfield by Marriott (ORR)			**(151.45)**	219.63	18.63	-	**86.81**	**176.91**	160.69	13.71	2.27	-	0.24
10	Fairfield by Marriott (Sriperembudur)			**(17.05)**	47.79	16.72	-	**47.46**	**138.84**	92.29	41.18	5.37	-	-
11	Fairfield by Marriott (Coimbatore)			**(22.04)**	41.70	14.17	-	**33.83**	**103.12**	72.94	27.40	2.08	-	0.70
12	Fairfield by Marriott (Chennai OMR)			**17.71**	22.25	-	(25.52)	**14.44**	**51.30**	36.42	11.05	0.26	-	3.57
13	Fairfield by Marriott (Goa)			**(4.54)**	28.75	17.62	-	**41.83**	**114.03**	86.75	21.63	1.03	-	4.62
14	Fairfield by Marriott (Kharadi)			**(3.09)**	22.89	14.92	-	**34.72**	**97.84**	75.63	15.37	0.76	-	6.08
15	Fairfield by Marriott (Whitefield)			**3.26**	23.61	14.43	-	**41.30**	**101.11**	78.32	15.05	1.31	-	6.43
16	Caspia (Shalimar Bagh)			**(1.54)**	-	3.84	-	**2.30**	**52.21**	34.99	16.48	0.71	-	0.03
17	Holiday Inn Express Portfolio			**(446.09)**	576.72	85.24	-	**215.87**	**623.60**	549.77	56.60	5.35	1.50	10.38
18	Caspia Pro (Greater Noida)			**3.01**	-	2.20	-	**5.21**	**24.67**	21.03	2.57	0.30	-	0.77
	Total Asset			**(1,272.83)**	**2,198.10**	**470.41**	**(112.99)**	**1,282.69**	**3,506.00**	**2,464.28**	**856.97**	**69.59**	**39.76**	**75.40**
	Corporate			**(573.07)**	446.08	10.55	-	**(116.44)**	**34.05**	-	-	-	-	34.05
	Consolidated	**(1,846.04)**	**0.14**	**(1,845.90)**	**2,644.18**	**480.96**	**(112.99)**	**1,166.25**	**3,540.05**	**2,464.28**	**856.97**	**69.59**	**39.76**	**109.45**

RECONCILIATION OF RESTATED LOSS AFTER TAX TO ADJUSTED EBITDA

(₹ in million)

S. No	Asset Name	Restated loss for the year	Tax Expense	Restated loss before tax	Finance Costs	Depreciation and Amortisation Expense	Exceptional Items loss/ (gain)	Adjusted EBITDA	Total Income	Room Revenue	Food and Beverage Revenue	Recreation and Other Services	Property Management and Space Rental	Other Income
	Adjusted EBITDA for the year ended March 31, 2022													
				A	B	C	D	E = A+ B+C+D	K = F+G+H+I+ J	F	G	H	I	J
1	Hyatt Regency Pune			**(730.12)**	537.68	177.49	-	**(14.95)**	**349.74**	182.19	159.10	8.08	-	0.37
2	Sheraton & Commercial Block (Gachibowli)			**(471.55)**	463.33	156.15	-	**147.93**	**492.05**	216.95	173.65	17.32	73.88	10.25
3	Courtyard by Marriott (ORR)			**(330.71)**	288.52	69.06	-	**26.87**	**245.00**	158.64	76.50	3.53	-	6.33
4	Hyatt Place Gurgaon Udyog Vihar			**(149.67)**	146.68	31.75	-	**28.76**	**203.67**	137.09	62.29	3.56	-	0.73
5	Renaissance (SG Highway)			**(141.01)**	114.52	51.06	-	**24.57**	**170.88**	99.95	64.52	6.41	-	-
6	Four Points by Sheraton (Ahmedabad)			**(72.02)**	69.31	16.65	-	**13.94**	**103.32**	72.38	28.08	2.86	-	-
7	Four Points by Sheraton (Vizag)			**(51.96)**	66.37	26.16	-	**40.57**	**184.26**	115.61	65.32	2.22	-	1.11
8	Fairfield by Marriott (City Centre)			**(141.13)**	99.18	35.06	-	**(6.89)**	**149.83**	102.31	46.50	1.02	-	-
9	Fairfield by Marriott (ORR)			**(187.71)**	155.36	37.19	-	**4.84**	**48.59**	41.55	3.46	0.30	-	3.28
10	Fairfield by Marriott (Sriperembudur)			**(48.83)**	95.41	33.34	-	**79.92**	**229.78**	154.21	68.40	7.17	-	-
11	Fairfield by Marriott (Coimbatore)			**(120.87)**	102.48	28.16	-	**9.77**	**104.29**	69.93	31.70	2.66	-	-
12	Fairfield by Marriott (Chennai OMR)			**(278.44)**	49.41	24.76	186.40	**(17.87)**	**28.66**	20.60	7.47	0.52	-	0.07
13	Fairfield by Marriott (Goa)			**(57.69)**	63.84	37.50	-	**43.65**	**163.94**	134.09	28.50	1.33	-	0.02
14	Fairfield by Marriott (Kharadi)			**(68.22)**	50.82	23.18	-	**5.78**	**93.28**	65.14	26.95	1.01	-	0.18
15	Fairfield by Marriott (Whitefield)			**(82.08)**	49.28	36.81	-	**4.01**	**76.61**	47.99	15.68	0.50	-	12.44
16	Caspia (Shalimar Bagh)			**(15.90)**	-	11.17	-	**(4.73)**	**71.36**	48.72	21.55	1.04	-	0.05
17	Holiday Inn Express Portfolio			**(582.87)**	469.39	182.93	-	**69.45**	**537.92**	449.66	67.22	4.49	2.92	13.63
18	Caspia Pro (Greater Noida)			**(19.07)**	-	6.07	-	**(13.00)**	**24.11**	19.61	2.78	0.32	-	1.40
	Total Asset			**(3,549.85)**	**2,821.58**	**984.49**	**186.40**	**442.62**	**3,277.29**	**2,136.62**	**949.67**	**64.34**	**76.80**	**49.86**
	Corporate			**(882.40)**	638.51	21.54	(2.34)	**(224.69)**	**53.75**	-	-	-	-	53.75
	Consolidated	**(4,432.53)**	**0.28**	**(4,432.25)**	**3,460.09**	**1,006.03**	**184.06**	**217.93**	**3,331.04**	**2,136.62**	**949.67**	**64.34**	**76.80**	**103.61**

RECONCILIATION OF RESTATED LOSS AFTER TAX TO ADJUSTED EBITDA

(₹ in million)

Adjusted EBITDA for the year ended March 31, 2021															
S.No	**Asset Name**	**Restated loss for the year**	**Tax Income**	**Restated loss before tax**	**Finance Costs**	**Depreciation and Amortisation Expense**	**Exceptional Items loss**	**Adjusted EBITDA**	**Total Income**	**Room Revenue**	**Food and Beverage Revenue**	**Recreation and Other Services**	**Property Management and Space Rental**	**Other Income**
				A	**B**	**C**	**D**	**E = A+ B+C+D**	**K = F+G+H+I+J**	**F**	**G**	**H**	**I**	**J**
1	Hyatt Regency Pune			**(779.51)**	469.79	212.93	-	**(96.79)**	**164.02**	94.78	61.06	4.12	-	4.06
2	Sheraton & Commercial Block (Gachibowli)			**(565.00)**	406.19	167.81	-	**9.00**	**257.84**	84.00	87.69	6.97	64.76	14.42
3	Courtyard by Marriott (ORR)			**(358.33)**	201.40	76.51	-	**(80.42)**	**86.87**	45.97	36.42	1.63	-	2.85
4	Hyatt Place Gurgaon Udyog Vihar			**(186.04)**	134.74	51.85	-	**0.55**	**113.75**	80.80	30.47	2.27	-	0.21
5	Renaissance (SG Highway)			**(190.46)**	97.36	53.35	-	**(39.75)**	**62.52**	30.46	29.67	1.15	-	1.24
6	Four Points by Sheraton (Ahmedabad)			**(95.40)**	64.24	17.65	-	**(13.51)**	**54.42**	35.58	17.68	1.05	-	0.11
7	Four Points by Sheraton (Vizag)			**(86.67)**	60.81	28.22	-	**2.36**	**112.04**	70.58	39.70	1.49	-	0.27
8	Fairfield by Marriott (City Centre)			**(151.93)**	84.08	40.03	-	**(27.82)**	**71.38**	47.47	23.02	0.88	-	0.01
9	Fairfield by Marriott (ORR)			**(176.87)**	108.45	41.20	-	**(27.22)**	**1.24**	1.04	0.20	-	-	-
10	Fairfield by Marriott (Sriperembudur)			**(48.89)**	81.06	40.94	-	**73.11**	**198.51**	131.96	62.14	4.38	-	0.03
11	Fairfield by Marriott (Coimbatore)			**(112.99)**	74.07	29.26	-	**(9.66)**	**59.21**	37.09	20.08	2.04	-	-
12	Fairfield by Marriott (Chennai OMR)			**(151.62)**	91.10	31.59	-	**(28.93)**	**15.47**	9.95	4.82	0.70	-	-
13	Fairfield by Marriott (Goa)			**(141.10)**	117.70	40.01	-	**16.61**	**96.17**	77.75	16.82	1.51	-	0.09
14	Fairfield by Marriott (Kharadi)			**(140.28)**	93.69	28.64	-	**(17.95)**	**45.80**	29.83	15.30	0.13	-	0.54
15	Fairfield by Marriott (Whitefield)			**(113.18)**	67.56	39.62	-	**(6.00)**	**43.27**	21.04	9.91	0.43	-	11.89
16	Caspia (Shalimar Bagh)			**(31.77)**	-	11.48	-	**(20.29)**	**50.73**	35.08	15.02	0.56	-	0.07
17	Holiday Inn Express Portfolio			**(573.46)**	301.91	180.29	12.62	**(78.64)**	**301.19**	242.74	38.14	5.03	2.25	13.03
18	Caspia Pro (Greater Noida)			**(14.66)**	-	6.07	-	**(8.59)**	**11.43**	8.15	1.79	0.25	-	1.24
	Total Asset			**(3,918.16)**	**2,454.15**	**1,097.45**	**12.62**	**(353.94)**	**1,745.86**	**1,084.27**	**509.93**	**34.59**	**67.01**	**50.06**
	Corporate			**(896.84)**	633.14	20.50	-	**(243.20)**	**46.64**	-	-	-	-	46.64
	Consolidated	**(4,777.27)**	**(37.73)**	**(4,815.00)**	**3,087.29**	**1,117.95**	**12.62**	**(597.14)**	**1,792.50**	**1,084.27**	**509.93**	**34.59**	**67.01**	**96.70**

RECONCILIATION OF RESTATED LOSS AFTER TAX TO ADJUSTED EBITDA

(₹ in million)

S. No	Asset Name	Restated loss for the year	Tax Income	Restated (loss)/ profit before tax	Finance Costs	Depreciation and Amortisation Expense	Exceptional Items loss/ (gain)	Adjusted EBITDA	Total Income	Room Revenue	Food and Beverage Revenue	Recreation and Other Services	Property Management and Space Rental	Other Income
	Adjusted EBITDA for the year ended March 31, 2020													
				A	B	C	D	E = A+ B+C+D	K = F+G+H +I+J	F	G	H	I	J
1	Hyatt Regency Pune			**(247.38)**	326.38	221.39	-	**300.39**	**916.52**	484.19	355.54	55.96	-	20.83
2	Sheraton & Commercial Block (Gachibowli)			**(149.40)**	333.35	173.94	-	**357.89**	**893.90**	498.15	296.77	35.39	40.65	22.94
3	Courtyard by Marriott (ORR)			**159.96**	165.11	79.73	-	**404.80**	**845.26**	550.17	247.27	32.37	-	15.45
4	Hyatt Place Gurgaon Udyog Vihar			**(45.76)**	116.14	57.79	-	**128.17**	**356.37**	260.43	81.94	9.52	-	4.48
5	Renaissance (SG Highway)			**(284.69)**	97.25	70.43	159.44	**42.43**	**263.87**	141.81	105.54	13.53	-	2.99
6	Four Points by Sheraton (Ahmedabad)			**(166.06)**	63.86	29.26	115.80	**42.86**	**148.17**	103.61	38.47	3.28	-	2.81
7	Four Points by Sheraton (Vizag)			**(222.13)**	60.61	43.72	165.56	**47.76**	**207.31**	122.38	77.43	6.31	-	1.19
8	Fairfield by Marriott (City Centre)			**(131.91)**	98.25	49.24	83.41	**98.99**	**283.19**	188.99	85.08	7.15	-	1.97
9	Fairfield by Marriott (ORR)			**84.00**	88.90	42.93	-	**215.83**	**400.11**	329.06	42.22	20.76	-	8.07
10	Fairfield by Marriott (Sriperembudur)			**(65.00)**	77.54	40.73	-	**53.27**	**185.85**	132.18	41.73	8.47	-	3.47
11	Fairfield by Marriott (Coimbatore)			**(123.93)**	63.18	32.96	44.96	**17.17**	**127.80**	82.44	41.24	3.37	-	0.75
12	Fairfield by Marriott (Chennai OMR)			**(250.97)**	89.49	46.35	103.85	**(11.28)**	**53.50**	35.80	11.37	1.25	-	5.08
13	Fairfield by Marriott (Goa)			**(112.13)**	115.62	47.08	(14.84)	**35.73**	**149.74**	120.30	28.56	0.96	-	(0.08)
14	Fairfield by Marriott (Kharadi)			**(90.19)**	92.04	30.47	-	**32.32**	**124.41**	93.38	28.61	2.16	-	0.26
15	Fairfield by Marriott (Whitefield)			**(67.94)**	66.57	36.14	-	**34.77**	**137.74**	105.53	25.81	5.71	-	0.69
16	Caspia (Shalimar Bagh)			**(61.18)**	-	14.31	63.43	**16.56**	**115.41**	74.28	38.23	2.65	-	0.25
17	Holiday Inn Express Portfolio			**(692.17)**	322.00	214.81	297.14	**141.78**	**919.35**	744.83	124.63	20.00	-	29.89
18	Caspia Pro (Greater Noida)			**0.73**	-	12.55	-	**13.28**	**50.24**	39.79	5.24	0.97	2.81	1.43
	Total Asset			**(2,466.15)**	**2,176.29**	**1,243.83**	**1,018.75**	**1,972.72**	**6,178.74**	**4,107.32**	**1,675.68**	**229.81**	**43.46**	**122.47**
	Corporate			**(549.92)**	(96.60)	17.88	376.43	**(252.21)**	**97.65**	-	-	-	-	97.65
	Consolidated	**(2,998.63)**	**(17.44)**	**(3,016.07)**	**2,079.69**	**1,261.71**	**1,395.18**	**1,720.51**	**6,276.39**	**4,107.32**	**1,675.68**	**229.81**	**43.46**	**220.12**

GENERAL INFORMATION

Our Company was incorporated as "SAMHI Hotels Private Limited" on December 28, 2010, as a private limited company under the Companies Act 1956, at New Delhi, with a certificate of incorporation granted by the Registrar of Companies, National Capital Territory of Delhi and Haryana. On the conversion of our Company to a public limited company, pursuant to a resolution passed by our shareholders on August 2, 2019 our name was changed to "SAMHI Hotels Limited" and a fresh certificate of incorporation dated August 16, 2019 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For details of change in name and registered office of our Company, see "***History and Certain Corporate Matters***" on page 195.

Registration Number: 211816

Corporate Identity Number: U55101DL2010PLC211816

Registered Office
Caspia Hotels Delhi, District Centre Crossing
Opposite Galaxy Toyota, Outer Ring Road
Haider Pur, Shalimar Bagh
Delhi 110 088, India

Corporate Office
14th Floor, Building 10C
Cyber City, Phase II
Gurugram 122 002
Haryana, India
Telephone: +91 124 491 0100
Website: www.samhi.co.in

Address of the Registrar of Companies

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

Registrar of Companies, Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019, India
Telephone: +91 11 2623 5703

Board of Directors

The following table sets out details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name and Designation	DIN	Address
Ashish Jakhanwala *Designation:* Chairman, Managing Director and Chief Executive Officer	03304345	C-4/4038, Vasant Kunj, New Delhi 110 070, India
Manav Thadani *Designation:* Non-executive Director	00534993	411, The Aralias, DLF Golf Links, DLF Golf Course Phase 5, Gurgaon, Haryana 122 009, India
Michael Peter Schulhof *Designation:* Non-executive Director	01884261	136 Egypt Lane, East Hampton, New York, United States of America, 11937
Aditya Jain *Designation:* Independent Director	00835144	63, Radhey Mohan Drive, Gadalpur Bund Road, Fatehpur Beri, South Delhi, Delhi 110 074, India
Archana Capoor *Designation:* Independent Director	01204170	Ratan Capoor, S-86, 3rd Floor, Panchsheel Park, South Delhi, Delhi 110 017, India
Krishan Dhawan *Designation:* Independent Director	00082729	A1/1601, The World Spa East, Sector – 30/41, Gurugram, Haryana 122 001, India
Michael Holland *Designation:* Independent Director	02835141	1 Pine Close, Maids Moreton, Buckingham, Bucks, MK18 1HQ

For brief profiles and further details in respect of our Directors, see "***Our Management***" on page 209.

Company Secretary and Compliance Officer

Sanjay Jain is our Company Secretary and Compliance Officer. His contact details are as follows:

Sanjay Jain
14th floor, Building 10C
Cyber City, Phase II
Gurugram 122 002
Haryana, India
Telephone: +91 124 491 0100
E-mail: compliance@samhi.co.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 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, 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 Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary 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.

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: + 91 22 6630 3030
E-mail: samhi.hotels@jmfl.com
Investor Grievance E-mail: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact person: Prachee Dhuree
SEBI Registration: INM000010361

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. C-27
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Telephone: +91 22 4336 0000
E-mail: samhi.ipo@kotak.com
Investor Grievance E-mail: kmccredressal@kotak.com
Website: https://investmentbank.kotak.com/
Contact Person: Ganesh Rane
SEBI Registration No.: INM000008704

Statement of *inter se* allocation of responsibilities among the Book Running Lead Managers

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordination
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 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, Kotak	JM
2.	Drafting and approval of statutory advertisements	JM, Kotak	JM
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, application form, abridged prospectus, etc. and filing of media compliance report.	JM, Kotak	Kotak
4.	Appointment of intermediaries – Bankers to the Offer, Registrar to the Offer, advertising agency, printers to the Offer including co-ordination for agreements.	JM, Kotak	Kotak
5.	Preparation of road show marketing presentation and frequently asked questions	JM, Kotak	Kotak
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, Kotak	JM
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, Kotak	Kotak
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 application form • 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, Kotak	JM
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, Kotak	Kotak
10.	Managing the book and finalization of pricing in consultation with the Company.	JM, Kotak	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, Kotak	Kotak
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.	JM Financial, Kotak	Kotak

Sr. No.	Activity	Responsibility	Co-ordination
	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.		

Syndicate Members

[●]

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020
India
Telephone: +91 11 4159 0700

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065
India
Telephone: +91 11 4782 1000

International Legal Counsel to the Company and the BRLMs

Sidley Austin LLP
Level 31, Six Battery Road
Singapore 049 909
Telephone: +65 6230 3900

Legal Counsel to Blue Chandra as to Indian law

J. Sagar Associates
Vakils House, 18 Sprott Road
Ballard Estate, Mumbai 400 001
Maharashtra, India
Telephone: +91 22 4341 8600

Legal Counsel to GTI as to Indian Law

Khaitan & Co
Embassy Quest, 3rd Floor
45/1 Magrath Road
Bengaluru 560 025
Karnataka, India

Telephone: +91 80 4339 7000

Legal Counsel to IFC as to Indian Law

Cyril Amarchand Mangaldas
Level 1 & 2, Max Towers
C-001/A, Sector 16 B
Noida 201 301
Uttar Pradesh, India
Telephone: +91 120 669 9000

Legal Counsel to GSA

AZB & Partners
AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013, Maharashtra
Mumbai, India
Tel: +91 22 6639 6880

Registrar to the Offer

KFin Technologies Limited
(formerly known as KFin Technologies Private Limited)
Selenium, Tower-B
Plot No - 31 & 32, Financial District
Nanakramguda, Serilingampally
Hyderabad, Rangareddi 500 032
Telangana, India
Telephone: +91 40 6716 2222
E-mail: samhihotels.ipo@kfintech.com
Website: www.kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
Contact Person: M Murali Krishna
SEBI Registration No.: INR000000221

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Refund Bank(s)

[●]

Sponsor Bank(s)

[●]

Self Certified Syndicate Banks

The list of SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the website of SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

SCSBs enabled for UPI Mechanism

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 Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear 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, and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. 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 Stock Exchanges at www.bseindia.com and www.nseindia.com, 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 the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/Rtadp.aspx? and 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 their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/Rtadp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Statutory Auditors of our Company

B S R & Co. LLP, Chartered Accountants
Building No.10, 12^{th} Floor, Tower – C
DLF Cyber City, Phase – II
Gurugram 122 002, Haryana, India
Telephone: +91 124 719 1000
E-mail: rnayar@bsraffiliates.com
Peer Review No.: 014196
Firm Registration No.: 101248W/W-100022

Changes in auditors

There has been no change in the statutory auditors of the Company during the last three years.

Bankers to our Company

IndusInd Bank Limited
New Tower, Hyatt Regency Complex
7th Floor, Block A, District Centre
Bhikaji Cama Place R.K. Puram
New Delhi 110 066, India
Telephone: +91 98730 99875
Website: www.indusind.com
Contact person: Unny Narayanan
E-mail: unny.narayanan@indusind.com

Grading of the Offer

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

Appraising Entity

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

Monitoring Agency

Our Company will appoint a monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus with the RoC.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received consent letter dated March 31, 2023 from our Statutory Auditors namely, B S R & Co. LLP , 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 as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as a Statutory Auditor and in respect of (i) the examination report dated March 27, 2023 on our Restated Consolidated Financial Information which contains emphasis of matter paragraphs related to our Company's assessment of going concern, restatement of a prior period error, special purpose basis of accounting, and audit qualifications related to inadequate disclosures for going concern and material weakness related to internal controls pertaining to the prior period error; and (ii) their report dated March 30, 2023 on the statement of possible 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."; and (iii) their report dated March 30, 2023 on the Pro Forma Condensed Financial Information.

Additionally, our Company has also received, (i) a consent dated March 31, 2023 from Nangia & Co LLP, Chartered Accountants; and (ii) a consent dated March 31, 2023 from Lodha & Co, Chartered Accountants to include their respective names in this Draft Red Herring Prospectus as required under the Companies Act 2013 and as an "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act 2013.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Debenture Trustees

As the Offer is of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus will be uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. 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, 2013 would be filed with the RoC at its office and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would 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 RoC***" on page 82.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band. The Price Band will be decided by our Company, Blue Chandra and GSA, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi 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 purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company, Blue Chandra and GSA, in consultation with the BRLMs after the Bid/Offer Closing Date.

All Bidders (other than Anchor Investors) can participate in this Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. In addition to this, the 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.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors 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 Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to revise or withdraw their Bids after the Anchor Investor Bidding Date. Allocation to all categories, other than Anchor Investors, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1,000,000 and the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The allocation of Equity Shares to each Non-Institutional Investor 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. For further details on method and process of Bidding, see "***Offer Structure***" and "***Offer Procedure***" on pages 447 and 450, respectively.

The Book Building Process and Bidding Process is subject to change, from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

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

Bidders should note the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

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

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

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

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

	Particulars	Aggregate nominal value *(in ₹)*	Aggregate value at Offer Price* *(in ₹)*
A)	**AUTHORIZED SHARE CAPITAL(1)**		
	250,000,000 Equity Shares of face value of ₹ 1 each	250,000,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL, AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS(2)**		
	85,334,550 Equity Shares of face value of ₹ 1 each	85,334,550	[●]
C)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (2)**		
	[●] Equity Shares of face value of ₹ 1 each	[●]	[●]
D)	**PRESENT OFFER(3)**		
	Offer of [●] Equity Shares of face value of ₹ 1 each aggregating to ₹ [●] million(3)(4)		
	Comprising:		
	Fresh Issue^ of [●] Equity Shares aggregating up to ₹ 10,000 million(3)	[●]	[●]
	Offer for Sale of up to 9,000,000 Equity Shares aggregating to ₹ [●] million(4)	[●]	[●]
E)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares	[●]	[●]
F)	**SECURITIES PREMIUM ACCOUNT**		
	Prior to the Offer (*as on date of this Draft Red Herring Prospectus*)		12,626,220,988
	After the Offer		[●]

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

^ *Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

(1) *For details in relation to changes in the authorized share capital of our Company, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 195.*

(2) *Our Company, the ACIC SPVs and Asiya Capital have executed a share purchase agreement dated March 30, 2023, pursuant to which our Company will issue up to 39,000,000 Equity Shares to Asiya Capital pursuant to the Proposed ACIC Acquisition, prior to the filing of the updated draft red herring prospectus with SEBI. For details, see "**History and Certain Corporate Matters – Key terms of other subsisting material agreements**" on page 206.*

(3) *As of the date of this Draft Red Herring Prospectus, IFC does not hold any Equity Shares. An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs.*

(4) *The Offer has been authorized by our Board pursuant to its resolution dated March 9, 2023 and by a resolution of our Shareholders adopted at the meeting held on March 11, 2023. Further, our IPO Committee has taken on record the approval for the Offer for Sale by each of the Selling Shareholders pursuant to its resolution dated March 31, 2023.*

(5) *Each of the Selling Shareholders have severally and not jointly confirmed its participation in the Offer for Sale and have authorized the sale of its respective portion of the Offered Shares in the Offer for Sale. For details see "**The Offer**" and "**Other Regulatory and Statutory Disclosures**" on pages 69 and 430, respectively.*

Notes to Capital Structure

1. Share Capital History of our Company

(a) History of equity share capital of our Company

The following table sets forth the history of the equity share capital of our Company.

Date of allotment	Names of allottee	Reason / nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of consideration
December 28, 2010	100,000 equity shares each to Ashish Jakhanwala and Manav Thadani	Initial subscription to the Memorandum of Association	200,000	10	10.00	Cash

Date of allotment	Names of allottee	Reason / nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of consideration
October 10, 2011	GTI Samhi Pte. Limited	Further issue	18,184	10	970.00	Cash
October 20, 2011	957,747 equity shares to Blue Chandra Pte. Ltd., 597,873 equity shares to GTI Samhi Pte. Limited and 10,239 equity shares to Shree Naman Developers Private Limited	Further issue	1,565,859	10	970.00	Cash
March 2, 2012	618,553 equity shares to Blue Chandra Pte. Ltd. and 4,024 equity shares to Shree Naman Developers Private Limited	Further issue	622,577	10	970.00	Cash
June 1, 2012	480,053 equity shares to Blue Chandra Pte. Ltd., 69,394 equity shares to GTI Samhi Pte. Limited and 3,574 equity shares to Shree Naman Developers Private Limited	Further issue	553,021	10	970.00	Cash
October 30, 2012	629,798 equity shares to Blue Chandra Pte. Ltd., 209,933 equity shares to GTI Samhi Pte. Limited and 5,463 equity shares to Shree Naman Developers Private Limited	Further issue	845,194	10	1,370.00	Cash
June 27, 2013	38,172 equity shares to Ray Ltd. and 19,086 equity shares to Thadani Hospitality LLP	Further issue	57,258	10	1,100.00	Cash
	212,907 equity shares to Blue Chandra Pte. Ltd., 70,969 equity shares to GTI Capital Alpha Pvt Ltd and 1,847 equity shares to Shree Naman Developers Private Limited	Further issue	285,723	10	1,370.00	Cash
September 12, 2013	100,941 equity shares to Blue Chandra Pte. Ltd., 33,647 equity shares to GTI Capital Alpha Pvt Ltd and 876 equity shares to Shree Naman	Further issue	135,464	10	7,426.00	Cash

Date of allotment	Names of allottee	Reason / nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of consideration
	Developers Private Limited					
	1,828 equity shares to Ray Ltd. and 914 equity shares to Thadani Hospitality LLP	Further issue	2,742	10	5,467.00	Cash
December 11, 2015	1 equity share to GTI Capital Alpha Pvt Ltd on conversion of 390,000 of 0.001% unsecured cumulative series 1 fully, compulsorily and mandatorily convertible debentures of ₹ 10 each	Conversion of 0.001% unsecured cumulative series 1 fully, compulsorily and mandatorily convertible debentures into an equity share	1	10	3,900,000[(1)]	Cash[(2)]
December 18, 2015	764,115 equity shares to Blue Chandra Pte Ltd., 269,987 equity shares to GTI Capital Alpha Pvt Ltd, 17,829 equity shares to Ashish Jakhanwala, 17,829 equity shares to Manav Thadani, 10,188 equity shares to Ray Ltd., 6,628 equity shares to Shree Naman Developers Private Limited and 5,094 equity shares to Thadani Hospitality LLP	Rights issue	1,091,670	10	1,154.192	Cash
December 23, 2015	Goldman Sachs Investments Holdings (Asia) Limited	Private placement	2,111,976	10	2,088.09	Cash

Pursuant to shareholders' resolution dated August 2, 2019 each equity share of the Company of face value of ₹10 each was split in 10 equity shares of ₹1 each, therefore an aggregate of 7,489,669 equity shares of ₹10 each were split into 74,896,690 equity shares of ₹1 each.

September 21, 2019	447,515 Equity Shares to GTI Capital Alpha Pvt Ltd, 903,932 Equity Shares to Goldman Sachs Investments Holdings (Asia) Limited, 5,990 Equity Shares to Shree Naman Developers Private Limited, 4,604 Equity Shares to Thadani Hospitality LLP and 11,973*	Rights issue	1,374,014	1	208.81	Cash

Date of allotment	Names of allottee	Reason / nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of consideration
	Equity Shares to Amit Jain					
February 27, 2023	8,202,419 Equity Shares to Sarvara Investment Fund I	Private placement[(3)]	8,202,419	1	184.85	Other than cash
March 7, 2023	102,014 Equity Shares to Arti Jakhanwala, 412,059 Equity Shares to Anju Awtaney, 28,201 Equity Shares to Amit Jain and 319,153 Equity Shares to Thadani Ventures LLP	Conversion of 370 optionally convertible debentures issued to Anju Awtaney, 100 optionally convertible debentures issued to Arti Jakhanwala, 25 optionally convertible debentures issued to Amit Jain and 285 optionally convertible debentures issued to Thadani Hospitality LLP into Equity Shares	861,427	1	130.22	Cash

[(1)]In the return of allotment filed with the RoC in Form PAS-3 in respect of this issuance, the premium amount was inadvertently and erroneously stated as nil.
[(2)]Paid at the time of subscription to the 0.001% unsecured cumulative series 1 fully compulsorily and mandatorily convertible debentures of ₹ 10 each.
[(3)]Allotment pursuant to the share allotment agreement dated October 22, 2021 entered into between our Company, Barque and Vistra ITCL Limited and share allotment agreement dated January 19, 2022 entered into between our Company, SAMHI JV and Vistra ITCL Limited.
** 11,973 Equity Shares were allotted to Amit Jain pursuant to renunciation of a part of its rights entitlement by GTI Capital Alpha Pvt Ltd.*

Conversion of outstanding FCCDs

As on the date of this Draft Red Herring Prospectus, IFC holds an aggregate of 1,260,000 FCCDs. In accordance with the terms of the subscription agreement to the FCCDs dated August 12, 2014 and the SHA, the FCCDs are compulsorily convertible into Equity Shares based on the conversion formula agreed under the terms and conditions of the FCCDs, which is based on certain factors, including among others, the estimated price band for the Offer, at the time of conversion of the FCCDs. As agreed between the Company and IFC under the subscription agreement dated August 12, 2014 and the SHA, all FCCDs and interest accrued on the FCCDs at the time of conversion shall be converted into a maximum of 6,565,230 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC, as required under the SEBI ICDR Regulations.

Proposed ACIC Acquisition

Our Company, the ACIC SPVs and Asiya Capital have executed a share subscription and purchase agreement dated March 30, 2023, pursuant to which our Company will, as consideration for securities of the ACIC SPVs held by Asiya Capital and to be transferred to our Company, issue up to 39,000,000 Equity Shares to Asiya Capital, prior to filing of the updated draft red herring prospectus with SEBI. For details, see "***History and Certain Corporate Matters – Key terms of other subsisting material agreements – Share subscription and purchase agreement dated March 30, 2023 executed among our Company, ACIC SPVs and Asiya Capital (i.e., ACIC Mauritius 1 and ACIC Mauritius 2, and such agreement, the "ACIC SSPA")***" on page 207.

Pursuant to the valuation reports relating to Asiya Capital and our Company, the total enterprise value of all nine ACIC SPVs in aggregate is ₹ 11,470.41 million and the enterprise value of our Company is ₹ 48,469.51 million. Further, the ACIC SSPA records a reference enterprise value of ACIC SPVs as ₹ 11,340.14 million and for our Company as ₹ 48,441.83 million. Such valuation report has been certified by an independent chartered accountant and is included as a material document for inspection in this Draft Red Herring Prospectus. Subject to certain closing adjustments undertaken, including net debt and working capital, a maximum of 39,000,000 Equity Shares will be issued to Asiya Capital pursuant to completion of the Proposed ACIC Acquisition, prior to the filing of the updated draft red herring prospectus with SEBI.

(b) Equity shares issued for consideration other than cash

Our Company has not issued any equity shares for consideration other than cash since its incorporation.

Date of allotment	Names of allottee	Reason/nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of consideration
February 27, 2023	8,202,419 Equity Shares to Sarvara Investment Fund I	Private placement[(1)]	8,202,419	1	184.85	Other than cash

(1) Allotment pursuant to the share allotment agreement dated October 22, 2021 entered into between our Company, Barque and Vistra ITCL Limited and share allotment agreement dated January 19, 2022 entered into between our Company, SAMHI JV and Vistra ITCL Limited.

2. **Issue of Equity Shares below the Offer Price in the last one year**

Except as disclosed below, our Company has not issued any Equity Shares which may be below the Offer Price in the last one year immediately preceding the date of this Draft Red Herring Prospectus:

Date of allotment	Names of allottee	Reason/nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of consideration
February 27, 2023	8,202,419 Equity Shares to Sarvara Investment Fund I	Private placement[(1)]	8,202,419	1	184.85	Other than cash
March 7, 2023	102,014 Equity Shares to Arti Jakhanwala, 412,059 Equity Shares to Anju Awtaney, 28,201 Equity Shares to Amit Jain and 319,153 Equity Shares to Thadani Ventures LLP	Conversion of 370 optionally convertible debentures issued to Anju Awtaney, 100 optionally convertible debentures issued to Arti Jakhanwala, 25 optionally convertible debentures to Amit Jain and 285 optionally convertible debentures to Thadani Hospitality LLP into Equity Shares	861,427	1	130.22	Cash

[(1)] Allotment pursuant to the share allotment agreement dated October 22, 2021 entered into between our Company, Barque and Vistra ITCL Limited and share allotment agreement dated January 19, 2022 entered into between our Company, SAMHI JV and Vistra ITCL Limited.

3. **Equity shares issued out of revaluation reserves**

Our Company has not issued any equity shares out of revaluation reserves since its incorporation.

4. **Details of lock-in**

(a) Details of Equity Shares locked-in for eighteen months

Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act 2013. Accordingly, in terms of Regulation 14(1) of the SEBI ICDR Regulations, there is no requirement of minimum promoter's contribution in this Offer and accordingly, none of the Equity Shares will be locked in for a period of eighteen months pursuant to the Offer.

(b) Details of Equity Shares locked-in for six months

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.

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

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(d) Other Requirements in respect of Lock-in

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. Any unsubscribed portion of the Offered Shares would also be locked-in in accordance with the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Takeover Regulations.

5. 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 the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. Shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)				No. 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)
								No. of Voting Rights			Total as a % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(B)	Public	14	85,334,550	Nil	Nil	85,334,550	100.00	85,334,550	N.A.	85,334,550	100.00	6,565,230*	100.00	-	-	N.A.	N.A.	85,334,550
(C)	Non-Promoter-Non Public	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(1)	Shares underlying Custodian/Depository Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	14	85,334,550	Nil	Nil	85,334,550	100.00	85,334,550	N.A.	85,334,550	100.00	6,565,230*	100.00	-	-	N.A.	N.A.	85,334,550

** As of the date of this Draft Red Herring Prospectus, IFC does not hold any Equity shares. An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs. For details, see* **" – Notes to Capital Structure – Conversion of outstanding FCCDs"** *on page 94.*

Note:

1. *As of the date of this Draft Red Herring Prospectus, our Company does not have any vested options.*
2. *Our Company, the ACIC SPVs and Asiya Capital have executed a share purchase agreement dated March 30, 2023, pursuant to which our Company will issue up to 39,000,000 Equity Shares to Asiya Capital pursuant to the Proposed ACIC Acquisition, prior to the filing of the updated draft red herring prospectus with SEBI. For details, see* *"**History and Certain Corporate Matters – Key terms of other subsisting material agreements**" on page 206.*

6. The BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective affiliates 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.

7. **Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company**

Except for Ashish Jakhanwala and Manav Thadani who each hold 878,290 Equity Shares, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares in our Company. For stock options held by our Key Managerial Personnel and Senior Management, see "***– Notes to Capital Structure – Employee Stock Option Scheme***" on page 101.

8. **Details of shareholding of the major Shareholders of our Company**

(a) As on the date of this Draft Red Herring Prospectus, our Company has 14 Shareholders. Further, (i) up to 39,000,000 Equity Shares will be issued by our Company to Asiya Capital, pursuant to completion of the Proposed ACIC Acquisition prior to filing the updated draft red herring prospectus with SEBI, and (ii) 1,260,000 FCCDs shall be converted into a maximum of 6,565,230 Equity Shares in aggregate. Consequently, IFC and Asiya Capital shall be additional shareholders at the time of filing the updated draft red herring prospectus with SEBI.

(b) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus.

S. No.	**Shareholder**	**Pre-Offer***					
		As on the date of the DRHP (*based on the current shareholding/ debenture holding*)				**As on the date of the DRHP (*assuming completion of issuance of Equity Shares to Asiya Capital and conversion of FCCDs*)**	
		Number of Equity Shares	**Percentage of Equity Share capital (%)**	**Number of Equity Shares, including upon conversion of the FCCDs (1)(2)**	**Percentage of Equity Share capital, including upon conversion of the FCCDs (%)(1)(2)**	**Number of Equity Shares, including upon issuance of Equity Shares to Asiya Capital and conversion of the FCCDs (1)(2)(3)**	**Percentage of Equity Share capital, including upon issuance of Equity Shares to Asiya Capital and conversion of the FCCDs (%)(1)(2)((3)**
1.	Blue Chandra Pte. Ltd.	37,641,140	44.11	37,641,140(1)	40.96(1)	37,641,140(1)	28.76(1)
2.	Asiya Capital	-	-	-	-	Up to 39,000,000 (3)	29.79(3)
3.	Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	25.81	22,023,692(1)	23.96(1)	22,023,692(1)	16.82(1)
4.	GTI Capital Alpha Pvt Ltd	13,747,395	16.11	13,747,395(1)	14.96(1)	13,747,395(1)	10.50(1)
5.	Sarvara Investment Fund I	8,202,419	9.61	8,202,419	8.93	8,202,419	6.27
6.	International Finance Corporation	-	-	Up to 6,565,230 (2)	7.14 (2)	Up to 6,565,230 (2)	5.02(2)
7.	Ashish Jakhanwala	878,290	1.03	878,290(1)	0.96	878,290(1)	0.67(1)

S. No.	Shareholder	Pre-Offer*					
		As on the date of the DRHP (*based on the current shareholding/ debenture holding*)				As on the date of the DRHP (*assuming completion of issuance of Equity Shares to Asiya Capital and conversion of FCCDs*)	
		Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares, including upon conversion of the FCCDs (1)(2)	Percentage of Equity Share capital, including upon conversion of the FCCDs (%)(1)(2)	Number of Equity Shares, including upon issuance of Equity Shares to Asiya Capital and conversion of the FCCDs (1)(2)(3)	Percentage of Equity Share capital, including upon issuance of Equity Shares to Asiya Capital and conversion of the FCCDs (%)(1)(2)((3)
8.	Manav Thadani	878,290	1.03	878,290(1)	0.96	878,290(1)	0.67(1)
	Total	**83,371,226**	**97.70**	**89,936,456**	97.86	**128,936,456**	**98.50**

**As on the date of this Draft Red Herring Prospectus, there are no outstanding vested options pursuant to Employee Stock Option Plan 2023 - I.*

*(1)In terms of the Call Option Agreements, these Shareholders (as well as Inblue Holdings Limited, Shree Naman Developers Private Limited and Thadani Hospitality LLP) may acquire or transfer Equity Shares through relevant inter-se transfers in accordance with the terms of the relevant Call Option Agreement. Since, as on the date of this Draft Red Herring Prospectus, it cannot be determined whether the options under the respective Call Option Agreements will be triggered, or if triggered, the number of Equity Shares that will be the subject of such call options, the pre- Offer shareholding of these Shareholders cannot be estimated and provided (to the extent of any Equity Shares that they may transfer or acquire pursuant to the Call Option Agreements). The options under the Call Option Agreements will either be exercised or will terminate, as applicable, prior to filing of the Red Herring Prospectus with the RoC. Accordingly, the pre-Offer shareholding of these Shareholders will be updated in the Red Herring Prospectus. For details of the Call Option Agreements, see "**History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Senior Management, Directors or any other employee**" on page 207.*
*(2) Assuming conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs. For details, see **"– Notes to Capital Structure – Conversion of outstanding FCCDs**" on page 94.*

*(3)Assuming issuance of a maximum of 39,000,000 Equity Shares in aggregate to Asiya Capital pursuant to completion of the Proposed ACIC Acquisition, prior to the filing of the updated draft red herring prospectus with SEBI. For details, see **"– Notes to Capital Structure – Proposed ACIC Acquisition**" on page 94.*

(c) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Shareholder	Pre-Offer*			
		Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares, including upon conversion of the FCCDs (1)(2)	Percentage of Equity Share capital, including upon conversion of the FCCDs (%)(1)(2)
1.	Blue Chandra Pte. Ltd.	37,641,140	44.11	37,641,140(1)	40.96 (1)
2.	Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	25.81	22,023,692(1)	23.96 (1)
3.	GTI Capital Alpha Pvt Ltd	13,747,395	16.11	13,747,395(1)	14.96(1)
4.	International Finance Corporation	-	-	Up to 6,565,230(2)	7.14(2)

S. No.	Shareholder	Pre-Offer*			
		Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares, including upon conversion of the FCCDs (1)(2)	Percentage of Equity Share capital, including upon conversion of the FCCDs (%)(1)(2)
5.	Sarvara Investment Fund I	8,202,419	9.61	8,202,419	8.93
6.	Ashish Jakhanwala	878,290	1.03	878,290(2)	0.96 (1)
7.	Manav Thadani	878,290	1.03	878,290(2)	0.96 (1)
	Total	**83,371,226**	**97.70**	**89,936,456**	**97.86**

**As of 10 days prior to the filing of this Draft Red Herring Prospectus, there were no outstanding vested options pursuant to Employee Stock Option Plan 2023 - I.*

(1)*In terms of the Call Option Agreements, these Shareholders (as well as Inblue Holdings Limited, Shree Naman Developers Private Limited and Thadani Hospitality LLP) may acquire or transfer Equity Shares through relevant inter-se transfers in accordance with the terms of the relevant Call Option Agreement. Since, as on the date of this Draft Red Herring Prospectus, it cannot be determined whether the options under the respective Call Option Agreements will be triggered, or if triggered, the number of Equity Shares that will be the subject of such call options, the pre- Offer shareholding of these Shareholders cannot be estimated and provided (to the extent of any Equity Shares that they may transfer or acquire pursuant to the Call Option Agreements). The options under the Call Option Agreements will either be exercised or will terminate, as applicable, prior to filing of the Red Herring Prospectus with the RoC. Accordingly, the pre-Offer shareholding of these Shareholders will be updated in the Red Herring Prospectus. For details of the Call Option Agreements, see "**History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Senior Management, Directors or any other employee**" on page 207*

(2) *Assuming conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs. For details, see "**– Notes to Capital Structure – Conversion of outstanding FCCDs**" on page 94.*

Further, our Company, the ACIC SPVs and Asiya Capital have executed a share purchase agreement dated March 30, 2023, pursuant to which our Company will issue up to 39,000,000 Equity Shares to Asiya Capital pursuant to the Proposed ACIC Acquisition, prior to the filing of the updated draft red herring prospectus with SEBI.

(d) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Shareholder	Pre-Offer*			
		Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares, including upon conversion of the FCCDs (1)(2)	Percentage of Equity Share capital, including upon conversion of the FCCDs (%)(1)(2)
1.	Blue Chandra Pte. Ltd.	37,641,140	49.35	37,641,140(1)	45.44(1)
2.	Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	28.88	22,023,692(1)	26.59(1)
3.	GTI Capital Alpha Pvt Ltd	13,747,395	18.02	13,747,395(1)	16.60(1)
4.	International Finance Corporation	-	-	Up to 6,565,230(2)	7.93(2)
5.	Ashish Jakhanwala	878,290	1.15	878,290(1)	1.06(1)
6.	Manav Thadani	878,290	1.15	878,290(1)	1.06(1)
	Total	**75,168,807**	**98.55**	**81,734,037**	**98.67**

** ESOP – 2023 had not been implemented as of one year prior to the date of this Draft Red Herring Prospectus. Accordingly, there were no outstanding vested options pursuant to ESOP – 2023 as of such date. The employee stock options vested under a prior employee stock option plan that was subsequently cancelled pursuant to a Board resolution dated March 9, 2023 and have not been factored in for purposes of the table above.*

(1)*In terms of the Call Option Agreements, these Shareholders (as well as Inblue Holdings Limited, Shree Naman Developers Private Limited and Thadani Hospitality LLP) may acquire or transfer Equity Shares through relevant inter-se transfers in accordance with the terms of the relevant Call Option Agreement. Since, as on the date of this Draft Red Herring Prospectus, it cannot be determined whether the options under the respective Call Option Agreements will be triggered, or if triggered, the number of Equity Shares that will be the subject of such call options, the pre- Offer shareholding of these Shareholders cannot be estimated and provided (to the extent of any Equity Shares that they may transfer or acquire pursuant to the Call Option Agreements). The options under the Call Option Agreements will either be exercised or* *will terminate, as applicable, prior to filing of the Red Herring Prospectus with the RoC. Accordingly, the pre-Offer shareholding of these Shareholders will be updated in the Red Herring Prospectus. For details of the Call Option Agreements, see "**History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Director or any other employee**" on page 207*

(2) *Assuming conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs. For details, see "**– Notes to Capital Structure – Conversion of outstanding FCCDs**" on page 94.*

(e) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Shareholder	Pre-Offer*			
		Number of Equity Shares	**Percentage of Equity Share capital (%)**	**Number of Equity Shares, including upon conversion of the FCCDs (1)(2)**	**Percentage of Equity Share capital, including upon conversion of the FCCDs (%)(1)(2)**
1.	Blue Chandra Pte. Ltd.	37,641,140	49.35	37,641,140(1)	45.44(1)
2.	Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	28.88	22,023,692(1)	26.59(1)
3.	GTI Capital Alpha Pvt Ltd	13,747,395	18.02	13,747,395(1)	16.60 (1)
4.	International Finance Corporation	-	-	Up to 6,565,230 (2)	7.93(2)
5.	Ashish Jakhanwala	878,290	1.15	878,290 (1)	1.06(1)
6.	Manav Thadani	878,290	1.15	878,290(1)	1.06(1)
	Total	**75,168,807**	**98.55**	**81,734,037**	**98.67**

** ESOP – 2023 had not been implemented as of two years prior to the date of this Draft Red Herring Prospectus. Accordingly, there were no outstanding vested options pursuant to ESOP – 2023 as of such date. The employee stock options vested under a prior employee stock option plan that was subsequently cancelled pursuant to a Board resolution dated March 9, 2023 and have not been factored in for purposes of the table above.*

(1)*In terms of the Call Option Agreements, these Shareholders (as well as Inblue Holdings Limited, Shree Naman Developers Private Limited and Thadani Hospitality LLP) may acquire or transfer Equity Shares through relevant inter-se transfers in accordance with the terms of the relevant Call Option Agreement. Since, as on the date of this Draft Red Herring Prospectus, it cannot be determined whether the options under the respective Call Option Agreements will be triggered, or if triggered, the number of Equity Shares that will be the subject of such call options, the pre- Offer shareholding of these Shareholders cannot be estimated and provided (to the extent of any Equity Shares that they may transfer or acquire pursuant to the Call Option Agreements). The options under the Call Option Agreements will either be exercised or will terminate, as applicable, prior to filing of the Red Herring Prospectus with the RoC. Accordingly, the pre-Offer shareholding of these Shareholders will be updated in the Red Herring Prospectus. For details of the Call Option Agreements, see "**History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Director or any other employee**" on page 207.*

(2) *As of the date of this Draft Red Herring Prospectus, IFC does not hold any Equity shares. An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The number of Equity Shares that such FCCDs will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the FCCDs. For details, see "**– Notes to Capital Structure – Conversion of outstanding FCCDs**" on page 94.*

9. **Employee Stock Option Scheme**

Our Company has formulated an ESOP scheme, namely, Employee Stock Option Plan 2023 – I (the "**ESOP Scheme**").

ESOP Scheme

The ESOP Scheme was approved pursuant to a Board resolution dated March 9, 2023 and Shareholders' resolution dated March 11, 2023. The ESOP Scheme is in compliance with the SEBI (SBEBSE) Regulations. Under the ESOP Scheme, an aggregate of 5,477,860 stock options may be granted to eligible employees, with each option being exercisable to receive one Equity Share.

Under the ESOP Scheme, an aggregate of 5,477,860 stock options have been granted, and no options have vested as on the date of this Draft Red Herring Prospectus. The following table sets forth the particulars of the ESOP Scheme as on the date of this Draft Red Herring Prospectus, as certified by Nangia & Co. LLP, Chartered Accountants, through a certificate dated March 31, 2023:

Particulars	Details
	From March 11, 2023 to March 30, 2023
Total options outstanding as of the date of the DRHP	5,477,860
Total options granted	5,477,860
No. of employees to whom options were granted	Employees of the Company: 8 Employees of the Subsidiaries: Nil
Pricing formula	Fixed Price at the time of grant
Exercise price of options in ₹ (as on the date of grant options)	₹ 1.00
Vesting Period (from date of grant)*	Period of vesting is four years (25% of the options shall vest upon completion of one year from the date of grant, further 25% of the options shall vest upon expiry of two year from the date of grant, further, 25% of the options shall vest upon expiry of three year from the date of grant and the balance 25% the of options shall vest upon expiry of four year from the date of grant)
Options forfeited/lapsed/cancelled	Nil
Variation of terms of options	N.A
Money realized by exercise of options	N.A.
Total number of options outstanding in force	5,477,860
Total options vested in each Fiscal (excluding the options that have been exercised)	Nil
Options exercised (since implementation of the ESOP scheme)	Nil
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised) (net of forfeited/lapsed/cancelled options)	5,477,860
Employee wise details of options granted to:	
(i) Key Managerial Personnel and Senior Management	**Employee** — **Options Granted** Ashish Jakhanwala — 2,302,454 Gyana Das — 1,080,155 Rajat Mehra — 1,080,155 Tanya Chakravarty — 276,844 Sanjay Jain — 184,563
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil
(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 the Company at the time of grant	**Employee** — **Options Granted** Ashish Jakhanwala — 2,302,454 Gyana Das — 1,080,155 Rajat Mehra — 1,080,155

Particulars	Details
	From March 11, 2023 to March 30, 2023
Diluted earnings per share pursuant to the issue of equity shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	N.A.
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	N.A.
Description of pricing formula and method and significant assumptions used during the year to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	N.A.
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three years	Nil
Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	Not applicable as no Equity Shares are allotted to the Key Managerial Personnel, Senior Management or whole-time directors pursuant to the ESOP Scheme.
Intention to sell Equity Shares arising out of the ESOP scheme or allotted under an ESOP scheme within three months after the listing of Equity Shares by directors, key managerial personnel, senior management and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Not applicable as no Equity Shares are allotted to the Key Managerial Personnel, Senior Management, Directors and employees pursuant to the ESOP Scheme.

575,614, 270,039 and 270,039 options will vest with Ashish Jakhanwala, Gyana Das and Rajat Mehra, respectively out of the total options granted to them, as disclosed above, on completion of one year from the date of grant, i.e., March 11, 2023.

10. None of our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months immediately preceding the date of this Draft Red Herring Prospectus.

11. There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

12. Our Company has not allotted any equity shares pursuant to any scheme of arrangement approved under Section 230 to 234 of the Companies Act 2013 or Sections 391 to 394 of the Companies Act, 1956.

13. Our Company, our Directors and the BRLMs have not entered into any buy-back or any other arrangements for purchase of Equity Shares being offered through this Offer from any person.

14. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall 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, except for fees or commission for services rendered in relation to the Offer.

15. The 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. The Equity Shares to be issued pursuant to the Offer shall be fully paid-up at the time of Allotment.

16. Except for (i) options granted under the ESOP Scheme; (ii) 1,260,000 FCCDs; and (iii) up to 39,000,000 Equity Shares to be issued by our Company to Asiya Capital, pursuant to the Proposed ACIC Acquisition, our Company has no outstanding warrants, options to be issued Equity Shares or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

17. Except for (i) any issuance of Equity Shares pursuant to exercise of options granted under the ESOP Scheme; (ii) issuance of up to 39,000,000 Equity Shares to Asiya Capital pursuant to the Proposed ACIC Acquisition, (iii) conversion of an aggregate of 1,260,000 FCCDs into a maximum of 6,565,230 Equity Shares; and (iv) Equity Shares issued pursuant to this Offer (including through any Pre-IPO Placement of the Equity Shares prior to the filing of the Red Herring Prospectus with the RoC), there will be no further issue of Equity Shares 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 the 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.

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

19. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information, see "***Offer Procedure***" on page 450.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue of [●] Equity Shares aggregating up to ₹ 10,000 million by our Company and the Offer for Sale of up to 9,000,000 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders. For details, see "***The Offer***" beginning on pages 69.

The Offer for Sale

The object of the Offer for Sale is to allow the Selling Shareholders to sell an aggregate of up to 9,000,000 Equity Shares aggregating to ₹ [●] million held by them. Our Company will not receive any proceeds from the Offer for Sale. Each Selling Shareholder will be entitled to its respective portion of proceeds of the Offer for Sale, after deducting its respective proportion of the Offer related expenses and the relevant taxes thereon.

Fresh Issue

The net proceeds of the Fresh Issue, i.e. gross proceeds of the Fresh Issue less the Offer Expenses apportioned to our Company ("**Net Proceeds**") are proposed to be utilised in the following manner:

1. repayment/ prepayment/ redemption, in full or in part, of certain borrowings availed of by our Company and our Subsidiaries including payment of the interest accrued thereon; and

2. general corporate purposes.

   (collectively, the "**Objects**").

In addition, we expect to achieve the benefit of listing of our Equity Shares on the Stock Exchanges.

The main objects clause of our MoA enables our Company (i) to undertake our existing business activities; and (ii) to undertake activities for which loans have been raised or shall be raised, which are proposed to be pre-paid/ repaid from the Net Proceeds. The main objects and objects incidental and ancillary to the main objects set out in the respective memorandum of association of our Subsidiaries, enables our Subsidiaries to undertake the activities towards which the loans proposed to be repaid from the Net Proceeds were utilised and to undertake activities for which funds are earmarked for general corporate purposes.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarized in the table below:

(*₹ in million*)

S. No	Particulars	Amount
(a)	Gross proceeds of the Fresh Issue[(1)]	Up to ₹ 10,000
(b)	Less: Offer expenses[(2)]	[●]
(c)	Net Proceeds[(1) (2)]	[●]

[(1)] Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

*[(2)] To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. For details on Offer related expenses, see "**- Offer Related Expenses**" below.*

Proposed schedule of Implementation and Utilization of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Draft Red Herring Prospectus, our Company has not deployed any funds towards the objects of the Offer identified below.

(₹ in million)

S. No	Particulars	Total estimated amount / expenditure to be funded from the Net Proceeds[(1)]	Amount to be deployed from the Net Proceeds in Fiscal 2024
1.	Repayment/ prepayment/ redemption, in full or in part, of certain borrowings availed of by our Company and our Subsidiaries including payment of the interest accrued thereon	7,500.00	7,500.00
2.	General corporate purposes[(2)]	[●]	[●]
	Total Net Proceeds[(1) (2)]	[●]	**[●]**

(1) Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

(2)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 25.00% of the Net Proceeds.

The requirement and deployment of funds as indicated above are based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, including interest rates and other charges, and the financing and other agreements entered into by our Company, and have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as the timing of completion of the Offer, change in costs, financial and market conditions, our management's analysis of economic trends and our business requirements, fund requirements in the operations of our Subsidiaries, competitive landscape as well as general factors affecting our results of operations, financial condition, access to capital, business and strategy and interest rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling and revising the funding requirement for a particular object or increasing or decreasing the amounts earmarked towards any of the aforementioned objects at the discretion of our management, subject to compliance with applicable law. For risk in this regard, see "***Risk Factors - Internal Risk Factors – Risks Related to the Offer – Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval.***" on page 60.

If the Net Proceeds are not utilized (in full or in part) for the objects of the Offer during the period stated above due to such factors, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws.

Details of the Objects

1. **Repayment/ prepayment/ redemption, in full or in part, of certain borrowings availed of by our Company and our Subsidiaries including payment of the interest accrued thereon.**

Our Company and our Subsidiaries have entered into various borrowing arrangements, including borrowings in the form of terms loans, fund based and non-fund based working capital facilities, the NCDs and the FCCDs. For details of these financing arrangements including indicative terms and conditions, see "***Financial Indebtedness***" on page 382. As on February 28, 2023, we had outstanding borrowings (including current and non-current borrowings, current portion of non-current borrowings as well as interest accrued and due on borrowings) of ₹ 28,757.05 million on a consolidated basis, which includes ₹ 1,260.00 million of FCCDs (excluding accrued interest) which shall be converted prior to filing of the Red Herring Prospectus with the RoC.

Our Company intends to utilize ₹ 7,500.00 million of the Net Proceeds towards repayment/ prepayment/ redemption of all or a portion of certain borrowings availed by our Company and our Subsidiaries, and/ or payment of the accrued interest thereon. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds. Given the nature of the borrowings and the terms of repayment/ prepayment/ redemption, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company and our Subsidiaries may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. Accordingly, our Company may utilise the Net Proceeds for repayment/prepayment of any such refinanced facilities (including any prepayment fees or penalties thereon) or any additional facilities obtained by our Company and our Subsidiaries. We believe that such repayment or prepayment or redemption will help reduce our outstanding indebtedness on a consolidated basis and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities.

The selection of borrowings proposed to be prepaid or repaid or redeemed amongst our borrowing arrangements will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings, restricting our ability to prepay/ repay/ redeem the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment, (iii) levy of any prepayment penalties and the quantum thereof, (iv) provisions of any laws, rules and regulations governing such borrowings, and (v) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

The abovementioned factors will also determine the form of investment undertaken by our Company for prepayment/ repayment of the borrowing arrangements availed by our Subsidiaries, i.e., whether they will be in form of subscription or purchase of equity shares, preference shares, convertible or non-convertible securities, debt or any other instrument or combinations. At this stage, our Company cannot determine whether the form of investment in its Subsidiaries will be cash, equity shares, preference shares, convertible or non-convertible securities, debt or any other instrument or combinations thereof.

The following table provides the details of outstanding amount of borrowings including interest thereon availed by our Company and Subsidiaries as on February 28, 2023, which we propose to prepay or repay or redeem, in full or in part, from the Net Proceeds for an aggregate amount of up to ₹ 7,500.00 million.

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
1.	Company	IndusInd Bank Limited	Working Capital Term Loan Emergency Credit Line Guarantee Scheme (“**ECLGS**”)	ECLGS 2.0: 356.13 ECLGS 3.0: 488.40 ECLGS 3.0 Extension: 401.72	9.25%	*ECLGS 2.0*: Principal amount to be repaid after a moratorium period of one year by way of 48 equal instalments within four years, that commenced on February 28, 2022. *ECLGS 3.0*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on October 31, 2023. *ECLGS 3.0 Extension*: Principal amount to be repaid after a moratorium	No prepayment premium	The facility is to be utilised towards procurement of stocks, payment of creditors, payment of arrears of salaries, taxes and other dues, for restarting business post Covid-19 lockdown, and other activities as per ECLGS

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
						period of two years by way of 48 equal instalments within four years, commencing on September 30, 2024.		
		Piramal Capital and Housing Finance Limited	Term Loan	757.62	15.50%	To be repaid by way of 7 quarterly equal instalments starting from the end of first quarter of FY 2023 i.e., July 5, 2022 and the balance as a bullet amount at the end of two years, each from the date of first disbursement, i.e., March 31, 2022.	No prepayment premium	Working capital of the business group (Company and Subsidiaries)
		IFC	FCCDs	1,339.31(1)	10.00%	The FCCDs will be converted into Equity Shares prior to filing the Red Herring Prospectus with the RoC, and the interest will continue to accrue until such conversion	-	N.A.
		Mercer Investments (Singapore) Pte. Ltd.	NCDs	1,212.67	35.72%	March 16, 2024	-	(i) Repayment of certain existing facilities, including the repayment of rupee loans and (ii) payment by our Company of the expenses related to the debenture documents.
		GTI Capital Epsilon Pvt Ltd	NCDs	229.85	26.26%	March 15, 2025	-	Repayment of certain existing facilities, including the repayment of

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
								rupee loans, and (ii) payment by our Company of the expenses related to the debenture documents.
		IFC	NCDs	347.51	35.72%	October 11, 2024	-	The facility is to be utilised towards (i) General corporate purposes, including the payment of interest and principal amounts on certain existing facilities and (ii) payment by our Company of the expenses related to the debenture documents.
2.	Ascent	DBS Bank India Limited	Working Capital Term Loan-ECLGS 2.0	83.44	8.65%	Principal amount to be repaid after a moratorium period of one year by way of 48 equal instalments within four years, that commenced on June 30, 2022	No prepayment premium	For working capital, expense to restart operations after Covid-19 lockdown, meeting operating expenses, and liquidity mismatch incurred in usual course of business.
		Housing Development Finance Corporation Limited	Term Loan	1,162.89	15.50%	To be repaid after a moratorium period of two years from the date of first disbursement, by way of 56 unequal quarterly instalments that commenced from May 4, 2018	Prior notice of 15 days for voluntary prepayment of the whole or part of the outstanding facility without any prepayment premium if the loan is prepaid from, among others, operational cash flows or fresh capital from our Company.	The facility is to be utilised towards (i) refinancing/ repayment of whole or part of a prior loan availed by Ascent; (ii) part finance, acquisition and renovation of the *Hyatt Regency Pune* hotel; (iii) reimbursement of excess contribution brought in by the Company (i.e., over and above the Company's contribution as specified under the loan agreement); and (iv) repayment or

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
								retirement of any other liability in the books of Ascent.
		Housing Development Finance Corporation Limited	Working Capital Term Loan-ECLGS	ECLGS 2.0: 277.50 ECLGS 3.0: 362.29 ECLGS 3.0 Extension: 226.00	ECLGS 2.0: 11.80% ECLGS 3.0: 11.80% ECLGS 3.0 Extension: 10.60-11.45%	*ECLGS 2.0*: Principal amount to be repaid after a moratorium period of one year by way of 48 equal instalments within four years, that commenced on February 25, 2022. *ECLGS 3.0*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on February 02, 2024. *ECLGS 3.0 Extension*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on August 29, 2024.	Prior notice of 15 days for voluntary prepayment of the whole or part of the outstanding facility without any prepayment premium, provided that such prepayment is subject to lender's discretion.	The facility is to be utilised towards working capital purposes/expense to restart operations due to lockdown/liquidity mismatch/Debt Service Reserve Account replenishment
		Piramal Enterprises Limited	Term Loan	Facility 1: 1,099.16 Facility 2: 387.52	14.55%	*Facility 1*: To be repaid after three years from the date of first disbursement, by way of 48 unequal quarterly instalments that commenced	Prepayment of outstanding amounts at any time after one year from the date of first disbursement i.e. July 23, 2018 from, among	The facilities are to be utilised towards i) payment of the amounts due towards certain existing charges/loans, (ii) undrawn

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
						from October 5, 2021. *Facility 2*: To be repaid after 10 years from the date of first disbursement, by way of 20 unequal quarterly instalments commencing on October 5, 2028.	others, contributions from the Company does not attract any prepayment charges. Subject to the above, if any prepayment after 4th year of first disbursement, 1% prepayment charges will be applicable.	amount after the payment of the amounts due towards certain existing charges/loans shall be disbursed towards general corporate purposes.
		Piramal Enterprises Limited	Working Capital Term Loan-ECLGS	ECLGS 2.0: 183.21 ECLGS 3.0: 180.63	13.00%	*ECLGS 2.0*: To be repaid after 12 months from the date of first disbursement up to the 60th month, by way of 48 equal instalments that commenced on April 5, 2022. *ECLGS 3.0:* Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on June 5, 2024	No prepayment premium	Working capital requirements of *Hyatt Regency Pune*.
3.	Caspia	HDFC Bank Limited	Term Loan and Overdraft Facility	Term Loan: 590.52 Overdraft Facility: 14.58	Term Loan: 9.90-10.20% Overdraft Facility: 9.50%	To be repaid after a moratorium period of one year, by way of 56 unequal quarterly instalments within	The facilities may be prepaid with a 30 day notice, at any time.	Term loan for refinancing/repayment of whole or part of a prior loan availed by Caspia and Term loan: Reimbursement of capital expenditure and

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
						14 years, that commenced from the first quarter of Fiscal 2019. Overdraft Facility is repayable on demand.		fresh capital expenditure Overdraft to be utilised for meeting Operational expenses of *Four Points by Sheraton Vishakhapatnam*
		HDFC Bank Limited	Working Capital Term Loan-ECLGS	ECLGS 2.0: 92.75 ECLGS 3.0: 123.60	ECLGS 2.0: 9.25% ECLGS 3.0: 8.50%	*ECLGS 2.0*: Principal amount to be repaid after a moratorium period of one year by way of 48 equal instalments within four years, that commenced on March 1, 2022. *ECLGS 3.0*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, that commenced on October 01, 2023.	No prepayment premium	The facility is to be utilised to augment working capital requirement to enable business unit to meet operating liabilities and restart/increase operations.
		Standard Chartered Bank	Term Loan	753.03	11.25%	To be repaid in 45 amortising quarterly instalments that started from May 31, 2018, i.e., one year from the date of disbursement	Prior written consent of the lender will be required for prepayment and such prepayment will be subject to the conditions stipulated by the lender (including, among others, prepayment charges).	The facility is to be utilised towards (i) development and renovation expenses to up-tier the *Renaissance Ahmedabad Hotel* or other similar brand as acceptable to the lender; and (ii) part-refinancing of loans availed from the Company which were utilised for acquisition of *Renaissance*

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
								Ahmedabad (excluding land).
		Standard Chartered Bank	Working Capital Term Loan-ECLGS	ECLGS 2.0: 131.07 ECLGS 3.0: 170.04	9.25%	*ECLGS 2.0:* Principal amount to be repaid after a moratorium period of one year by way of 48 equal instalments within four years, that commenced on April 30, 2022. *ECLGS 3.0*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on April 08, 2024.	No prepayment premium	Working capital term loan under the Emergency Credit Line Guarantee Scheme.
		State Bank of India	Term Loan	538.39	12.85%	To be repaid after a moratorium period of three years, by way of 48 unequal quarterly instalments to be paid at the end of each quarter that commenced from September, 2020.	Prior written notice of 30 days for prepayment of whole or part of the outstanding facility subject to a prepayment charge of 2%. No prepayment charges if prepayment is made from a fresh infusion in Caspia in the form of equity or instruments of similar nature or loan from its shareholders	Term loan to part finance construction of 128 keys midscale hotel property (*Fairfield by Marriott Coimbatore*), including reimbursement.
		State Bank of India	Working Capital Term Loan-ECLGS	ECLGS 2.0: 78.90 ECLGS 3.0: 111.40	ECLGS 3.0: 8.45%	*ECLGS 2.0*: Principal amount to be repaid after a moratorium	Prior irrevocable notice of 30 days for voluntary	The facility is to be utilised to augment networking capital and meet

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
				ECLGS 3.0 Extension: 68.52	ECLGS 3.0: 8.90% ECLGS 3.0 Extension: 9.05%	period of one year by way of 48 equal instalments within four years, that commenced on January 31, 2022. *ECLGS 3.0*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on October 31, 2023. *ECLGS 3.0 Extension*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on January 31, 2025	prepayment of the whole or part of the outstanding facility without any prepayment premium.	operating liabilities consequent to the impact of the Covid-19 outbreak, to meet operating liabilities and for infusion of funds into business.
4.	SAMHI Ahmedabad	Piramal Enterprises Limited	Term Loan	Facility 1: 2,329.26 Facility 2: 318.96	14.55%	*Facility 1*: To be repaid after three years from the date of first disbursement, by way of 48 unequal quarterly instalments that commenced on October 5, 2021. *Facility 2*: To be repaid after ten years from the date of first disbursement,	Prepayment of outstanding amounts at any time after one year from the date of first disbursement i.e. July 23, 2018 from, among others, contributions from the Company does not attract any prepayment charges.	The facility is to be utilised as follows: (i) payment of amounts due towards certain existing charges/loans, and (ii) the undrawn amount after the payment of the above existing charges was to be used for general corporate purposes.

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
						by way of 20 unequal quarterly instalments commencing on October 5, 2028	Subject to the above, if any prepayment after 4th year of first disbursement, 1% prepayment charges will be applicable	
5.	SAMHI Gurgaon	IndusInd Bank Limited	Working Capital Term Loan-ECLGS	ECLGS 2.0: 167.04 ECLGS 3.0: 235.80 ECLGS 3.0 Extension: 126.80	ECLGS 2.0: 9.25% ECLGS 3.0: 9.15% ECLGS 3.0 Extension: 9.25%	*ECLGS 2.0*: Principal amount to be repaid after a moratorium period of one year by way of 48 equal instalments within four years, that commenced on January 31, 2022. *ECLGS 3.0*: Principal amount to Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on August 31, 2023. *ECLGS 3.0 Extension*: Principal amount to be repaid after a moratorium period of two years by way of 48 equal instalments within four years, commencing on November 30, 2024	No prepayment premium.	The facility is to be utilised towards procurement of stocks, payment of creditors, payment of arrears and salaries, taxes and other dues, for restarting business post Covid-19 lockdown, and other activities as per the ECLGS.
6.	Argon	Citibank N.A.	Term Loan and Overdraft Facility	Term Loan: 1,084.58	Term Loan: 10.62%	To be repaid in 12 years from the date of first	If prepayment is done prior to one year from the date	The facility is to be utilised as follows: (i) up to

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
				Overdraft Facility: 150.19	Overdraft Facility: 10.62%	disbursement, by way of 44 quarterly instalments commencing from March, 2024. Overdraft Facility is repayable on demand.	of first disbursement, 2% prepayment charges will be applicable, provided that such prepayment charges will not be applicable if prepayment is made out of : (i) internal accruals; (ii) shareholders loan/ equity/ quasi-equity instruments; (iii) any cash received from sale of assets; or (iv) surplus cash flow from the assets other than any additional financial indebtedness, subject to the prescribed conditions. If prepayment is done after one year from the date of first disbursement on the interest reset date or any other date agreed upon by the lender, no prepayment charges are applicable with a 30 day notice.	₹ 50 million out of the facility availed by Argon shall be utilized towards corporate expenses and transaction related expenses; and (ii) the balance amount shall be utilized towards the repayment of the existing facilities
		Citicorp Finance (India) Limited	Term Loan	55.08	11.62%	To be repaid in 12 years from the date of first disbursement, by way of 44 quarterly instalments commencing	*Same as above*	The facility is to be utilised towards the repayment of the existing facilities.

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
						from March, 2024.		
7.	Barque	Citibank N.A.	Term Loan and Overdraft Facility	Term Loan: 2,233.30 Overdraft Facility: 381.47	Term Loan: 10.63% Overdraft Facility: 10.63%	To be repaid in 12 years from the date of first disbursement, by way of 44 quarterly instalments commencing from March, 2024. Overdraft Facility is repayable on demand.	*Same as above*	The facility is to be utilised towards the repayment of the existing facilities
		Citicorp Finance (India) Limited	Term Loan	520.30	11.63%	To be repaid in 12 years from the date of first disbursement, by way of 44 quarterly instalments commencing from March, 2024.	*Same as above*	The facility is to be utilized towards the repayment of principal amounts as well as some part of accrued but not due interest of certain debentures, in accordance with law and partly towards on-lending/ repayment of the loans borrowed from the Company.
8.	SAMHI JV	Citibank N.A.	Term Loan and Overdraft Facility	Term Loan: 2,736.59 Overdraft Facility: 369.47	Term Loan: 10.63% Overdraft Facility: 10.63%	To be repaid in 12 years from the date of first disbursement, by way of 44 quarterly instalments commencing from March, 2024. = Overdraft Facility is repayable on demand.	*Same as above*	The facility is to be utilised towards the repayment of the existing facilities
		Citicorp Finance (India) Limited	Term Loan	1,225.70	11.63%	To be repaid in 12 years from the date of first disbursement, by way of 44 quarterly instalments commencing	*Same as above*	The facility is to be utilized towards the repayment of principal amounts as well as some part of accrued but not due interest of certain debentures, in

S. No	Name of the borrower	Name of the lender	Nature of borrowings	Amount outstanding as on February 28, 2023 (₹ in million), including accrued interest*	Interest rate/ Coupon rate as on February 28, 2023	Repayment schedule/ Date of redemption	Prepayment penalty conditions	Purpose of borrowing/ issuance
						from March, 2024.		accordance with law and partly towards on-lending/ repayment of the loans borrowed from the Company.

*Amount due as per confirmations/agreements (excluding IND AS adjustments) and inclusive of interest accrued.

(1) *Interest amount to be repaid in full, as determined by IFC. An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details, see* ***"– Notes to Capital Structure – Conversion of outstanding FCCDs"*** *on page 94. The interest on the FCCDs shall, in accordance with the terms of such FCCDs, continue to accrue (and carry additional interest on such portion that is due but unpaid at an additional interest rate of 2% p.a., compounded on an annual basis) until conversion of the FCCDs into Equity Shares, prior to filing of the Red Herring Prospectus. Accordingly, the actual amount (as applicable on the date of payment) that we will pay to IFC out of the Net Proceeds towards interest accrued and due on the FCCDs shall be updated in the Red Herring Prospectus.*

In compliance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditors pursuant to their certificate dated March 31, 2023 have certified the utilization of the above-mentioned borrowings for the purposes such borrowings were availed for, as of February 28, 2023.

In addition to the above, we may, from time to time, enter into further borrowing arrangements and draw down funds thereunder. In such cases or in case any of the above borrowings are prepaid, repaid, redeemed (earlier or scheduled), refinanced or further drawn-down prior to the completion of the Offer, we may utilize the Net Proceeds towards prepayment, repayment or redemption (earlier or scheduled) of such additional indebtedness availed by us and/ or interest thereon, details of which shall be provided in the Red Herring Prospectus.

2. General corporate purposes

The Net Proceeds will first be utilized for the object as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards our general corporate purposes, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

(i) capital expenditure towards enhancement and upkeep of our hotel assets, including by development, refurbishment and/ or renovation of assets of our Company and Subsidiaries;
(ii) funding growth opportunities, including acquisitions;
(iii) funding working capital requirements of our Company and our Subsidiaries;
(iv) investment in our Subsidiaries;
(v) meeting ongoing general corporate purposes or contingencies; and/or
(vi) any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the Companies Act.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

Means of Finance

The fund requirements set out above are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing 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.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, underwriting commission, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the Registrar to the Offer, Escrow Collection Bank and Sponsor Bank to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Each of our Company and the Selling Shareholders agree to share the costs and expenses (including all applicable taxes, except STT which shall be borne by the respective Selling Shareholders) directly attributable to the Offer (excluding listing fees, audit fees of the Statutory Auditors and expenses for any corporate advertisements, i.e. any corporate advertisements consistent with past practices of our Company (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer) that will be borne by the Company), based on the proportion of the Equity Shares allotted by the Company in the Fresh Issue and sold by the respective Selling Shareholders in the Offer for Sale, subject to applicable law. Upon successful completion of the Offer and the receipt of listing and trading approvals from the Stock Exchanges, a list and bifurcation of all fees and expenses (along with relevant documents and backups) in accordance with applicable law and the terms of this Agreement shall be shared by the Company with the Selling Shareholders. Based on the list, the payment of all fees and expenses shall be made directly from the Public Offer Account. Any expenses paid by the Company on behalf of Selling Shareholders in the first instance will be reimbursed to the Company, directly from the Public Offer Account.

The estimated Offer expenses are as follows:

(*₹ in million*)

S. No	Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Fees payable to the BRLMs including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
2.	Selling commission and processing fees for SCSBs (1)(2) and Bidding Charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(3)(4)(5)(6)	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Other expenses:			
	(i) Listing fees, SEBI filing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
	(ii) Printing and stationery expenses	[●]	[●]	[●]
	(iii) Advertising and marketing expenses			
	(iv) Fees payable to the legal counsels to the Offer			
	(v) Fees payable to the other advisors to the Offer#	[●]	[●]	[●]
	(vi) Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

**To be incorporated in the Prospectus after finalisation of the Offer Price. Offer expenses are estimates and are subject to change. Offer expenses include goods and services tax, where applicable.*

#The other advisors to the Offer include Statutory Auditors, independent chartered accountant, independent architect, industry expert, etc.

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

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

No additional processing/uploading charges shall be payable by our Company or the Selling Shareholders to the SCSBs on the applications directly procured by them.

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

Portion for Retail Individual Bidders	*₹ [●] per valid Bid cum Application Forms* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹ [●] per valid Bid cum Application Forms* (plus applicable taxes)*

**Based on valid Bid cum Application Forms*

(3) Selling commission on the portion for Retail Individual Bidders, the portion for Non-Institutional Bidders which are procured by Syndicate Members (including their sub-Syndicate Members) Registered Brokers, RTAs, CDPs would be as follows:

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

** Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price.*
Bidding Charges: ₹ [●] (plus applicable taxes) per valid application bid by the Members of the Syndicate (including their sub-Syndicate Members)/ RTA/CDPs.

Note: The brokerage/selling commission payable to the Syndicate/sub-Syndicate members will be determined on the basis of the ASBA Form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate member. For clarification, if an ASBA bid on the application form number/series of a Syndicate/sub-Syndicate member, is bid for by an SCSB, the brokerage/selling commission will be payable to the SCSB and not to the Syndicate/sub-Syndicate member. The brokerage/selling commission payable to the SCSBs, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of either of the Stock Exchanges. The bidding charges payable to the Syndicate/sub-Syndicate members will be determined on the basis of the bidding terminal ID as captured in the Bid book of the Stock Exchanges. Payment of brokerage/selling commission payable to the sub-brokers/agents of the sub-Syndicate members shall be handled directly by the sub-Syndicate members, and the necessary records for the same shall be maintained by the respective sub-Syndicate member.

(4) Selling commission payable to the Registered Brokers, RTAs and CDPs on the portion for Retail Individual Bidders, and portion for Non-Institutional Bidder which are directly procured by the Registered Broker or RTAs or CDPs or submitted to SCSB for processing, would be as follows:

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

** Based on valid Bid cum Application Forms*

(5) Bidding charges of ₹ [•] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Bidders using the UPI mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. Further, in order to determine to which Registered Broker/RTA/CDP, the commission is payable, the terminal from which the bid has been uploaded will be taken into account.

(6) Processing fees for applications made by UPI Bidders would be as follows:

RTAs / CDPs/ Registered Brokers/Members of the Syndicate	*₹[●] per valid Bid cum Application Form (plus applicable taxes)*
Sponsor Bank(s)	*₹ [●] for applications made by UPI Bidders using the UPI mechanism** *The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.*

** Based on valid applications*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

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 such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our

Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to registering the Red Herring Prospectus with RoC, our Company will appoint a Monitoring Agency to monitor the utilization of the Net Proceeds as the proposed Fresh Issue exceeds ₹ 1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation 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 and continue to disclose, the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such fiscals as required under applicable law, clearly specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Net Proceeds remains unutilised. 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. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) and 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 until such time as the Net Proceeds remain unutilised. 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 in accordance with Regulation 32(5) of SEBI Listing Regulations. 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 proceeds of the Net Proceeds from the objects as stated above; 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, after placing the same before the Audit Committee.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the objects of the Fresh Issue unless our Company is authorized 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 ("**Notice**") shall specify the prescribed details and be published in accordance with the Companies Act 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated.

Appraising Entity

None of the objects for which the Net Proceeds will be utilized have been appraised by any bank/financial institution.

Other Confirmations

No part of the Net Proceeds will be paid to our Directors, our Group Companies, our Key Managerial Personnel or Senior Management, except in the ordinary course of business and to the extent of Net Proceeds proposed to be utilised towards redemption of NCDs issued to (i) GTI Capital Epsilon Pvt Ltd, which is an affiliate of GTI, GTI has nominated a non-executive Director appointed on our Board; and (ii) Mercer Investments (Singapore) Pte. Ltd., which is an affiliate of GSA, one of our Group Companies, in accordance with the SEBI ICDR Regulations. Our Company has neither entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Managerial Personnel, Senior Management or our Group Companies in relation to the utilization of the Net Proceeds of the Fresh Issue.

BASIS FOR OFFER PRICE

The face value of the Equity Shares is ₹ 1 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should refer to "***Risk Factors***", "***Our Business***", "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 29, 140, 230 and 386, respectively, to have an informed view before making an investment decision.

I. Qualitative Factors

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

- our ability to acquire dislocated hotels and demonstrated track record to re-rate hotel performance through renovation and/or rebranding;
- our portfolio's scale and diversification further enhanced by sector tailwinds;
- our track record to manage hotels efficiently;
- our ability to create operating efficiencies and long-term performance using analytics tools; and
- our strong governance and seasoned management team.

For further details, see ***"Risk Factors"*** and ***"Our Business"*** on pages 29 and 140, respectively.

II. Quantitative Factors

Some of information presented below relating to our Company is based on the Restated Consolidated Financial Information. For details, see ***"Financial Statements"*** on page 230.

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

1. Basic and Diluted Earnings/(loss) per Equity Share at face value of ₹ 1 each:

Year/Period ended	Basic & Diluted earnings/(loss) per Equity Share (₹)	Weight
March 31, 2022	(58.12)	3
March 31, 2021	(62.64)	2
March 31, 2020	(39.65)	1
Weighted Average	(56.55)	
Six months ended September 30, 2022*	(22.29)	

**Not annualised*

Notes:

1. *The ratios have been computed as below:*
   a. *Basic earnings/(loss) per share (₹) = Restated net loss attributable to equity shareholders / Weighted average number of equity shares outstanding during the year.*
   b. *Diluted earnings/(loss) per share (₹) = Restated net loss attributable to equity shareholders / Weighted average number of dilutive equity shares outstanding during the year.*
2. *The weighted average basic and diluted earnings/(loss)is a product of basic and diluted earnings/(loss) and respective assigned weight, dividing the resultant by total aggregate weight.*
3. *The table doesn't take into consideration Duet share issuance as the transaction is not completed as of DRHP date.*
4. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. This has been adjusted for all periods presented by giving effect to subdivision of shares subsequent to the balance sheet date.*
5. *For the purpose of this disclosure, Basic EPS and Diluted EPS for six months ended September 30, 2022 is further adjusted for the changes in equity share capital pursuant to proposed conversion of outstanding FCCDs to IFC .*

2. Price/Earning ("P/E") ratio in relation to price band of ₹ [●] to ₹ [●] per Equity Share*:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for Fiscal 2022 on Restated Financial Statements	[●]	[●]

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on diluted EPS for Fiscal 2022 on Restated Financial Statements	[●]	[●]

* *To be updated at the price band stage.*

3. Industry Peer Group P/E ratio

Particulars	P/E Ratio^
Highest	N.A
Lowest	N.A
Average	N.A

^ *Since EPS is negative PE cannot be computed.*

Notes:

1. *The highest and lowest industry P/E shown above is based on the peer set provided below under "**Comparison with listed industry peers**". The industry average has been calculated as the arithmetic average P/E of the peer set provided below. For further details, see "**- Comparison with listed industry peers**" below.*
2. *All the financial information for the listed peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2022, as available on the websites of the Stock Exchanges.*

4. Return on Net Worth ("RoNW")

Period/Year ended	RONW^ (%)	Weight
March 31, 2022	N.A	N.A
March 31, 2021	N.A	N.A
March 31, 2020	N.A	N.A
Weighted Average	N.A	
Six months ended September 30, 2022	N.A	

^Since net worth is negative the RoNW cannot be computed.

Notes:

1. *Return on Net Worth = Restated loss for the period or year / Net worth*
2. *Net Worth = Net worth means Equity share capital + Other equity - Capital reserve.*
3. *The weighted average return on net worth is a product of return on net worth and respective assigned weight, dividing the resultant by total aggregate weight.*

*For further details, see "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 378.*

5. Net Asset Value per Equity Share (Face Value of ₹ 1 each)

NAV	Consolidated (₹)
As on September 30, 2022	(107.08)
After the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
At Offer Price	[●]

Notes:

1. *Net Asset Value per Equity Share (₹) = Net Worth / Weighted average numbers of equity shares outstanding during the year (Outstanding shares for six months ended September 30, 2022 adjusted for the changes in equity share capital pursuant to proposed conversion of outstanding FCCDs to IFC).*
2. *Net Worth = Net Worth means equity share capital + Other equity - Capital reserve.*
3. *For the purposes of calculation of Net Asset Value per Share, the per share data, has been adjusted retrospectively to give the effect of share split and the proposed conversion of outstanding FCCDs to IFC for six months ended September 30, 2022.*

*For further details, see "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 378.*

6. Comparison with Listed Industry Peers

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

(*₹ in million, unless otherwise specified*)

Particulars	Face Value	Revenue from Operations	EPS (Basic)	EPS (Diluted)	P/E	Return on Net Worth	Net Worth	Net Asset Value per Equity Share	Market Capitalization/ Total Income
Our Company*	1	3,227.43	(58.12)	(58.12)	NA	NA	(7,026.27)	(92.12)	-
Pro Forma Condensed Financial Information (SAMHI Hotels Limited and ACIC SPVs (Pro Forma))*	1	4,208.71	^^	^^	NA	NA	1,573.37	^^	-
Listed Peers**									
Chalet Hotels	10	5,078.07	(3.98)	(3.98)	NA	NA	13,324.93	64.99	13.90
Lemon Tree	10	4,022.40	(1.11)	(1.11)	NA	NA	11,112.09	14.05	14.72
Indian Hotels	1	30,562.20	(1.97)	(1.97)	NA	NA	76,552.60	60.95	12.48
EIH	2	9,852.58	(1.56)	(1.56)	NA	NA	31,214.93	49.91	9.86

^^ *To be computed post ACIC share issuance as transaction is not completed as of DRHP date.*

* *Financial information of the company has been derived from Restated Consolidated Financial Information as at or for the financial year ended March 31, 2022.*

** *To be included in respect of our Company in Prospectus based on the Offer Price.*

Source*: 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 period/ year submitted to Stock Exchanges*.

Notes*:*

1. *All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports / annual results as available of the respective company for the year ended March 31, 2022 submitted to Stock Exchanges.*
2. *P/E Ratio has been computed based on the closing market price of equity shares on BSE on March 29, 2023 divided by the Diluted EPS for the year ended March 31, 2022.*
3. *P/E ratio is not computable as EPS is negative.*
4. *Net Asset Value per Equity Share: Net Worth / Weighted average numbers of equity shares outstanding during the year.*
5. *Return on net worth = Restated loss for the period or year / Net Worth*
6. *Return on Net Worth is not computable owing to losses in FY 22*
7. *Net Asset Value per Equity Share is calculated as net worth attributable to equity shareholders as at the end of Fiscal period/year divided by the weighted average number of Equity Shares used in calculating basic earnings per share.*
8. *Net worth=Equity Share Capital+ Other Equity-Capital Reserve*
9. *Equity share for six months ended September 30, 2022 is further adjusted for the changes in equity share capital pursuant to proposed conversion of outstanding FCCDs to IFC*
10. *Market Cap has been computed based on the closing market price of equity shares on BSE on March 29, 2023.*

*For further details, see "****Other Financial Information - Reconciliation of Non-GAAP Measures****" on page 378.*

III. Key Performance and Financial Indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 27, 2023 and the Audit Committee has confirmed that other than the key financial and operational metrics set out below, our Company has not disclosed any other key performance indicators to investors at any point of time during the three years period prior to the date of this Draft Red Herring Prospectus. The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which helps in analyzing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price. Additionally, the KPIs have been subjected to verification and certification by Nangia & Co. LLP, Chartered Accountants, pursuant to certificate dated March 31, 2023.

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.

A list of our KPIs for the six months ended September 30, 2022, September 30, 2021 and Fiscals 2022, 2021 and 2020 is set out below:

(₹ in million, unless otherwise specified)

	SAMHI Hotels Limited				SAMHI Hotels Limited and ACIC SPVs (Pro Forma)			
	As at and for the period April 1, 2022 to September 30, 2022*	**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, 2020**	**As at and for the period April 1, 2022 to September 30, 2022***	**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, 2020**
Total Income (1)	3,540.05	3,331.04	1,792.50	6,276.39	4,488.83	4,419.99	N.A.	N.A.
Total Income Growth (Y-o-Y) (2)	N.A.	85.83%	(71.44)%	N.A.	N.A.	N.A.	N.A.	N.A.
Adjusted EBITDA(3)	1,166.25	217.93	(597.14)	1,720.51	1,461.27	388.68	N.A.	N.A.
Adjusted EBITDA Margin(4)	32.94%	6.54%	(33.31)%	27.41%	32.55%	8.79%	N.A.	N.A.
Restated loss for the period/year	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)	(1,951.30)	(4,945.28)	N.A.	N.A.
Restated loss for the period/year Margin(5)	(52.15)%	(133.07)%	(266.51)%	(47.78)%	(43.47)%	(111.88)%	N.A.	N.A.
Net borrowings(6)	25,847.39	24,156.59	22,540.95	19,674.62	28,189.37	27,187.05	N.A.	N.A.
Net borrowings/ Total Equity	N.A.	N.A.	N.A.	6.97	80.64	12.29	N.A.	N.A.
Inventory (No. of operating keys) (7)	4,050	4,050	4,050	4,050	5,012	5,012	N.A.	N.A.
Inventory Growth(8)	-	-	-	-	-	-	N.A.	N.A.
No of Hotels(9)	27	27	27	27	33	33	N.A.	N.A.
Average Room Rent(10)	4,639	3,149	2,624	4,516	4,616	3,114	N.A.	N.A.
Average Occupancy(11)	71.68%	45.90%	27.96%	61.38%	73.04%	48.25%	N.A.	N.A.

Notes:

**KPIs and metrics for the period are not annualized.*

1. *Total Income means the Total Income as appearing in the Restated Consolidated Financial Information.*
2. *Growth in Total Income (%) is calculated as a percentage of Total Income of the relevant period/year minus Total Income of the preceding period/year, divided by Total Income of the preceding period/year.*
3. *Adjusted EBITDA = Restated loss for the period/year + Finance Costs + Total Tax expense/(income) + Depreciation and Amortisation expense + Exceptional items.*
4. *Adjusted EBITDA Margin = Adjusted EBITDA / Total income..*
5. *Restated loss for the period/year Margin = Restated loss for the period or year / Total income.*
6. *Net borrowings:*
   a. *For Restated Consolidated Financials for SAMHI Hotels Ltd., Net borrowings = Non-current financial liabilities - Borrowings + Current financial liabilities - Borrowings + Interest accrued on borrowings - Cash and cash equivalents - Bank balances other than cash and cash equivalents - Bank deposits (due to mature within 12 months from the reporting date) - Bank deposits (due to mature after 12 months from the reporting date)*
   b. *For Pro forma Financials for SAMHI Hotels Limited and ACIC SPVs, Net borrowings = Non-current financial liabilities - Borrowings + Current financial liabilities - Borrowings - Cash and cash equivalents - Bank balances other than cash and cash equivalents.*
7. *Inventory is the total number of operational Keys/ rooms in the company's portfolio of hotels for the relevant period.*
8. *Inventory Growth (%) is calculated as a percentage of Inventory of the relevant period/year minus inventory of the preceding period/year, divided by Inventory of the preceding period/year.*
9. *No of Hotels are the total number of operational hotels of the relevant period/year.*
10. *Average Room Rent is calculated total revenue from sale of rooms received for a relevant period divided by the total available room night.*
11. *Average Occupancy is calculated the total room nights sold in a relevant period/year divided by the total available room nights in the same relevant period/year.*

*For further details, see "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 378.*

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

KPI	Explanation
Total Income	Total Income is used by our management to track the revenue profile of our business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Income Growth (Y-o-Y)	Total Income Growth provides information regarding the growth of our business for the respective period.
Adjusted EBITDA	Adjusted EBITDA provides information regarding the operational efficiency of our business.
Adjusted EBITDA Margin	Adjusted EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Restated loss for the period/year	Restated loss for the period/year provides information regarding the overall profitability of our business
Restated loss for the period/year Margin	Restated loss for the period/year Margin is an indicator of the overall profitability and financial performance of our business.
Net borrowings	Net borrowings provides information regarding our leverage and liquidity profile of the company
Net borrowings/Total Equity	Net borrowings to Total Equity is a measure of the company's leverage over equity invested and earnings retained over time
Inventory (No. of operating keys)	Inventory refers to the no of Keys/ rooms in our portfolio which generates the revenue from room nights booked
Inventory Growth	Inventory growth is a measure of our capability to grow our portfolio over a period of time
No of Hotels	No of hotels is the measure of our portfolio size
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
Average Occupancy	Average occupancy is the ratio of the total number of room nights sold in a year upon the available room lights and is a measure our revenue generation capabilities over a period of time

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IV. Comparison of KPIs with listed industry peers

(₹ in million, unless otherwise specified)

	SAMHI Hotels Limited		SAMHI Hotels Limited and ACIC SPVs (Pro Forma)		Chalet Hotels Limited		Lemon Tree Hotels Limited		Indian Hotels Company Limited		EIH Limited	
	As at and for the period April 1, 2022 to September 30, 2022*	**As at and for the year ended March 31, 2022**	**As at and for the period April 1, 2022 to September 30, 2022***	**As at and for the year ended March 31, 2022**	**As at and for the period April 1, 2022 to September 30, 2022***	**As at and for the year ended March 31, 2022**	**As at and for the period April 1, 2022 to September 30, 2022***	**As at and for the year ended March 31, 2022**	**As at and for the period April 1, 2022 to September 30, 2022***	**As at and for the year ended March 31, 2022**	**As at and for the period April 1, 2022 to September 30, 2022***	**As at and for the year ended March 31, 2022**
Total Income[(1)]	3,540.05	3,331.04	4,488.83	4,419.99	5,104.00	5,297.39	3,897.25	4,162.70	25,510.00	32,113.80	8,293.40	10,439.48
Total Income Growth[(2)]	N.A.	85.83%	N.A.	N.A.	142.47%	72.26%	172.35%	57.08%	127.16%	184.57%	133.94%	190.85%
Adjusted EBITDA[(3)]	1,166.25	217.93	1,461.27	388.68	1,965.00	1,138.72	1,821.82	1,326.92	7,240.00	5,599.10	2,181. .90	574.16
Adjusted EBITDA Margin[(4)]	32.94%	6.54%	32.55%	8.79%	38.50%	21.50%	46.75%	31.88%	28.38%	17.44%	26.31%	5.50%
Restated loss for the period/year	(1,846.04)	(4,432.53)	(1,951.30)	(4,945.28)	443.07	(814.69)	329.31	(1373.62)	3,104.30	(2,649.70)	882.10	(950.60)
Restated loss for the period/year Margin[(5)]	(52.15) %	(133.07) %	(43.47) %	(111.88) %	8.68%	(15.38) %	8.45%	(33.00) %	12.17%	(8.25) %	10.64 %	(9.11) %
Net borrowings [(6)]	25,847.39	24,156.59	28,189.37	27,187.05	25,321.13	24,341.37	16,594.38	16,443.63	115,690.00	7,696.50	N.A.	730.10
Net borrowings/Total Equity	N.A.	N.A.	80.64	12.29	1.82	1.82	1.17	1.18	1.48	0.10	N.A.	0.02
Inventory (No. of operating keys)[(7)]	4,050	4,050	5,012	5,012	2,554	2,554	8,303	8,489	21,094	20,581	4,247	4,499
Inventory Growth[(8)]	-	-	-	-	0.00%	0.00%	(2.28) %	2.17%	6.68%	5.95%	(5.87) %	(1.49) %
No of Hotels[(9)]	27	27	33	33	7	7	85	87	182	175	33	30
Average Room Rent[(10)]	4,639	3,149	4,616	3,114	N.A.	4,576	N.A.	3,459	N.A.	9,717	N.A.	N.A.
Average Occupancy [(11)]	71.68%	45.90%	73.04%	48.25%	N.A.	51.00%	N.A.	46.00%	N.A.	53.00%	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 annual reports as available of the respective company for the relevant period/ year submitted to Stock Exchanges.*

Notes:

**KPIs and metrics for the period are not annualized.*

(1) Total Income means the Total Income as appearing in the Restated Consolidated Financial Information.

(2) Growth in Total Income (%) is calculated as a percentage of Total Income of the relevant period/year minus Total Income of the preceding period/year, divided by Total Income of the preceding period/year.

(3) Adjusted EBITDA = Restated loss for the period/year + Finance Costs + Total Tax expense/(income) + Depreciation and Amortisation expense + Exceptional items.

(4) Adjusted EBITDA Margin = Adjusted EBITDA / Total income.

(5) Restated loss for the period/year Margin = Restated loss for the period or year / Total income.

(6) Net borrowings

- a. *For Restated Consolidated Financials for SAMHI Hotels Ltd., Net borrowings = Non-current financial liabilities - Borrowings + Current financial liabilities - Borrowings + Interest accrued on borrowings - Cash and cash equivalents - Bank balances other than cash and cash equivalents - Bank deposits (due to mature within 12 months from the reporting date) - Bank deposits (due to mature after 12 months from the reporting date)*
- b. *For Pro forma Financials for SAMHI Hotels Limited and ACIC SPVs and industry peer, Net borrowings = Non-current financial liabilities - Borrowings + Current financial liabilities - Borrowings - Cash and cash equivalents - Bank balances other than cash and cash equivalents.*

(7) Inventory is the total number of operational keys/ rooms in the company's portfolio of hotels for the relevant period.

(8) Inventory Growth (%) is calculated as a percentage of Inventory of the relevant period/year minus inventory of the preceding period/year, divided by Inventory of the preceding period/year.

(9) No of Hotels are the total number of operational hotels of the relevant period/year.

(10) Average Room Rent is calculated total revenue from sale of rooms received for a relevant period divided by the total available room night.

- a. *For certain hotels, 30th September 2022 numbers are not calculable as data is not published*

(11) Average Occupancy is calculated the total room nights sold in a relevant period/year divided by the total available room nights in the same relevant period/year.

- a. *For certain hotels, 30th September 2022 numbers are not calculable as data is not published.*

*For further details, see "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 378.*

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Apart from the Proposed ACIC Acquisition, our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time apart from as mentioned above in the table based on additions or dispositions to the business, have been provided.

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 140 and 386, respectively. All such KPIs have been defined consistently and precisely in "*Definitions and Abbreviations – Conventional and General Terms and Abbreviations*" beginning on page 11.

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares, or until the utilization of Offer Proceeds, whichever is later, on the Stock Exchanges pursuant to the Offer, or for such other period as may be required under the SEBI ICDR Regulations

V. Justification for Basis for Offer Price

1. **The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities**

   The details of the Equity Shares or convertible securities, excluding shares issued under the ESOP Scheme and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days are as follows:

Date	Name of Allotees	No of Equity share allotted	% of paid-up capital (fully diluted prior to allotment)	Price per Equity Shares allotted *(₹)*	Total cost *(₹ in million)*
February 27, 2023	Sarvara Investment Fund I	8,202,419	6.27	184.85	1,516.22
Weighted Average Cost of Acquisition				**184.85**	

2. **The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)**

   There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the Selling Shareholders, or Shareholder(s) having the right to nominate director(s) in the board of directors of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer 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.

3. **The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the Selling Shareholders or other Shareholders with rights to nominate directors are disclosed below:**

Past transactions	Weighted average cost of acquisition (₹)	Floor Price (₹)*	Cap Price (₹)*
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under shares issued under an employee stock option plan/employee stock option scheme, and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our 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	184.85	[●] times	[●] times
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) 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	N.A^	[●] times	[●] times

* *To be updated at Prospectus stage*

^ There were no secondary sales / acquisition of shares (equity/ convertible securities) transactions in last 18 months prior to the date of this Draft Red Herring Prospectus.

4. **Detailed explanation for Offer Price/Cap Price being [●] times of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in point 8 above) along with our Company's key financial and operational metrics and financial ratios for six months ended September 30, 2022 and Fiscal 2022, 2021 and 2020.**

[●]*

Note: This will be included on finalisation of Price Band.

5. **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 8 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.

The Offer Price is [●] times of the Face Value of the Equity Shares. The Offer Price of ₹ [●] has been determined by our Company, Blue Chandra and GSA in consultation with the BRLMs, on the basis of demand from investors for the 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***" and "***Financial Statements***" on pages 29, 140 and 230, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "***Risk Factors***" beginning on page 29 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors
SAMHI Hotels Limited
Caspia Hotels Delhi, District Centre Crossing,
Opp. Galaxy Toyota Outer Ring Road,
Haiderpur, Shalimar Bagh, Delhi -110088

Date: March 30, 2023

Subject: Statement of possible special tax benefits ("the Statement") available to SAMHI Hotels Limited ("the Company"), its shareholders and its material subsidiaries prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated 23 January 2023.

We hereby report that the enclosed Annexure I and Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special–tax benefits available to the Company, its shareholders and its material subsidiaries, which is defined in Annexure I (**List of Material Subsidiaries considered as part of the Statement**), under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company, its shareholders and its Material Subsidiaries fulfilling the conditions prescribed under the relevant provisions of the Tax laws. Hence, the ability of the Company, its shareholders and its Material Subsidiaries to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company and its Material Subsidiaries may face in the future and accordingly, the Company, its shareholders and its Material Subsidiaries may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company, its shareholders and its Material Subsidiaries and do not cover any general tax benefits available to the Company, its shareholders and its Material Subsidiaries. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the Statement 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 initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i) the Company, its shareholders and its Material Subsidiaries will continue to obtain these possible special tax benefits in future; or
ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company and its Material Subsidiaries, and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiaries.

Our views expressed herein are based on the facts and assumptions indicated to us. 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 the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the draft red herring prospectus, red herring prospectus and prospectus in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm's Registration No: 101248W/W-100022

Rahul Nayar
Partner
Membership number: 508605
ICAI UDIN: 23508605BGZYHP1380

Place: Gurugram
Date: March 30, 2023

ANNEXURE I
LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

S No.	Details of tax laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962
2.	Central Goods and Services Tax Act, 2017
3.	Integrated Goods and Services Tax Act, 2017
4.	State Goods and Services Tax Act, 2017

LIST OF MATERIAL SUBSIDIARIES CONSIDERED AS PART OF THE STATEMENT (Note 1)

1. CASPIA Hotels Private Limited
2. Barque Hotels Private Limited
3. SAMHI JV Business Hotels Private Limited
4. SAMHI Hotels (Ahmedabad) Private Limited
5. Ascent Hotels Private Limited
6. Argon Hotels Private Limited

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes a subsidiary whose income or net worth in the immediately preceding accounting year (i.e. 31 March 2022) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the immediate preceding year.

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SAMHI HOTELS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company, its shareholders and its Material Subsidiaries under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company, its shareholders and its Material Subsidiaries fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders and its Material Subsidiaries to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE DIRECT TAXES

A. Special tax benefits available to the Company and its Material Subsidiaries

Lower corporate tax rates on income of domestic companies - Section 115BAA of the Income-tax Act, 1961 ('the Act')

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. from FY 2019-20 relevant to AY 2020-21. Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (*22% plus surcharge of 10% and education cess of 4%*) and the option once exercised shall apply to subsequent assessment years. In such a case, the Company may not be allowed to claim any of the following deductions/exemptions:

(i) Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
(ii) Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
(iii) Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit 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 (Expenditure on scientific research)
(v) Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
(vi) Deduction under section 35CCD (Expenditure on skill development)
(vii) Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M
(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
(ix) No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause (i) to (vii) above

Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

In this regard, the Company and its material subsidiaries has opted to be covered under the provisions of Section 115BAA of the Act and would be eligible for a reduced tax rate of 22% (25.168% along with surcharge and health and education cess) from AY 2020-21.

B. Special tax benefits available to the Shareholders of the Company

- As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 10% (*without indexation*) of such capital gains subject to fulfillment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 1,00,000.
- Section 112 of the Act provides for taxation of long-term capital gains

In case of a domestic company / resident, amount of income-tax on long-term capital gains arising from the transfer of a capital asset shall be computed at the rate of 20%.

In case of non-resident (not being a company) or a foreign company, the amount of income-tax on long-term capital gains arising from the transfer of a capital asset (*being unlisted securities or shares of a company not being a company in which the public are substantially interested*) shall be calculated at the rate of 10% without giving effect to the first and second proviso to section 48.

Further, where the tax payable is payable in respect of any income arising from the transfer of a long-term capital asset, being listed securities (other than a unit) or zero-coupon bond, then such income will be subject to tax at the rate of 10% of the amount of capital gains before giving effect to the provisions of the second proviso to section 48.

- As per section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfillment of prescribed conditions under the Act.

- As per section 115E of the Act, long term capital gains arising to non-resident Indian from transfer of shares in an Indian company which the shareholder has acquired in convertible foreign exchange shall be taxed at the rate of 10% subject to fulfilment of prescribed conditions under the Act.

- Dividend income earned by the shareholders would be taxable in their hands and the Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (*as discussed above*). In case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend.

- As per section 115A of the Act, dividend income earned by a non-resident (not being a company) or by a foreign company, shall be taxed at the rate of 20% subject to fulfilment of prescribed conditions under the Act.

- Further, any income by way of capital gains, dividends accruing to non-residents may be subject to withholding tax per the provisions of the Act or under the relevant Double Taxation Avoidance Agreement ('DTAA'), whichever is more beneficial to such non-resident. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders can also avail credit of any taxes paid by them, subject to local laws of the country in which such shareholder is resident.

  In respect of non-resident shareholders, the tax rates and the consequent taxation (in relation to capital gains, dividends etc.) shall be further subject to any benefits available under the applicable DTAA, if any, between India and the country in which the non-resident has fiscal domicile.

NOTES:

1. This Annexure is as per the Income-tax Act, 1961 as amended by the Finance Act, 2022 read with relevant rules, circulars and notifications applicable for the Financial Year 2022-23 relevant to the Assessment Year 2023-24, presently in force in India.

2. 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.

3. The Statement has been prepared on the basis that the shares of the Company will be listed on a recognized stock exchange in India.

4. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

5. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

6. 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.

UNDER THE INDIRECT TAXES

A. ***Special tax benefits available to the Company***

There are no special tax benefits available to the Company under the Indirect Taxes.

B. ***Special tax benefits available to Shareholders***

There are no special tax benefits available to the Shareholders under the Indirect Taxes.

C. ***Special tax benefits available to Material Subsidiary***

There are no special tax benefits available to the Material Subsidiary under the Indirect Taxes.

NOTES:

1. The above is as per the current Tax Laws.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

For **SAMHI Hotels Limited**

Ashish Jakhanwala
Director

Place: Gurugram
Date: March 30, 2023

SECTION IV- ABOUT OUR COMPANY

OUR BUSINESS

*Some of the information in this section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read "**Forward-looking Statements**" beginning on page 21 for a discussion of the risks and uncertainties related to those statements and "**Risk Factors**" beginning on page 29 for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ from those expressed in, or implied by, such forward-looking statements.*

*The industry-related information contained in this section is derived from a report titled "India Hospitality Industry Overview" dated February 28, 2023, prepared by Jones-Lang LaSalle Property Consultants (India) Private Limited ("**JLL**"), which has been exclusively commissioned and paid for by our Company in connection with the Offer (the "**JLL Report**"), pursuant to a letter agreement dated December 19, 2022. A copy of the JLL Report will be made available on the website of our Company at http://www.samhi.co.in/pdf/industryreport.pdf from the date of the filing of the Red Herring Prospectus until the Bid/Offer Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the JLL Report and included herein with respect to any particular year, refers to such information for the relevant Financial Year. The information included in this section includes excerpts from the JLL Report and may have been re-ordered by us for the purposes of presentation.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year.

Overview

We are a prominent branded hotel ownership and asset management platform in India, with the third largest inventory of operational keys (owned and leased) in India as of February 28, 2023 (*Source: JLL Report*). Within 12 years of starting our business operations, we have built a portfolio of 3,839 keys across 25 operating hotels in 12 of India's key urban consumption centers, including Bengaluru, Hyderabad, National Capital Region ("**NCR**"), Pune, Chennai and Ahmedabad, as of February 28, 2023.

We have adopted an acquisition-led strategy, which is underpinned by our track record of acquiring and successfully turning around hotels to grow our business. We acquire or build primarily business hotels, and we take steps to further upgrade properties and engage with established branded hotel operators to allow the hotels to be appropriately positioned within the market. Subsequent to this one-time upgrade of the property, we deploy our in-house and proprietary asset management tools and capabilities to further enhance the ongoing financial and operational performance of the property.

Our portfolio is diversified across key consumption centers in India, at different price-points and with established brands catering to a broad set of demand *(Source: JLL Report)*. We currently categorize our hotel portfolio into three distinct hotel segments based on brand classification – Upper Upscale and Upscale, Upper Mid-scale and Mid-scale. Over 52.00% of our Total Income for the six months ended September 30, 2022 was from Upper Mid-scale and Mid-scale hotels. The Upper Mid-scale and Mid-scale segments offer significant growth opportunities in India due to their relevant price positioning and limited dependence on international travelers *(Source: JLL Report)*. Our Upper Upscale and Upscale hotels, which contributed to 46.93% of our Total Income for the six months ended September 30, 2022, are supported by markets with high density demand in cities such as Bangalore, Hyderabad, Ahmedabad and Pune (*Source: JLL Report*). These cities are expected to demonstrate strong growth in airline passenger traffic and premium office space absorption, which is expected to benefit the overall demand base for our hotels *(Source: JLL Report)*.

As a hotel owner and asset manager, we identify the focus markets and target properties for capital allocation and growth. Our average number of keys grew by 5.8 times from the Financial Year 2014 to the Financial Year 2017, by 2.8 times from the Financial Year 2017 to the Financial Year 2020 and further grew by 1.2 times from the Financial Year 2020 to February 28, 2023 (after taking into account the keys to be acquired as part of the ACIC Portfolio). Our dominant position among the Upper Mid-scale and Mid-scale brands in India (*Source: JLL Report*) enabled us to grow our Fairfield by Marriott and Holiday Inn Express portfolio to 936 and 1,427 keys, respectively, as of February 28, 2023, making us the largest owner of these brands in India. During our acquisition process, we assess multiple parameters including hotel location profile, demand / supply, competition, future business potential, product or brand profile, development cost and timelines and detailed financial analysis. We are actively involved in development of the hotel and identification of the appropriate hotel operator with established brands. The key to our successful turnaround strategy is the preparation and execution of an asset management plan. Our hotels typically operate under long-term management contracts with established and well recognized global hotel operators such as Marriott, Hyatt and IHG. These engagements benefit our hotels by giving them access to strong operating processes, sales and distribution experience, larger clientele and loyalty programs of such hotel operators.

Our portfolio of 3,839 keys as of February 28, 2023 is present in Upper Upscale and Upscale, Upper Mid-scale and Mid-scale segments. These hotel segments vary based on multiple parameters including brand, price-point, and room size, as demonstrated below:

Particulars	Upper Upscale and Upscale	Upper Mid-scale	Mid-scale	Total Portfolio
Number of Keys as of February 28, 2023	1,074	1,201	1,564	**3,839**
Average Occupancy for the six months ended September 30, 2022[(1)]	73.07%	75.69%	67.09%	**71.68%**
Average Room Rate for the six months ended September 30, 2022[(1)]	₹7,057	₹4,500	₹2,973	**₹4,639**
RevPAR for the six months ended September 30, 2022[(1)]	₹5,156	₹3,406	₹1,994	**₹3,325**
Total Income from Assets for the six months ended September 30, 2022[(1)(2)]	₹1,661.30 million	₹1,196.44 million	₹648.27 million	**₹3,506.00 million**
Adjusted EBITDA from Assets for the six months ended September 30, 2022[(1)(3)]	₹654.81 million	₹406.80 million	₹221.08 million	**₹1,282.69 million**
Percentage of Adjusted Gross Block as of September 30, 2022[(1)]	53.39%	28.60%	15.31%	**100.00%**
Brands	Hyatt Regency™, Sheraton, Courtyard by Marriott, Hyatt Place™, Renaissance	Fairfield by Marriott, Four Points by Sheraton, Caspia	Holiday Inn Express, Caspia Pro	**N.A.**
Gross Floor Area per Key	70 - 144 sq. mt.	45 - 91 sq. mt.	23 - 32 sq. mt.	**N.A.**
Average F&B Outlets *(per hotel)*	2 – 3	1 – 2	1	**N.A.**
Average MICE Space *(per hotel)*	358 - 2,285 sq. mt.	127 - 497 sq. mt.	0 - 127 sq. mt.	**N.A.**

Notes:

(1) *Includes Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai, which we sold on February 2, 2023 and February 8, 2023, respectively. For the six months ended September 30, 2022, these two hotels contributed to ₹85.93 million and ₹51.30 million, respectively, of our Total Income from Assets, and ₹22.21 million and ₹14.44 million, respectively, of our Adjusted EBITDA from Assets.*

(2) *Total Income from Assets represents revenue generated from our hotel operations (namely room revenue, food and beverage revenue, revenue from recreation and other services, and revenue from property management and space rentals) as well as other income which is directly attributable to our hotel operations. Total Income from Assets is a non-GAAP measure. For a reconciliation of Total Income from Assets, see "**Other Financial Information**" on page 379.*

(3) *Adjusted EBITDA from Assets is calculated by adding Adjusted EBITDA and Corporate Expenses. Adjusted EBITDA from Assets is a non-GAAP measure. For a reconciliation of Adjusted EBITDA from Assets, see "**Other Financial Information**" on page 379.*

Given our pace of expansion, scale and pan India footprint, we have developed proprietary tools that help us manage and improve the performance of our hotels. With these tools, we can leverage an extensive number of operating parameters and data that we have across our hotels and use data analytics to improve our operations and acquisition strategy. Further, our hotel portfolio is supported by our shared service centers which improve the process and quality of our operations and business units.

Upon utilizing the Net Proceeds to repay a portion of our indebtedness, we intend to continue to grow our business by investing our future internal accruals into continuous improvement of performance of our existing hotels, accretive organic growth opportunities, while also exploring additional inorganic growth opportunities. We maintain cash reserves to manage our debt obligations, and had an aggregate of cash and cash equivalents, bank balances other than cash and cash equivalents and bank deposits of ₹1,833.98 million as on September 30, 2022.

On March 30, 2023, our Company entered into a binding share subscription and purchase agreement with Asiya Capital and the ACIC SPVs (the "**ACIC SSPA**") to acquire 962 keys across six operating hotels and a parcel of land for the development of a hotel in Navi Mumbai, Maharashtra (collectively, the "**ACIC Portfolio**" and such acquisition, the "**Proposed ACIC Acquisition**"). The Proposed ACIC Acquisition is expected to be completed prior to the filing of the updated draft red herring prospectus with SEBI. In addition, we intend to pursue several growth opportunities within the ACIC Portfolio as provided below:

- renovation and re-branding of the 217 keys Four Points by Sheraton Pune into an Upper Upscale and Upscale hotel, which is expected to be completed by September 30, 2025; and

- development of a 350 keys hotel under the Upper Mid-scale segment in MIDC, Navi Mumbai (on the aforementioned parcel of land being acquired as part of the ACIC Portfolio), which is expected to be completed by June 30, 2027.

The Pro Forma Condensed Financial Information included in "***Pro Forma Condensed Financial Information***" on page 367 of this Draft Red Herring Prospectus has been prepared to, among other things, show retrospectively the impact of the Proposed ACIC Acquisition on our restated consolidated balance sheet for the six months ended September 30, 2022, as if such transaction was completed on April 1, 2022. Based on the Pro Forma Condensed Financial Information, our pro forma total income and earnings/(loss) before finance costs, depreciation and amortization, tax and exceptional items for the six months ended September 30, 2022 was ₹4,488.83 million and ₹1,461.27 million, respectively. For further details relating to the Proposed ACIC Acquisition, see "***History and Certain Corporate Matters – Key terms of other subsisting material agreement***" on page 206.

In addition to the Proposed ACIC Acquisition, we have a pipeline of growth opportunities as set out below:

- intended renovation and re-branding of our existing 301 keys Hyatt Regency Pune hotel into a Luxury brand hotel under Hyatt's management, which is expected to be completed by September 30, 2025;

- development of a 111 keys Holiday Inn Express in Rajarhat, Kolkata, which is currently under development and is expected to be completed by September 30, 2024; and

- expansion and renovation within our existing portfolio of hotels by renovating and/or rebranding 402 keys, adding 156 keys and adding two additional F&B outlets across several locations, including Hyatt Regency Pune, Four Points by Sheraton Vizag, Holiday Inn Express Bengaluru Whitefield, Fairfield by Marriott Chennai Sriperumbudur, Caspia Pro Greater Noida and Caspia Delhi, which are expected to be completed between September 30, 2024 and September 30, 2026.

The following table sets forth certain information on our operational hotels (excluding the ACIC Portfolio) for the years/period indicated.

		Six months ended September 30,	**Financial Year**		
		2022	**2022**	**2021**	**2020**
Upper Upscale and Upscale					
Number of Keys		1,074	1,074	1,074	1,074
Average Occupancy(1)	*(%)*	73.07%	47.56%	23.76%	67.93%
Average Room Rate	*(₹)*	7,057	4,263	3,607	7,245
RevPAR	*(₹)*	5,156	2,028	857	4,922
Total Income from Assets(2)	*(₹ in million)*	1,661.30	1,461.34	685.00	3,275.92
Adjusted EBITDA from Assets(3)	*(₹ in million)*	654.81	213.18	(207.41)	1,233.68
Adjusted EBITDA Margin from Assets(3)	*(%)*	39.42%	14.59%	N.A.	37.66%
Upper Mid-scale(4)					
Number of Keys		1,412	1,412	1,412	1,412
Average Occupancy(1)	*(%)*	75.69%	51.95%	34.73%	62.10%
Average Room Rate	*(₹)*	4,500	3,259	2,779	4,329
RevPAR	*(₹)*	3,406	1,693	965	2,689
Total Income from Assets(2)	*(₹ in million)*	1,196.44	1,253.91	748.24	1,933.23
Adjusted EBITDA from Assets (3)	*(₹ in million)*	406.80	172.99	(59.30)	583.98

		Six months ended September 30,	Financial Year		
		2022	2022	2021	2020
Adjusted EBITDA Margin from Assets(3)	*(%)*	34.00%	13.80%	N.A.	30.21%
Mid-scale					
Number of Keys		1,564	1,564	1,564	1,564
Average Occupancy(1)	*(%)*	67.09%	39.30%	24.72%	56.24%
Average Room Rate	*(₹)*	2,973	2,092	1,778	2,437
RevPAR	*(₹)*	1,994	822	439	1,371
Total Income from Assets(2)	*(₹ in million)*	648.27	562.03	312.62	969.59
Adjusted EBITDA from Assets (3)	*(₹ in million)*	221.08	56.45	(87.23)	155.06
Adjusted EBITDA Margin from Assets (3)	*(%)*	34.10%	10.04%	N.A.	15.99%
Total Portfolio(4)					
Number of Keys		4,050	4,050	4,050	4,050
Average Occupancy(1)	*(%)*	71.68%	45.90%	27.96%	61.38%
Average Room Rate	*(₹)*	4,639	3,149	2,624	4,516
RevPAR	*(₹)*	3,325	1,445	733	2,772
Total Income from Assets(2)	*(₹ in million)*	3,506.00	3,277.29	1,745.86	6,178.74
Adjusted EBITDA from Assets (3)	*(₹ in million)*	1,282.69	442.62	(353.94)	1,972.72
Adjusted EBITDA Margin from Assets (3)	*(%)*	36.59%	13.51%	N.A.	31.93%
Corporate Expenses	*(₹ in million)*	(116.44)	(224.69)	(243.20)	(252.21)
Adjusted EBITDA	***(₹ in million)***	**1,166.25**	**217.93**	**(597.14)**	**1,720.51**

Notes:

(1) Average Occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available at our hotels.

*(2) Total Income from Assets represents revenue generated from our hotel operations (namely room revenue, food and beverage revenue, revenue from recreation and other services, and revenue from property management and space rentals) as well as other income which is directly attributable to our hotel operations. Total Income from Assets is a non-GAAP measure. For a reconciliation of Total Income from Assets, see "**Other Financial Information**" on page 378.*

*(3) Adjusted EBITDA from Assets is calculated by adding Adjusted EBITDA and Corporate Expenses. Adjusted EBITDA Margin from Assets is calculated as Adjusted EBITDA from Assets divided by Total Income from Assets. Adjusted EBITDA from Assets and Adjusted EBITDA Margin from Assets are non-GAAP measures. For reconciliations of Adjusted EBITDA from Assets and Adjusted EBITDA Margin from Assets, see "**Other Financial Information**" on page 378.*

(4) Includes metrics for Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai, which we sold on February 2, 2023 and February 8, 2023, respectively.

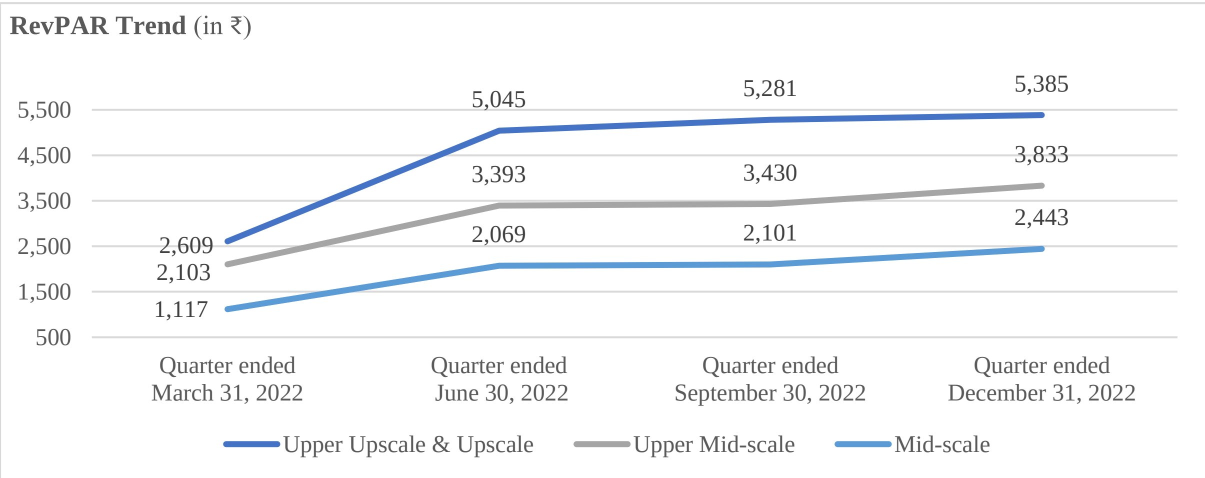
Through leveraging market opportunities, the locations of our hotels and our hotel rebranding initiatives, we have witnessed strong recovery in the performance of our portfolio of hotels since the beginning of the Financial Year 2023. The following table sets forth certain information on our operational hotels for the quarters indicated.

		Quarter ended			
		December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Upper Upscale and Upscale					
Average Occupancy(1)	*(%)*	68.40%	72.70%	73.45%	50.16%
Average Room Rate	*(₹)*	7,873	7,264	6,868	5,201
RevPAR(2)	*(₹)*	5,385	5,281	5,045	2,609
Upper Mid-scale(3)					
Average Occupancy(1)	*(%)*	72.34%	74.57%	76.83%	56.23%
Average Room Rate	*(₹)*	5,299	4,599	4,416	3,740
RevPAR(2)	*(₹)*	3,833	3,430	3,393	2,103
Mid-scale					
Average Occupancy(1)	*(%)*	67.76%	66.42%	67.78%	44.99%
Average Room Rate	*(₹)*	3,606	3,163	3,053	2,484
RevPAR(2)	*(₹)*	2,443	2,101	2,069	1,117

		Quarter ended			
		December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Total Portfolio[(3)]					
Average Occupancy[(1)]	*(%)*	69.53%	70.92%	72.44%	50.28%
Average Room Rate	*(₹)*	5,333	4,804	4,583	3,692
RevPAR[(2)]	*(₹)*	3,708	3,407	3,320	1,856

Notes:
(1) *Average Occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available at our hotels.*
(2) *RevPAR represents the revenue generated per available room calculated by multiplying ARR charged and the Average Occupancy achieved.*
(3) *Includes Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai, which we sold on February 2, 2023 and February 8, 2023, respectively.*

For the nine months ended December 31, 2022, our Domestic Customer Volume (i.e., percentage of nights occupied by customers who are Indian citizens as compared to total nights occupied) for Upper Upscale and Upscale, Upper Mid-scale and Mid-scale segments was 71.90%, 75.40% and 96.13%, respectively, demonstrating a high domestic demand base. For the nine months ended December 31, 2022, our Domestic Customer Volume for our hotel portfolio was 82.06%. We expect continued recovery of both international and domestic business travel, which has led to strong quarter-on-quarter growth of RevPAR's across segments as demonstrated in the chart below:



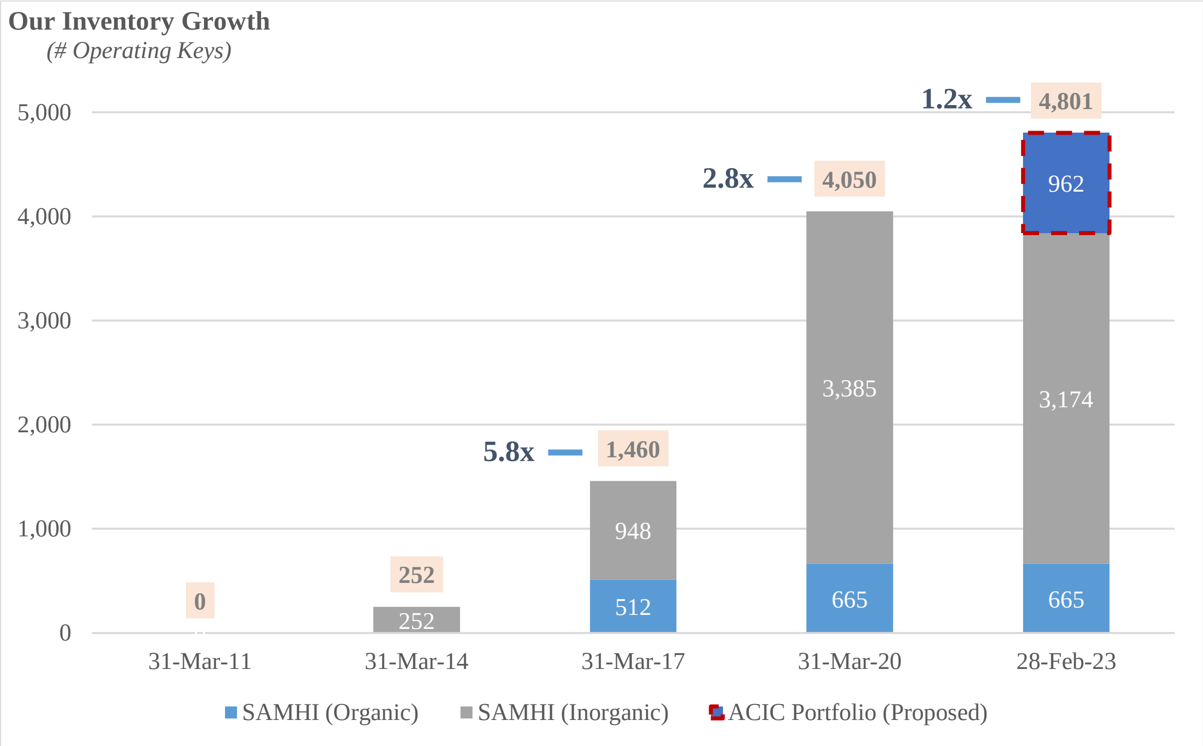
Our Competitive Strengths

Our competitive strengths comprise:

- our ability to acquire dislocated hotels and demonstrated track record to re-rate hotel performance through renovation and/or rebranding;
- our portfolio's scale and diversification further enhanced by sector tailwinds;
- our track record to manage hotels efficiently;
- our ability to create operating efficiencies and long-term performance using analytics tools; and
- our strong governance and seasoned management team.

Ability to Acquire Dislocated Hotels and Demonstrated Track Record to Re-rate Hotel Performance through Renovation and/or Rebranding

Our business model is based on the ownership of hotels. This is a similar model to most listed Indian hotel companies, which typically derive their revenue primarily from leased and owned hotels as compared to management contracts and franchises *(Source: JLL Report)*. Using an acquisition and turnaround-led strategy, we have established an asset ownership business model that has enabled us to achieve scale and earnings growth by incurring lower capital expenditures. Within 12 years of starting our business operations, we have grown to become India's third largest hotel owner, by number of keys, as of September 30, 2022 (*Source: JLL Report*). Further, we are the fastest growing hotel owner, by number of keys added per calendar year, compared to listed hospitality companies in India (based on their growth since their respective inception), as of September 30, 2022 (*Source: JLL Report*). As of September 30, 2022, we have added approximately 295 keys to our portfolio per year since our inception in 2010. We have demonstrated our ability to identify, acquire and turnaround hotels which offer significant opportunities for value accretion over the years and, consequently, have grown our total operating keys to 3,839 keys as of February 28, 2023. The chart below demonstrates the growth of our portfolio over the years:



Note: Figures as of February 28, 2023 in the above diagram include the ACIC Portfolio, and excludes Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai, which we sold on February 2, 2023 and February 8, 2023, respectively.

We have extensive experience in completing hotel acquisitions and regularly track hotel properties across India which, in our view, are dislocated from their optimal positioning and performance. We adopt stringent methodologies in the evaluation of acquisition targets. We follow a data analytics driven approach for evaluating acquisition opportunities and the final decision to act on such opportunities is primarily driven by our ability to create products at a discount on replacement cost, expected hotel profitability, integration with our existing portfolio and the long-term prospects of the market. We evaluate each acquisition opportunity on several parameters, such as location, micro-market life cycle and acquisition cost relative to replacement cost. We focus on improving performance indicators to allow our asset management team to plan turnaround strategies.

Complementing our acquisition strategy are our in-house development capabilities to build greenfield hotels within reasonable timelines at marquee locations in high density tier-1 markets where existing supply is not available to acquire. For these greenfield hotels, we typically follow predictable demand-supply trends with a goal to create a long-term asset with high barriers to entry. This ability to acquire and build hotels by adopting a capital effective model (*Source: JLL Report*) enables us to achieve significant returns on our invested capital, as demonstrated by a relatively low Average Cost per Key in comparison to the industry:

(₹ in million)

	Upper Upscale and Upscale	Upper Mid-scale	Mid-scale
Our Portfolio	11.95	5.72	2.35
India Industry Average(1)	12.0 – 18.0	7.0 – 9.0	5.0 – 7.0

Source: JLL Research

Subsequent to the acquisition of dislocated hotels, we usually carry out renovation and rebranding, which have historically shown accretive returns on incremental capital expenditure. This has primarily been driven by a material increase in Average Room Rates post renovation and rebranding, which leads to a significant growth in hotel revenues and profitability. The following case studies highlight some of our renovation and rebranding exercises on two of our completed acquisitions:

Case Study: Sheraton Hyderabad

We acquired this hotel in November 2014 when it was operating under another brand with 158 operating keys and an Average Room Rate profile of ₹3,349, during the quarter ended March 31, 2014. We subsequently made the following property interventions:

- refurbishment of existing room inventory;
- development of 114 additional keys (including suites and executive category rooms);
- renovation of public areas including the main lobby, the reception and F&B outlets;
- refurbishment of banqueting and pre-function areas;
- addition of other ancillary facilities, such as meeting rooms, a spa, a swimming pool and a specialty restaurant; and
- rebranding of the hotel to Sheraton Hyderabad.

Reception lobby after renovation

New guestrooms added

The operational impact of this renovation and rebranding exercise is demonstrated in the following table:

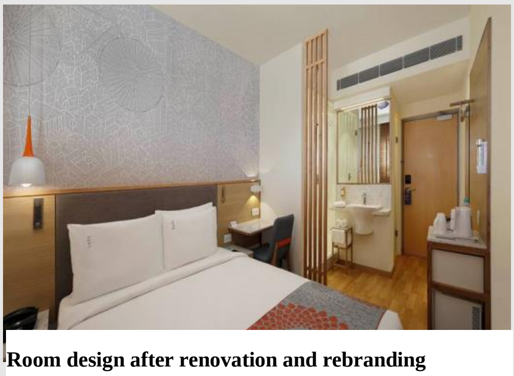
		Quarter ended				
		December 31, 2022	**June 30, 2022**	**June 30, 2019**	**June 30, 2016**	**March 31, 2014**
		After Renovation and Rebranding			***Pre-Renovation***	
Number of Keys		272	272	272	216	158
Average Occupancy	(%)	74.20%	75.24%	74.38%	28.32%	41.13%
Average Room Rate	(₹)	8,384	6,811	6,434	5,888	3,349
RevPAR	(₹)	6,221	5,124	4,786	1,668	1,377

Case Study: Holiday Inn Express Portfolio

We acquired a portfolio of 1,319 keys across nine hotels in August 2017 when it was operating under another brand with an Average Room Rate profile of ₹1,768, during the quarter ended December 31, 2017. We made the following interventions at the hotels:

- complete redesign and upgrade of rooms, public areas and back-of-house areas;
- introduction of facilities such as in-room safes;
- addition of gym;
- introduction of laundromat machines;
- addition of meetings space;
- development of new kitchen by reorganizing areas; and
- rebranding of the each of the hotels to Holiday Inn Express.

Room design pre-renovation and rebranding



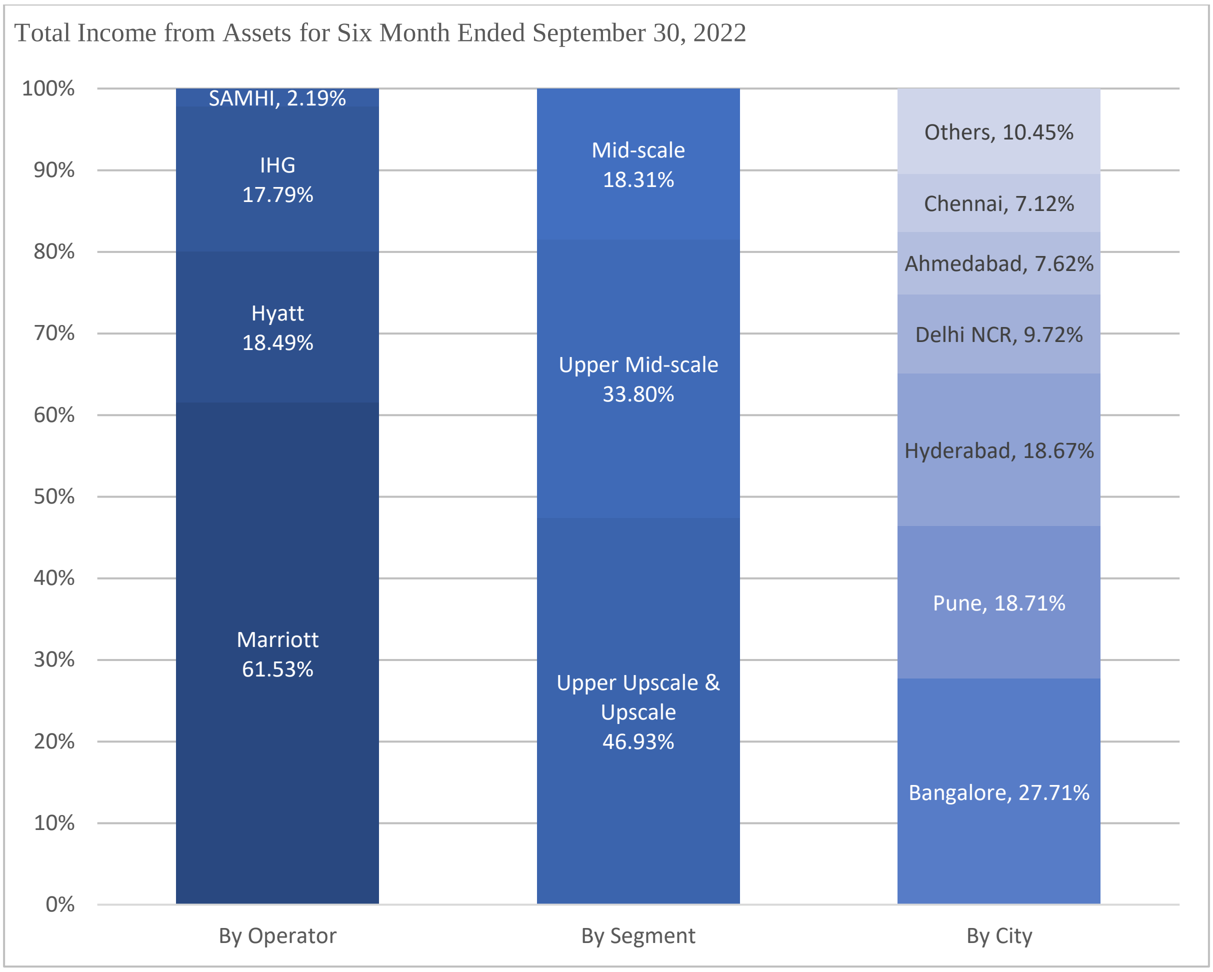
Room design after renovation and rebranding

		Quarter ended		
		December 31, 2022	**December 31, 2019**	**December 31, 2017**
		After Renovation and Rebranding		*Pre-Renovation*
Number of Keys		1,427	1,427	1,319
Average Occupancy	(%)	70.02%	67.29%	61.94%
Average Room Rate	(₹)	3,660	2,752	1,768
RevPAR	(₹)	2,562	1,852	1,095

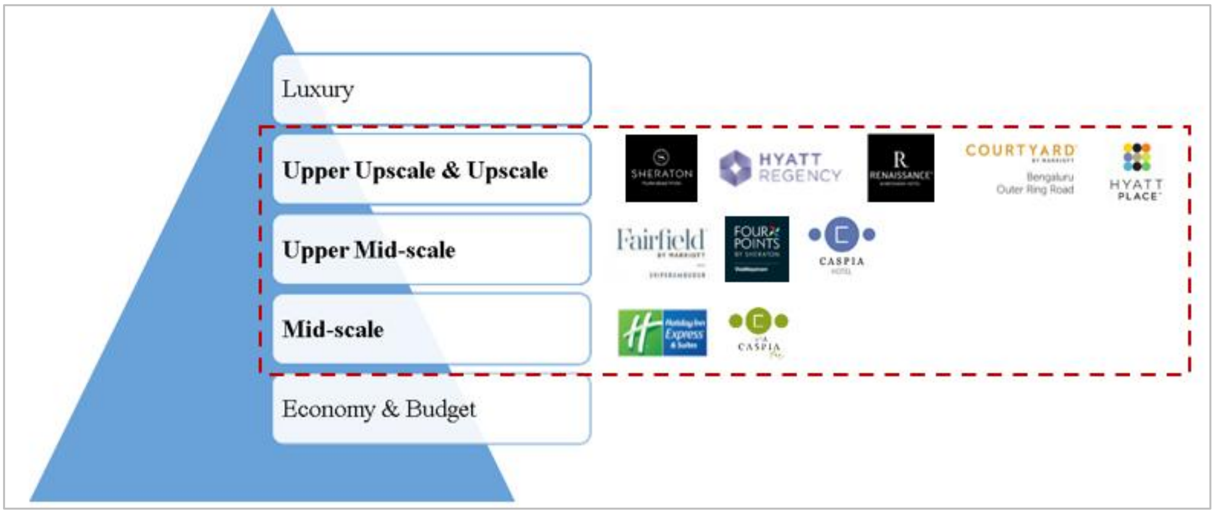
Our Portfolio's Scale and Diversification Further Enhanced by Sector Tailwinds

Our hotels are located in 12 cities in India that constitute key urban consumption centers across India, which collectively account for 70% of air passenger traffic and 90% of office space for the six months ended September 30, 2022 *(Source: JLL Report)*. We have selected our target cities based on macro themes such as proximity to airports and premium office space growth to ensure long term and sustainable growth and within our selected cities. Our hotels are strategically located in high-density micro-markets, which generally have high barriers-to-entry due to land acquisition complexities, long development time frames, and fragmented ownership structures *(Source: JLL Report)*. Our hotels are generally well connected to key transport infrastructure and located near social infrastructure and residential areas *(Source: JLL Report)*. For details on our strategic geographic presence and air passenger traffic and office space growth in the key urban consumption centers where we have business hotels, see "***Industry Overview***" beginning on page 171.

We benefit from diversification across cities, price-points and hotel operators which reduces the impact of market volatility in any of our key markets. Our multi-brand and segments business model enables us to capitalize on expected growth in several hotel segments. The spread between geographies, segments and hotel operators diversifies our revenue base and functions in rationalizing the risks associated with dependence on any one city, segment or hotel operator. The chart below demonstrates a breakup of our revenue from operations for the six months ended September 30, 2022:



We focus on hotel segments with high growth potential from strong existing domestic demand and increasing demand from international travelers. Our hotels operate under leading global brands within each hotel segment, as demonstrated below:



Note: The logos provided in the above diagram are the exclusive intellectual property of the respective hotel operator and/or its affiliates.

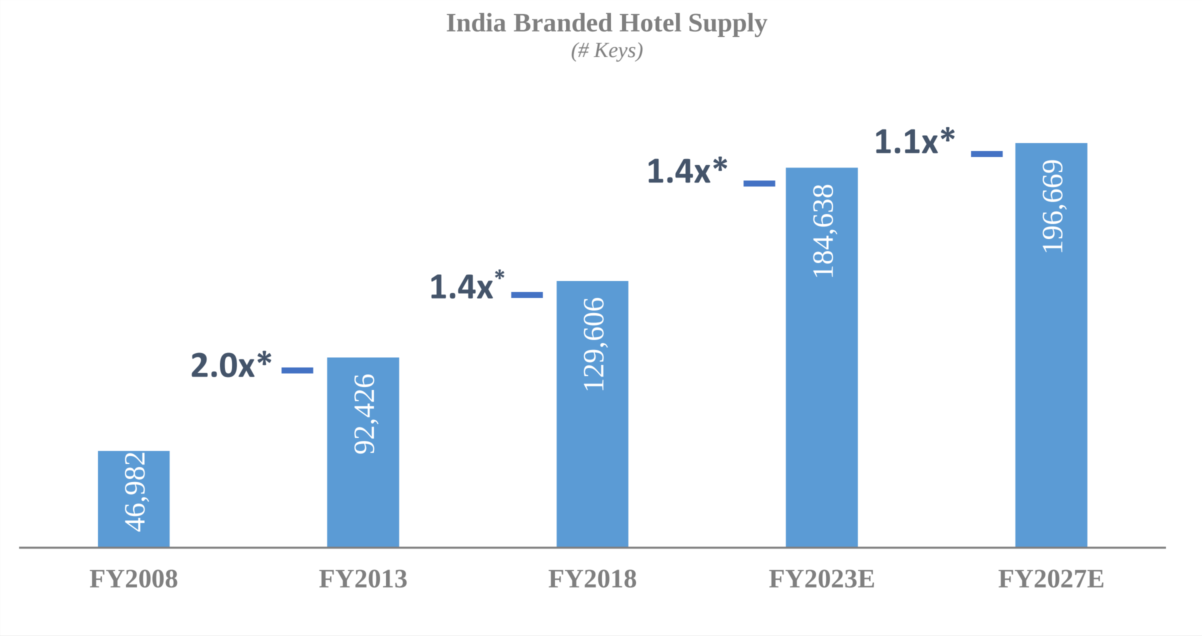
The following table maps out our presence in each of our key target markets by segment, along with potential growth opportunities that we are targeting (marked in *italics*):

Market	Upper Upscale and Upscale Brands	Upper Mid-scale Brands	Mid-scale Brands
Bangalore	Courtyard by Marriott (ORR)	Fairfield by Marriott (ORR) Fairfield by Marriott (Rajajinagar) Fairfield by Marriott (Whitefield)	Holiday Inn Express (Whitefield) Holiday Inn Express (Tumkur Road)
Mumbai	–	*A 350 keys hotel under the Upper Mid-scale segment (Navi Mumbai)*(1)(2)	–
Delhi NCR	Hyatt Place™ in Udyog Vihar, Gurugram	Caspia (Shalimar Bagh)	Holiday Inn Express (Gurugram) Caspia Pro (Greater Noida)
Hyderabad	Sheraton	*Fairfield by Marriott (Gachibowli)* (1)	Holiday Inn Express (Hi-Tech) Holiday Inn Express (Banjara Hills)
Pune	Hyatt Regency™ on Nagar Road	Fairfield by Marriott (Kharadi) *Four Points by Sheraton (Viman Nagar)*(1)(3)	Holiday Inn Express (Hinjewadi) Holiday Inn Express (Pimpri)
Chennai	–	Fairfield by Marriott (Sriperumbudur) *Four Points by Sheraton (OMR)* (1) *Fairfield by Marriott (MWC)* (1)	Holiday Inn Express (OMR)
Ahmedabad	Renaissance (SG Highway)	*Fairfield by Marriott (Ashram Road)*(1)	Holiday Inn Express (SG Road)
Kolkata	–	–	Holiday Inn Express (Rajarhat)
Others	–	Four Points by Sheraton (Vizag) Fairfield by Marriott (Coimbatore) Fairfield by Marriott (Goa) *Four Points by Sheraton (Jaipur)* (1)	Holiday Inn Express (Nashik)

Notes:
(1) *This hotel is part of the ACIC Portfolio. See "**– Description of Our Business – ACIC Portfolio**" below.*
(2) *This hotel is currently under development and is expected to be completed by June 30, 2027.*
(3) *This hotel is currently under renovation and rebranding into an Upper Upscale and Upscale hotel, and is expected to be completed by September 30, 2025.*

According to the JLL Report, the Indian travel and tourism industry is expected to demonstrate strong demand growth between the Financial Years 2019 and 2028 with a CAGR of 10.35%. The Indian hospitality industry directly benefits from economic growth in India. Rapid urbanization, expansion of office market, increasing domestic travel, low set-up costs as compared to other developed and developing economies, initiatives from the Government of India and the availability of an established talent pool provide strong demand for the hospitality industry in the foreseeable future. On the back of this surge in domestic consumption and underlying GDP growth, the Indian hospitality industry is seeing strong capacity utilization in recent quarters (and in the quarters preceding the impact of COVID-19 in the Financial Year 2020). With sharp increase in capacity utilization combined with negligible supply growth, hotels are seeing significant ability to yield the demand for branded hotels by re-pricing their hotels on a continuous basis to drive superior ARR growth from current levels. While material contribution from international travelers is yet to materialize as compared to prior to COVID-19, hotels in India are yet witnessing a sharp upward re-rating in performance levels driven by domestic demand and a more diversified set of customers from a diverse range of industries. (*Source: JLL Report*)

Another significant factor expected to drive stable and strong performance for the hospitality industry going forward is the transformation from a low base and high supply growth market in the Financial Years 2008 to 2013 to a large base with stable supply. This allows for better capacity utilizations and higher occupancy level (*Source: JLL Report*). This also insulates core markets from any new supply shocks given the relative high base of existing supply (*Source: JLL Report*). The data for growth in the Indian branded hotel market is demonstrated below showcasing the supply stabilization:



*Refers to growth multiple of previous financal year (FY) period.
(*Source: JLL Report*)

As a large owner and asset manager of branded hotels in key consumption centers, we are well positioned to benefit from our scale, built-in operating efficiencies and ability to expand our inventory in key markets.

Our Track Record to Operate Hotels Efficiently

We augment our scale and quality of portfolio with our track record to operate hotels efficiently. Our operating efficiency enables us to maximize the impact of favorable revenue growth on our profitability and limit the impact of low revenue cycles. The parameters for measuring the operating efficiency of our hotels include gross floor area per room, staff per room and EBITDA margin.

- *Efficient space utilization*

  Across our portfolio of hotels, we have an average gross floor area of 61 sq. mt. per room. This is fundamental for long term operating efficiency, as space utilization has a material impact on the utility expenses, repair and maintenance costs and manpower-related expenses required to operate and maintain a hotel. As these costs contribute to a significant portion of the operating expenses for a hotel, efficient space utilization enables us to maintain strong EBITDA margins across our portfolio.

- *Shared services centers*

  Given our partnership with Marriott and IHG across multiple hotels, we have set up shared services centers to centralize the key functions across hotels. This enables us to reduce on-property staff for operational functions such as finance, engineering and procurement. Our shared service centers are able to serve multiple hotels in a cost-efficient manner and improve the operating quality and standards across our hotels and portfolios.

- *Lowest staffing ratios amongst peers*

  Our use of technology to manage hotels, space efficiencies and shared services centers enables us to achieve one of the lowest staffing ratios amongst peers. The table below sets forth the staffing ratios across our portfolio of hotels as compared to the industry average:

	Upper Upscale and Upscale	Upper Mid-scale	Mid-scale
Our Portfolio	0.94	0.61	0.29
Industry Average*	1.10-1.30	0.60-0.80	0.40-0.60

**Source: JLL Report*

Our Ability to Create Operating Arbitrage using Analytical Tools

As a large owner and asset manager of hotels across segments, brands and operators, we benefit from a cross-section of operating data that we receive on a real-time basis from our hotels. The analysis of such data helps us to continuously improve performance, identify opportunities for future growth and monitor risks that we foresee. It also helps us improve our analysis for new investments that we evaluate on an ongoing basis.

To help us leverage this data and achieve the aforementioned objectives, we have developed SAMHIntel, a proprietary analytics tool, and SAMConnect, a building management tool.

SAMHIntel, Our Business Intelligence System

We have developed and implemented an active analytics system, SAMHIntel, to manage, analyze and use operating data received from our hotels. This data analytics platform monitors and analyzes several financial and non-financial parameters of each of our hotels. Among other things, our analytics platform allows us to:

- centralize data from our trial balance and MIS to a cloud-based business intelligence platform that allows our management to track and filter various operating parameters on a daily, weekly and monthly basis;

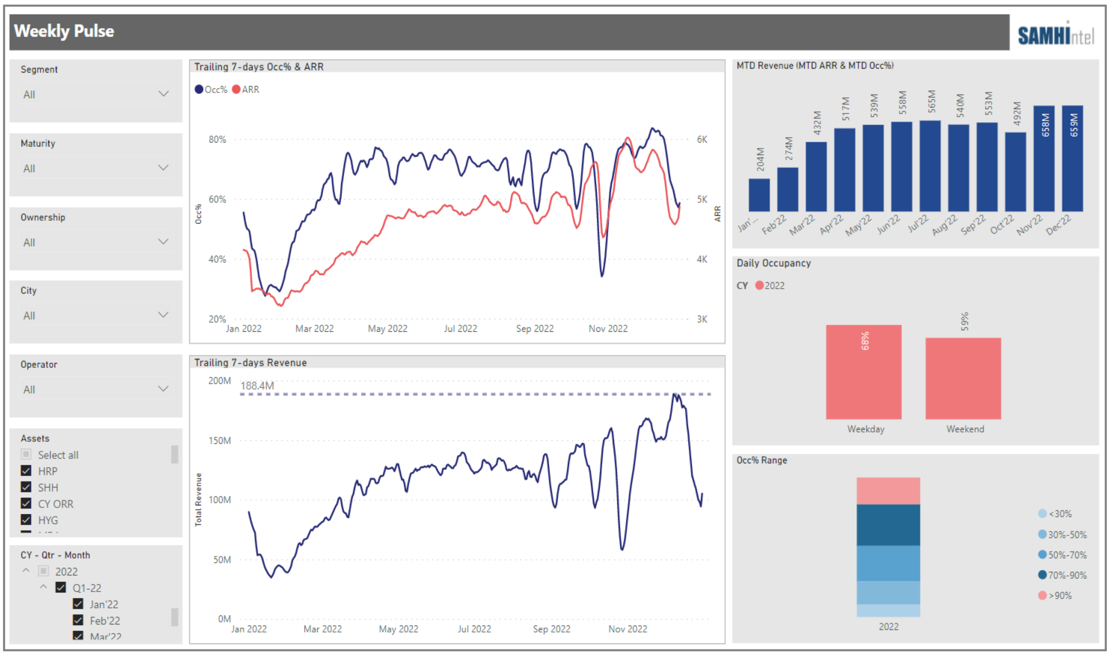
- present filtered information on the operating parameters of our hotels, thereby enabling our management to analyze early trends and variations, and conduct detailed strategic reviews with our hotel operators on metrics such as day-by-day revenue movement, weekday versus weekend data and sales segmentation analysis;

- benchmark a variety of operating parameters tracked with dashboards and matrices across our hotels to highlight variations and anomalies as well as help create economies of scale across our portfolio;

- analyze space utilization across hotels and correlate with operating performance levels to identify gaps and opportunities to achieve better yields on real estate assets:

- track performance levels of our hotels against our forecasts to enable variance tracking at early stages and create relevant intervention plans for underperforming hotel assets; and

- conduct analysis of potential acquisitions benchmarked against our existing operating parameters, identify opportunities and risks and develop a broad hotel management plan subsequent to the completion of the acquisition.



SAMHIntel, Business Intelligence System

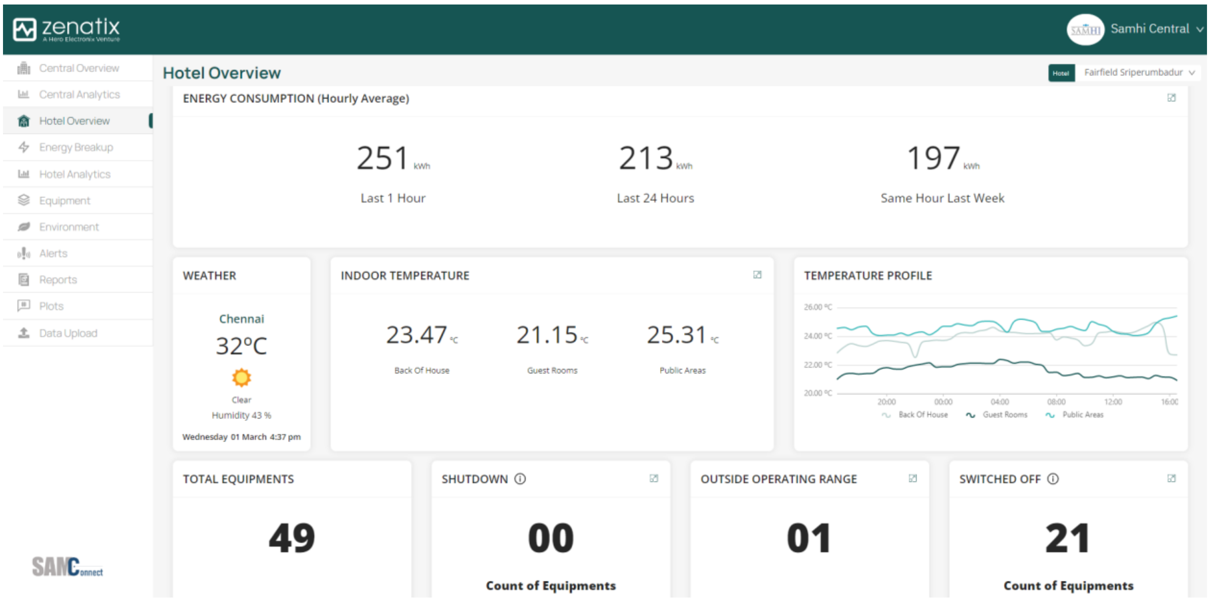
The electricity consumption, equipment and related operating parameters at our hotels are monitored by an Internet of Things ("**IoT**") based building management and engineering solution platform (the "**IoT Engineering Platform**") to ensure that our hotels run efficiently and have minimal downtime and maintenance issues. The IoT Engineering Platform monitors electricity consumption and the operating parameters of various equipment through smart sensors which relay real-time parameters to our central analytics platform. This helps develop objective insights on operational performance of our hotels and is particularly important since our power, fuel and water expenses accounted for 8.54% and 12.45% of our Total Income for the six months ended September 30, 2022 and the Financial Year 2022, respectively.

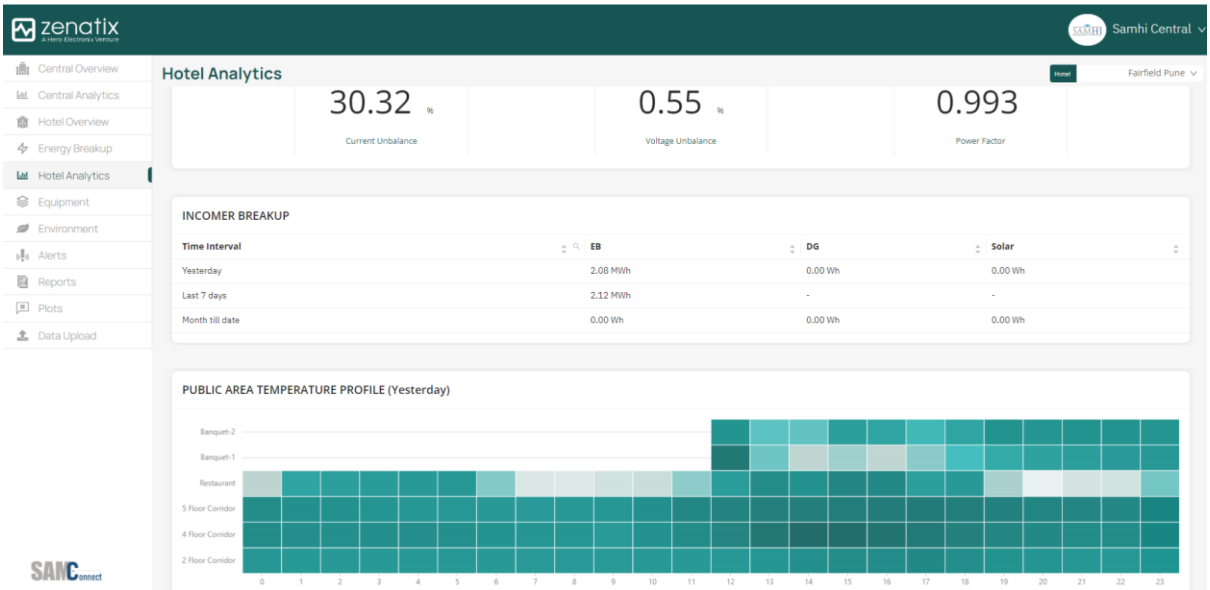
These tools facilitate efficient hotel management across our portfolio and help us to:

- monitor on a real time basis certain aspects related to energy utilization of our hotels including power consumption, equipment health status and efficiency of equipment, usage patterns and temperature parameters;

- analyze data for benchmarking energy performance indicators across hotels, segments and geographies for optimizing energy consumption and also improve predictability of future consumption; and

- minimize delays in troubleshooting by way of a dashboard approach wherein material negative events are reported to our management command center for quick and timely redressal.





SAMConnect, Internet of Things Engineering Platform

Our Superior Governance and Seasoned Management Team

We are led by a strong and stable management team supervised by an experienced Board of Directors. Our operations are led by a professional management team that has been with our Company since early days and has a proven track record of growing our business through different business cycles.

Ashish Jakhanwala, who is the Chairman, Managing Director and Chief Executive Officer of our Company, has experience across a variety of functions in the hospitality industry, including hotel operations, design, consulting and investment. Rajat Mehra, the Chief Financial Officer of our Company, holds a bachelor's degree in Commerce (honors) from Sri Guru Teg Bahadur Khalsa College, University of Delhi and has been associated with our Company for over 10 years. Gyana Das, the Executive Vice President and Head of Investments of our Company, holds a master's degree in city planning from the Indian Institute of Technology, Kharagpur and has been associated with our Company for over 12 years. Sanjay Jain, the Senior Director of Corporate Affairs, Company Secretary and Compliance Officer of our Company, is a member of the Institute of Company Secretaries of India, a member of the Institute of Cost and Works Accountants of India and has been associated with our Company for over 11 years. Tanya Chakravarty, the General Counsel of our Company, is an alumnus of Army Institute of Law, Mohali, and holds a bachelor's degree in law and has been associated with our Company for over five years.

Our leadership team consists of experienced professionals from diverse backgrounds and has raised multiple rounds of institutional capital since our inception, with a weighted average tenure of 10.35 years. In addition, we have endeavored to motivate our leadership team through prior employee schemes and the ESOP Scheme, thereby enabling a strong alignment of their interests with our performance. For details, see "***Our Management***" and *"**Capital Structure – Notes to Capital Structure – Employee Stock Option Schemes**"* beginning on pages 209 and 101, respectively.

We are majority owned by institutional investors and follow global best practices of separation of management from ownership which brings in high degree of managerial accountability. We believe that our relationships with the Sam Zell-led Equity International, GTI and IFC has enabled us to streamline our business operations to best practices. Some of the corporate governance best practices that we adhere to include:

- established controls and audit mechanisms; and
- comprehensive management information systems with reporting protocols.

Our Strategies

Our key strategies are focused on enhancing the profitability of our portfolio, deploying capital towards accretive growth projects and leveraging additional growth opportunities within the hospitality industry, utilizing our depth of experience in the industry. Our core strategies for future growth include:

- position our hotels to benefit from favorable demand trends in the hospitality industry and enhance operating efficiencies;
- complete development of identified opportunities that are currently under development;
- integrate the ACIC Portfolio to drive enhanced performance;
- pursue growth opportunities via programmatic capital deployment and tactical mergers and acquisitions; and
- ensure disciplined capital allocation and reduction of debt.

Position our Hotels to Benefit from Favorable Demand Trends in the Sector and Enhance Operating Efficiencies

With occupancy levels reaching above 70.00% levels across our portfolio during the nine months ended December 31, 2022, we intend to focus on increasing Average Room Rates and improving operating margins, while driving occupancies further. We intend to focus on the following key initiatives to benefit from a favorable demand environment for the hospitality industry:

- monitor the performance of various demand generators, analyze trends in the modes and sources of bookings and identify high occupancy periods to improve Average Room Rates across our portfolio. Between the three months ended June 30, 2022 and the three months ended December 31, 2022, Average Room Rates for our Upper Upscale and Upscale, Upper Mid-scale and Mid-scale portfolios grew by 14.62%, 19.99% and 18.11%, respectively. Given a well-established supply base, low new supply across key markets and continued demand growth, further improvement in Average Room Rates is expected in the hospitality industry in India. *(Source: JLL Report)*
- work with our hotel operators to identify areas that could present incremental revenue opportunities. Certain areas that we have identified using SAMHIntel include predictions of low occupancy weeks within a month, steps to improve weekend occupancy in business hotels and the impact of space utilization on operating margins;
- rationalize our operating cost base across all major expense heads while benchmarking each of our hotels to other hotels within our existing portfolio, using our analytics platforms;

- augment our product offerings by way of improved F&B services, room facilities, event facilities for meetings, incentives, conferences and exhibitions to maintain competitiveness and achieve improved growth in our market share; and

- enhance hotel utilization and revenue-generating areas within our portfolio. For example, in our Hyatt Regency Pune, we converted an exhibition area into a fully-developed conference venue named "EQ:IQ", the pictorial representation of which is set forth below:

Complete Development of Identified Opportunities that are Currently Under Development

We have a strong pipeline of projects that are under development, which we intend to complete in the near future; these are projects where material capital expenditure has already been incurred:

Renovation and re-branding of Hyatt Regency Pune

We intend to renovate and rebrand our existing 301 keys Hyatt Regency Pune into a Luxury brand hotel under Hyatt's management, which is expected to be completed by September 30, 2025. The estimated cost of this renovation and rebranding is between ₹298.00 million and ₹403.00 million, which we aim to fund utilizing our cash flows from operations. The intended renovation and rebranding of this hotel is targeted to improve our Average Room Rates and meetings, incentives, conferences and exhibitions ("**MICE**") experience.

Completion of under-development Holiday Inn Express in Rajarhat, Kolkata

We own a 111 keys Holiday Inn Express in Rajarhat, Kolkata which is currently under-development and completion of this hotel is estimated by September 30, 2024. The estimated cost of developing this hotel is between ₹228.00 million and ₹252.00 million, which we aim to fund utilizing our cash flows from operations. Our capital work-in-progress for costs incurred for developing this hotel was ₹197.37 million as of February 28, 2023. The completion of this hotel will enable our entry into Kolkata where we currently do not have any presence, thus further diversifying our geographical footprint and also expanding our footprint of Holiday Inn Express hotels in India, as demonstrated in the table below.

Brand Name	As of February 28, 2023		
	Our Hotels	Total Hotels in India	Our Share
Holiday Inn Express	10	14	71.43%
IHG Consolidated	10	40	25.00%

Source: JLL Research

Expansion of existing facilities

We regularly evaluate measures to enhance utilization of real estate in our hotel portfolio to maximize revenues. We currently plan to expand several facilities in our hotels to capture future demand growth, including:

Hotel Name, Location	Planned Expansion	Target Date
Hyatt Regency Pune	• Addition of 16 new keys • Addition of a new F&B facility of approximately 422 sq. meters	September 30, 2024
Four Points by Sheraton Vizag	• Addition of a new F&B facility of approximately 255 sq. meters • Renovation of 123 keys	September 30, 2024
Holiday Inn Express Bengaluru Whitefield ITPL	• Addition of 54 new keys	September 30, 2024
Fairfield by Marriott Chennai Sriperumbudur	• Addition of 86 new keys	September 30, 2026
Caspia Pro Greater Noida	• Renovation of 137 keys • Rebranding to Holiday Inn Express	September 30, 2024
Caspia Delhi	• Renovation of 142 keys • Rebranding to Fairfield by Marriott	September 30, 2024

The estimated total cost of the above expansion projects is between ₹984.00 million and ₹1,193.00 million, which we aim to fund utilizing our cash flows from operations. These projects are expected to offer economies of scale benefits through operating leverage and further improve our results of operations from the underlying hotels.

Integrate ACIC Portfolio to Improve Financial Performance

Our Company has entered into a binding share purchase agreement with Asiya Capital to acquire nine SPVs incorporated in India comprising the ACIC Portfolio, which is expected to be completed prior to the filing of the Red Herring Prospectus with the Registrar of Companies. The ACIC Portfolio comprises six operating hotels with a total of 962 keys in the Mid-Scale segment. It also includes a parcel of land for the development of a hotel under the Upper Mid-scale segment in Navi Mumbai, Maharashtra.

We believe the Proposed ACIC Acquisition will benefit us in the following ways:

(i) improve our inventory and market share in key cities such as Hyderabad, Pune, Chennai and Ahmedabad and give us access to new cities such as Jaipur and Mumbai (future development);

(ii) enable us to create synergies, streamline costs and enhance the overall margin profile of our portfolio, given that the ACIC Portfolio is complementary to our existing portfolio of hotels;

(iii) material expansion of our share of Marriott-branded Upper Mid-scale hotels in India;

	As of February 28, 2023			
Brand Name	**Our Hotels**	**ACIC Portfolio**	**Total Hotels in India***	**Our Share#**
Fairfield by Marriott	7	3	23	43.48%
Four Points by Sheraton	1	3	13	30.77%
Marriott Consolidated	11	6	83	20.48%

**Source: JLL Report*

#Represents our share of hotels, after taking into account the ACIC Portfolio, out of the total hotels in India (according to the JLL Report) operating under the relevant brand.

(iv) fill a gap in our portfolio through the addition of an Upper Mid-scale hotel in the high growth market of Hyderabad; and

(v) provide us with a growth opportunity to renovate, rebrand and develop certain hotels in the ACIC Portfolio to enable strong returns on incremental capital investment based on our past track record.

Overall, we believe that the Proposed ACIC Acquisition will provide us material synergistic benefits with our existing portfolio of hotels that are run under the Marriott brand and that are in the Upper Mid-scale segment.

The following table sets forth certain operational performance indicators for the hotels in the ACIC Portfolio for the years/periods indicated:

ACIC Portfolio		Financial Year 2022	Six months ended September 30, 2022
Number of Keys		962	962
Average Occupancy[1]	(%)	58.12%	78.78%
Average Room Rate	(₹)	2,998	4,528
RevPAR	(₹)	1,743	3,567

Note:
(1) Average Occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available at such hotels.

Furthermore, we believe that by taking the following initiatives, we would aim to further improve the revenue and profitability of the ACIC Portfolio:

- adding the six operating hotels into our existing Marriott portfolio cluster to enhance revenue management and cost efficiencies, thereby enhancing hotel management and profitability of the portfolio;

- renovation and re-branding of the 217 keys Four Points by Sheraton Pune into an Upper Upscale and Upscale hotel. We expect to complete this renovation and rebranding by September 30, 2025, subsequent to which we believe that the Average Room Rate potential of this hotel would improve from current levels based on our prior experience; and

- development of 350 keys hotel under the Upper Mid-scale segment in MIDC, Navi Mumbai for which we have begun architecture and design planning. We expect to complete the construction of this hotel by June 30, 2027, subsequent to which our portfolio of hotels will be expanded. We believe that this hotel will diversify our geographical footprint by establishing our presence in the Mumbai Metropolitan Region.

Pursue Growth Opportunities via Programmatic Capital Deployment and Tactical M&A

Utilize internal accruals for continued de-leveraging and growth

We intend to use a portion of the Net Proceeds towards repayment of debt and thereafter we intend to utilize the cash generated from operations towards further reduction in debt and partly to fund continued growth.

The Indian hospitality industry is largely unorganized with one of the lowest brand penetration rates as compared to other key markets in Asia Pacific such as China and Japan *(Source: JLL Report)*. India's low share of organized keys and brand penetration makes a case for institutional ownership in the hotel sector. The fragmented nature of our industry will continue to offer consolidation opportunities *(Source: JLL Report)*, and we intend to increase our market share and enter high-growth geographies through such opportunities.

Our growth strategy to expand our hotel portfolio is based on our track record in hotel acquisition and turnaround and is focused on acquiring properties with the intent of obtaining long term and sustainable risk-adjusted returns on capital employed. Our strategy is based on the following key factors:

- identification of hotels which we view as dislocated (i.e., hotels underperforming as compared to a fair competitive set) from their inherent potential due to combination of factors such as poor product, brand, capital structure or management or inadequate operating model;

- strategic timing of target selection (with adequate demand base but with significant potential for growth as the precinct matures in terms of social and commercial infrastructure);

- renovation and rebranding of acquired hotels by identifying core target market, product and brand;

- assessing potential operating opportunities using data analytics, asset management tools and economies of scale; and

- engaging with hotel operators such as Marriott, Hyatt and IHG – allowing us access to industry best practices and their global network of loyalty programs, among other things.

Our brand flexible asset ownership model allows us to acquire properties operating in a range of hotel price points and gives us the flexibility to work with several leading operators to determine appropriate brands for each hotel. As our portfolio matures with time, we intend to add more operators, brands and locations to further diversify our portfolio.

From operations perspective, our platform and asset management tools allow us to integrate standalone hotels as well as, a portfolio of hotels. Our capability to integrate hotels is critical to achieving profitability and adequate risk-adjusted returns for such hotels. We believe that we should benefit from the structural up-cycle that is projected in the years to come, driven by strong demand and stable supply, growth in discretionary spending, and rise in travel and tourism *(Source: JLL Report)*.

Ensure Disciplined Capital Allocation and Reduction of Debt

As of February 28, 2023, our weighted average cost of debt for our secured borrowings from financial institutions was 11.52% and our weighted average cost of debt for our consolidated borrowings was 12.84%. The following table sets forth our indebtedness as of February 28, 2023:

	As of February 28, 2023 ***(₹ in million)***
Secured borrowings from financial institutions	23,951.83
FCCDs (including interest)	2,599.31
Shareholder NCDs (unsecured)	1,790.03
OCDs	111.88
Ascent Hotels Private Limited – OCRDs	304.00
Total borrowings (comprising current and non-current borrowings, current portion of non-current borrowings as well as interest accrued on borrowings)*	**28,757.05**

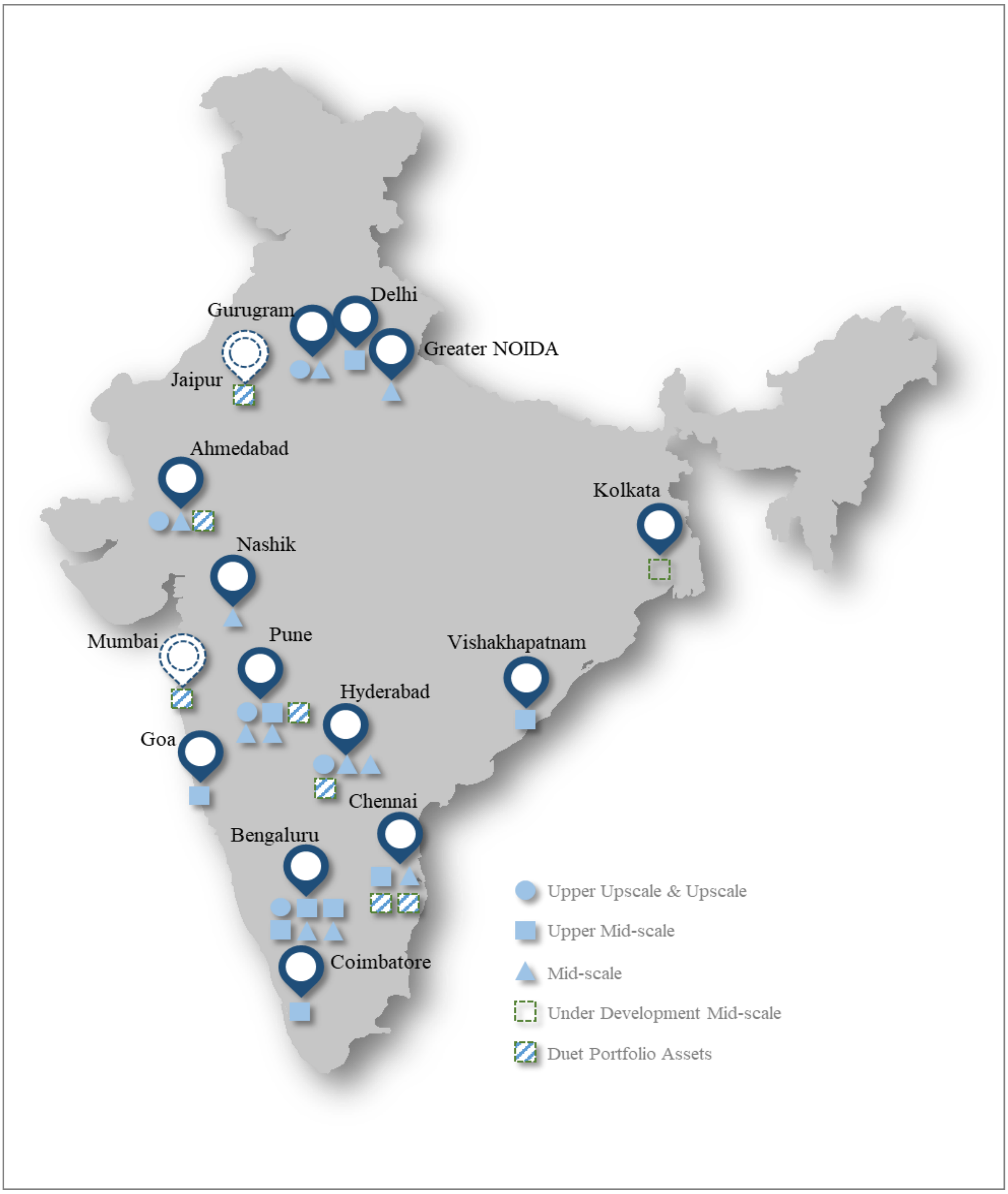
Note: Amount due as per bank confirmation (excluding Ind AS adjustments) and inclusive of interest accrued.

We had converted 780 OCDs into 861,427 Equity Shares pursuant to a Board resolution dated March 7, 2023, which reduced our outstanding indebtedness by ₹111.88 million (pursuant to this conversion, our Company no longer has any outstanding OCDs). We plan to take steps to further reduce our indebtedness, including converting 1,260,000 FCCDs prior to filing the Red Herring Prospectus, which would reduce our outstanding indebtedness by ₹1,260.00 million on account of conversion, with the remaining outstanding interest (including default interest, if any) continuing as debt and to be repaid utilizing a portion of the Net Proceeds. In addition, we maintain sufficient cash and cash equivalents as reserves to manage our debt and working capital obligations. Further, Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai were sold for ₹640.00 million and ₹335.00 million, respectively, on February 2, 2023 and February 8, 2023, respectively.

We intend to utilize ₹7,500.00 million of the Net Proceeds towards the repayment/ prepayment/ redemption of all or a portion of certain borrowings availed by us including the payment of the accrued interest thereon. For further details, see "***Objects of the Offer – Repayment/ prepayment/ redemption, in full or in part, of certain borrowings availed of by our Company and our Subsidiaries (including accrued interest)***" on page 107. Upon repayment of such indebtedness, we believe that we can further reduce our cost of debt and improve our amortisation schedule as a result of benefitting from improved leverage ratios across our portfolio. Over time, as our existing portfolio further stabilizes, coupled with our growth pipeline becoming operational, we may be in a position to further improve our gearing ratios.

Description of Our Business

Our portfolio comprises 3,839 keys across 25 operating hotels in 12 of India's key urban consumption centers, as of February 28, 2023. All of our hotels are in the Upper Upscale and Upscale, Upper Mid-scale and Mid-scale hotel segments. This does not include the 962 keys across six hotels and a parcel of land for the development of a hotel in Navi Mumbai which we intend to acquire as part of the ACIC Portfolio. We also have a growth pipeline to add two additional hotels and 617 keys in existing cities as well as two new cities of Kolkata and Navi Mumbai, thereby increasing our presence to 14 key urban consumption centers. The following map illustrates the locations of our operating and under development hotels:



Note: This map is not to scale. It has been included only for the purpose of depicting presence of our hotels in India.

The following table sets forth certain details of our hotels in our portfolio, as of February 28, 2023:

Hotel Brand	City	Location	Operator	Segment	Operating Keys	Operator Contract Expiration
Hyatt Regency™	Pune	Nagar Road	Hyatt	Upper Upscale	301	December 31, 2036
Renaissance	Ahmedabad	SG Highway	Marriott	Upper Upscale	155	December 31, 2037
Sheraton	Hyderabad	Gachibowli	Marriott	Upscale	272	December 31, 2040
Courtyard by Marriott	Bangalore	Outer Ring Road	Marriott	Upscale	170	December 31, 2045
Hyatt Place™	Gurugram	Udyog Vihar	Hyatt	Upscale	176	December 31, 2040

Hotel Brand	City	Location	Operator	Segment	Operating Keys	Operator Contract Expiration
Four Points by Sheraton	Visakhapatnam	City Center	Marriott	Upper Mid-scale	123	December 31, 2041
Fairfield by Marriott	Bangalore	Whitefield	Marriott	Upper Mid-scale	104	December 31, 2041
Fairfield by Marriott	Bangalore	City Center	Marriott	Upper Mid-scale	148	December 31, 2043
Fairfield by Marriott	Bangalore	Outer Ring Road	Marriott	Upper Mid-scale	166	December 31, 2045
Fairfield by Marriott	Coimbatore	Airport	Marriott	Upper Mid-scale	126	December 31, 2047
Fairfield by Marriott	Chennai	Sriperumbudur	Marriott	Upper Mid-scale	153	December 31, 2048
Fairfield by Marriott	Pune	Kharadi	Marriott	Upper Mid-scale	109	December 31, 2048
Fairfield by Marriott	Goa	Anjuna	Marriott	Upper Mid-scale	130	December 31, 2048
Caspia	New Delhi	Shalimar Bagh	SAMHI	Upper Mid-scale	142	N.A.*
Holiday Inn Express	Ahmedabad	SG Road	IHG	Mid-scale	130	December 30, 2038
Holiday Inn Express	Bangalore	Whitefield	IHG	Mid-scale	161	October 21, 2038
Holiday Inn Express	Pune	Hinjewadi	IHG	Mid-scale	104	December 16, 2038
Holiday Inn Express	Gurugram	Sohna Road	IHG	Mid-scale	205	September 14, 2038
Holiday Inn Express	Pune	Pimpri	IHG	Mid-scale	142	November 21, 2038
Holiday Inn Express	Hyderabad	Hi-tech City	IHG	Mid-scale	150	December 5, 2038
Holiday Inn Express	Nashik	Ambad	IHG	Mid-scale	101	December 29, 2038
Holiday Inn Express	Hyderabad	Banjara Hills	IHG	Mid-scale	170	December 26, 2038
Holiday Inn Express	Bangalore	Tumkur Road	IHG	Mid-scale	115	December 29, 2038
Holiday Inn Express	Chennai	Thoraipakkam	IHG	Mid-scale	149	November 11, 2038
Caspia Pro	Greater Noida	Knowledge Park	SAMHI	Mid-scale	137	N.A.*
Total					**3,839**	

Note:
** We have entered into a binding hotel operator services agreements with Marriott dated November 24, 2017 and IHG dated November 23, 2017, respectively, to renovate and re-launch these hotels at New Delhi and Greater Noida as Fairfield by Marriott and Holiday Inn Express hotels, respectively.*
^ Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai were sold on February 2, 2023 and February 8, 2023, respectively.

As part of the ACIC Portfolio, we have also acquired a parcel of land in Navi Mumbai on which we plan to develop a 350 keys hotel under the Upper Mid-scale segment with an expected completion date of June 30, 2027. This will enable our entry into the Mumbai Metropolitan Region where we currently do not have any presence, thus further diversifying our geographical footprint.

The following sets forth a pictorial representation of our portfolio:

Hotel Segmentation

Our hotels operate in the Upper Upscale and Upscale, Upper Mid-scale and Mid-scale hotel segments.

Upper Upscale and Upscale Hotel Segment

As of February 28, 2023, five of our operating hotels are in the Upper Upscale and Upscale segment, which comprise 1,074 keys, or 27.98% of our total key inventory. These hotels accounted for 46.93%, 43.87%, 38.21% and 52.19% of our Total Income for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, respectively.

Upper Mid-scale Hotel Segment

As of February 28, 2023, 9 of our operating hotels are in the Upper Mid-scale segment, which comprise 1,201 keys, or 31.28% of our total key inventory. These hotels accounted for 33.80%, 37.64%, 41.74% and 30.80% of our Total Income for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, respectively. This includes income from Four Points by Sheraton Ahmedabad and Fairfield by Marriott OMR Chennai, which were sold (in each case, at a loss compared to the asset's fair market value) on February 2, 2023 and February 8, 2023, respectively, and which contributed to ₹85.93 million and ₹51.30 million, respectively, of Total Income from Assets for the six months ended September 30, 2022. In addition, we are in the process of adding 962 keys across six additional hotels in this segment. See "***Our Competitive Strengths – Integrate ACIC Portfolio to Improve Financial Performance***" above.

Mid-scale Hotel Segment

As of February 28, 2023, 11 of our operating hotels are in the Mid-scale segment, which comprise 1,564 keys, or 40.74% of our total key inventory. These hotels accounted for 18.31%, 16.87%, 17.44% and 15.45% of our Total Income for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, respectively.

ACIC Portfolio

On March 30, 2023, our Company entered into a binding share purchase agreement with Asiya Capital to acquire nine SPVs incorporated in India comprising the ACIC Portfolio, for a purchase consideration of up to 39,000,000 Equity Shares. The acquisition is expected to be completed prior to the filing of the updated draft red herring prospectus with SEBI. The ACIC Portfolio comprises six operating hotels with a total of 962 keys in the Upper Mid-Scale segment. It also includes a parcel of land for the development of a hotel under the Upper Mid-scale segment in Navi Mumbai, Maharashtra. The following sets forth the hotels in the ACIC Portfolio:

Hotel Name	Location	Number of Keys
Fairfield by Marriott, Hyderabad	Gachibowli	232
Four Points by Sheraton, Pune	Viman Nagar	217
Fairfield by Marriott, Ahmedabad	Ashram Road	147
Four Points by Sheraton, Jaipur	City Square	114
Four Points by Sheraton, Chennai	OMR	116
Fairfield by Marriott, Chennai	Mahindra World Centre ("**MWC**")	136
Navi Mumbai Land	Navi Mumbai	N.A.*
Total for the ACIC Portfolio		**962**

Note:
**This parcel of land will be developed to create a 350 keys hotel under the Upper Mid-scale segment for which our Company has begun architecture and design planning.*

The following table provides ACIC Portfolio's operational performance indicators for the periods indicated:

		As of and for the six months ended September 30, 2022	As of and for the year ended March 31, 2022
ACIC Portfolio			
Number of Keys		962	962
Average Occupancy*	(%)	78.78%	58.12%
Average Room Rate	(₹)	4,528	2,998
RevPAR	(₹)	3,567	1,743

Note:
**Average Occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available at such hotels.*

Pictorial representation of the ACIC Portfolio is set out below:

Upper Mid-scale


Fairfield Hyderabad


Four Points Pune


Fairfield Ahmedabad


Four Points Jaipur


Four Points Chennai (OMR)


Fairfield Chennai (MWC)

Management and Operation of Hotels

Hotels managed by third-party hotel operators

As of February 28, 2023, 23 of our operating hotels were managed by third-party operators, including 11 hotels managed by Marriott, two hotels managed by Hyatt and 10 hotels managed by IHG, pursuant to hotel operator services agreements and related agreements executed with them. See "***– Hotel Operator and Related Agreements***" on page 163.

We have long standing relationships with Marriott, Hyatt and IHG. We benefit from long-term hotel operator services agreements with Marriott, Hyatt and IHG, with terms generally ranging from 20 to 30 years. Upon expiry of such agreements, they are renewable subject to mutual agreement between the respective hotel operator and us.

Hotels under transition

As of February 28, 2023, we operate two hotels, comprising a total of 279 keys under our owned brands, Caspia and Caspia Pro. We are operating these hotels on a temporary basis. For these hotels, we exercise day-to-day operational control, including selection, recruitment, training and management of personnel for the hotels together with determining their remuneration, determining the price and rate schedules for rooms and commercial spaces and other services, including applying for licenses and consents, negotiating and executing agreements with third parties such as vendors, licensees and concessionaires, among others.

We have entered into a binding hotel operator services agreements with Marriott dated November 24, 2017 and IHG dated November 23, 2017, respectively, to renovate and re-launch these hotels at New Delhi and Greater Noida as Fairfield by Marriott and Holiday Inn Express hotels, respectively. The renovation and re-branding of these hotels is expected to be completed by September 30, 2024.

Hotel Operator and Related Agreements

We benefit from hotel operator services agreements and related agreements with (i) Marriott for global brands such as Renaissance, Four Points by Sheraton, Sheraton, Fairfield by Marriott and Courtyard by Marriott; (ii) IHG for the global brand Holiday Inn Express, and (iii) Hyatt for global brands Hyatt Regency™ and Hyatt Place™; with terms generally ranging from 20 to 30 years. With certain hotel operators (or their relevant affiliates), we also enter into ancillary agreements such as license and royalty agreements for the use of brands and trademarks, international marketing program participation agreements, technical services agreements and training and computer systems agreements, all of which generally have the same tenure as the corresponding hotel operator services agreements.

Operational and support services

Obligations of the hotel operators: Pursuant to the terms of the hotel operator services agreements, the hotel operators are required to render technical and professional services and supervise, control and direct the operation of our hotels. The hotel operators have discretion in matters relating to operation of the hotels, including, *inter alia*, charges for guestrooms and public spaces in the hotel, food and beverage services, receipt, holding, and disbursement of funds, book-keeping of banking transactions, procurement of inventories, supplies and services, promotion and publicity and such other activities as are specifically provided for under the hotel operator services agreements or are otherwise necessary and customary for the operation of the hotels, generally subject to adherence to the annual operating plan finalized between us and the hotel operator. The hotel operators also assist in establishing overall human resource policies consistent with their standards and formulate and establish training and motivational programs for employees at the hotels. The hotel operators may typically grant concessions for shops and businesses on the hotel premises in accordance with the terms of the respective hotel operator services agreements. Further, the hotel operators or their affiliates provide our hotels with access to programs for advertising, marketing, promotion, and sales. These typically include preparation and execution of sales and marketing plans, as well as management and administration of marketing and public relations campaigns, both online and offline, across multiple channels. We are also provided limited access to certain software and systems of the hotel operators.

The hotel operators are required to prepare and submit to us a draft of an annual operating plan for the forthcoming year, demonstrating an estimated amount of, among others, gross revenue, operating profit, capital expenditure, salaries and marketing expenditure for the hotel. We work closely with the respective operators to finalize annual operating plans for our hotels.

<u>Our obligations</u>: Pursuant to the hotel operator services agreements, we are required to maintain good and marketable title in the freehold property and hotel buildings, subject to any encumbrances that may be created for financing of the relevant hotel. Further, we are not permitted to enter into any agreement for the sale or transfer of the hotel (other than among certain specified affiliates) unless we issue a prior written notice to or obtain a prior written consent from the hotel operator, as is required under the respective hotel operator services agreement. We are responsible for procuring and renewing all licenses, permits and approvals necessary for operation of the hotels, and also for procuring and maintaining certain specified insurance policies during the subsistence of the hotel operator services agreements. Certain of our hotel operator services agreements require us to indemnify the hotel operators from any liability for third-party claims arising out of or in relation to the hotel operator services agreements, except where there is any gross negligence, willful misconduct, omission or fundamental breach on the part of the hotel operators.

Repairs and renovations

Pursuant to the terms of the hotel operator services agreements, we are generally responsible for providing the working capital and for inventories in amounts which are either determined by the hotel operators or mutually agreed before the opening of the hotels. The hotels subsequently require routine maintenance, repairs and minor alterations in relation to furnishing, fixtures and equipment, the costs of which are typically deducted from an interest-bearing reserve account opened by us and managed in accordance with the terms of the respective hotel operator services agreements. We are required to bear costs and expenses of major improvements including planning, design, construction, renovation and modernizing, as may be required on a periodic basis, separately. An estimate of the repairs and equipment expenditures is required to be submitted by the hotel operators as part of or along with the annual operating plan.

Hotel employees

In accordance with the terms of the hotel operator services agreements, as of September 30, 2022, all personnel employed at our hotels are our employees (other than certain personnel who are engaged on a contractual basis). The hotel operator assists in establishing overall human resource policies consistent with its standards, including formulation and establishment of training and motivational programs for employees at the hotels. The payroll and related costs for the hotel employees, such as salaries, bonuses and statutory benefits are paid by our Company or the relevant Subsidiary.

Payment terms

Pursuant to the terms of the hotel operator services agreements (including ancillary agreements thereto, if applicable) we are generally obliged to pay to the hotel operators (or their relevant affiliates) fee for technical design services, periodic operating fees including, management fees and license fees for the use of certain trademarks, based on invoices raised, and commercial remittances against invoices for advertising, sales and marketing, promotion, information technology services and related expenses incurred by the hotel operator or their affiliates. These management fees and license fees compensate the hotel operators based on a fixed percentage of the gross revenue of the hotel and/or a specified portion of gross operational profits as incentive fees, subject to the terms of the hotel operator services agreements. During the six months ended September 30, 2022 and the last three Financial Years, the amounts payable to the hotel operators ranged from 2.68% to 4.36% of Total Income from Assets for our hotels managed by third parties. See also "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations – Our Relationships with Hotel Operators and Leading Hospitality Brands***" beginning on page 388.

ACIC Portfolio – Franchise agreements or brand license agreements

The ACIC SPVs have entered into either franchise agreements or brand license agreements with Marriot, with initial terms of between 10 and 20 years, and which are either automatically renewable or may be renewed by mutual agreement between the parties. Pursuant to such agreements, the ACIC SPVs have acquired a limited and non-exclusive license to use the brand name licensed by Marriott for operating the respective hotels for a monthly fee based on a fixed percentage of gross room sales and gross food and beverage sales. The pricing and rates for guestrooms and other products and services at each hotel may be fixed by the relevant ACIC SPV, subject to certain pricing requirements specified by Marriott. Each ACIC SPV is required to maintain its hotel, including repair, alteration and replacement works in accordance with the standards and requirements specified by Marriott. Further, each ACIC SPV is responsible for obtaining all permits, certificates and licenses necessary to operate the respective hotel.

Pursuant to the agreements with Marriott, the hotels are required to be managed by personnel who have completed the mandatory training programs specified by Marriott. While the staff at the hotels are employed by the ACIC SPVs, Marriott's prior consent is required for hiring the general manager of each hotel.

In addition to the franchise agreements and brand license agreements, the ACIC SPVs have also entered into certain ancillary agreements with Marriott, including (i) centralized services agreements for providing services such as a reservations system, sales and marketing programs and guest loyalty programs; and (ii) electronic systems license agreement granting a limited, non-exclusive agreement to use Marriott's electronic systems for operating the hotels.

Analytics Technology

We have developed tools, which allow us to differentiate our asset management capabilities by improving operating performance and enhance the overall value of our portfolio.

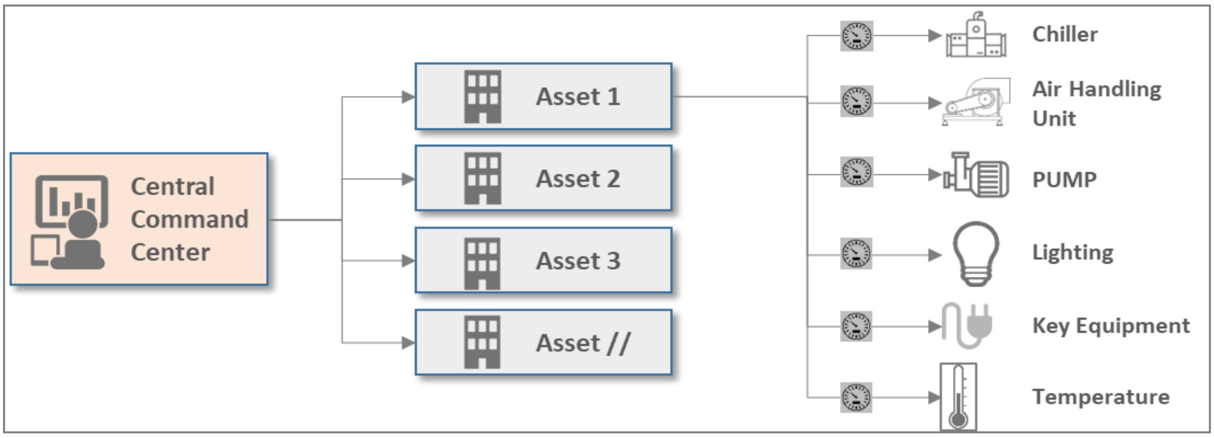
SAMHIntel – Our business intelligence system

This data analytics platform monitors and analyses several financial and non-financial parameters of each of our hotels to ensure smooth running of our hotels. Among other things, it allows us to:

- gather information on key operating parameters of our hotels, thereby enabling our management to conduct detailed strategic reviews with our hotel operators on metrics;
- benchmark a variety of operating parameters across our hotels to highlight variations and anomalies as well as help create economies of scale across our portfolio; and
- conduct analysis of potential acquisitions against our existing operating parameters, identify opportunities and risks and develop a broad asset management plan subsequent to the completion of the acquisition.

SAMConnect – Internet of Things engineering platform

The IoT Engineering Platform is responsible for the physical upkeep and maintenance of our hotels as it ensures that our hotels run efficiently, and have minimal downtime and maintenance issues. It monitors a variety of operational aspects of our hotels via smart sensors which relay real-time parameters to our central analytics platform. The illustration below sets forth the summary workings of this asset management system:



The IoT Engineering Platform provides objective insights on operational performance of our hotels and help us to:

- monitor on a real time basis certain aspects related to energy utilization of our hotels including power consumption, health status and efficiency of equipment, usage patterns and temperature parameters;

- analyze data for benchmarking energy parameters across hotels, segments and geographies for optimizing energy consumption and also improve predictability of future consumption; and

- minimize delays in troubleshooting by way of a dashboard approach wherein material negative events are reported to our asset management command center for quick and timely redressal.

Hotel Acquisition Process

Our core strategy is to acquire and own hotels with the intent of obtaining long term, sustainable and risk adjusted return on capital employed.

Our investment team is tasked with identifying potential acquisitions and undertakes preliminary diligence and negotiation with a potential target. These details of hotel location profile, demand/ supply, competition analysis, future business potential, product/ brand profile, development cost and timelines and detailed financial estimations are shared with the executive leadership team for their review and comments. Thereafter, the proposal is revised to reflect inputs received from the executive leadership team and sent to the investment committee which analyses and scrutinizes the transaction on various parameters to decide on the feasibility and viability of the proposed acquisition. The investment committee may reject or suggest modifications to any proposal. Once the investment committee gives its go-ahead, we undertake detailed diligence with the help of third-party advisors and commence documentation for the transaction. Upon completion of diligence, the key findings are reported to the investment committee and any significant variances from the initial proposal are highlighted. At the satisfactory conclusion of this process, we approach the Board of Directors for their approval to proceed with the execution of the proposed acquisition.

Our key evaluation criteria include:

Location

Our focus is on acquiring properties in precincts with high demand density and developed urban surroundings. In line with the above, our portfolio of hotels are generally located in high density key urban consumption centers which allow access to multiple sources of demand including burgeoning demand from corporate travel as well as the increasing domestic demand.

Product and positioning potential

We generally acquire hotels which allow for repositioning and improvement. As part of evaluation process, we carry out detailed analytics and bid for a hotel only once we have identified the areas which have resulted in the hotel being dislocated from fair and expected competitive set and which can offer us market agnostic growth opportunities. We also target hotels with reasonable inventory (at least 100 keys) or a part of a larger portfolio allowing optimal operating efficiencies.

Development risk

We generally target acquiring brownfield or operating hotels to eliminate development risks associated with greenfield projects. In situations which have compelling demand and no identifiable brownfield hotel we may acquire greenfield projects which have very limited development risks and these acquisitions are structured in a way to minimize capital risk.

Professional, independent and strong process

Our investment decisions are driven by a well-defined process which allows for adequate assessment of opportunities and risk associated with any potential acquisition. We follow a comprehensive assessment process focusing on establishing performance indicators to allow our asset management team to plan renovation strategies.

Implementation

The key to our successful turnaround strategy is to prepare an asset management plan as part of investment underwriting. Our typical asset management plan includes a detailed product improvement plan, immediate actions required subsequent to the completion of the acquisition and positioning strategy. In addition to the above, as part of the evaluation criteria, we focus on:

- identifying growth drivers such as location, airline passenger traffic growth and other factors;
- reviewing future supply prospects;
- conducting competition analysis including performance data sourced from third parties;
- running benchmarking analysis using our tools;
- undertaking detailed investigation of the product by the product team to ascertain upside opportunities and capex requirements;
- review of profit and loss statement and preparation of pro-forma profit and loss and cash flow statements; and
- completing sensitivity analysis for key variables.

Track record

Our core strategy of acquisition and turnaround is predicated on creating (a) post acquisition premium positioning by upgrading product and service configuration; (b) operating arbitrage using asset management tools and economies of scale; (c) financial discipline and (d) partnering with the most appropriate hotel operator for the most accretive brand. This has allowed us to build a capital-effective model for aggregating our portfolio, which has a low cost per key relative to a sample of 20 hotels spread across hotel segments which were completed between 2010 and 2015 *(Source: JLL Report*).

Our presence across key large operators and multiple hotel segments gives us the flexibility to offer the right product to the target customer base. Our relationship with multiple hotel operators also gives us the opportunity to associate with the optimal brand based on the target demographic.

Intellectual Property

We have registered trademarks under various classes, including under classes 43 and 35 with the Registrar of Trademarks under the Trade Marks Act, including SAMHI, SAMHI and CASPIA HOTELS. Further, the ACIC SPVs have also made applications seeking registration of trademarks under various classes, including KOMATOSE and SG. See "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – Our***

inability to protect or use our intellectual property rights may adversely affect our business." on page 59.

Environmental Matters

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, and have adopted a Social, Environment, Health and Safety Policy.

We are focused on energy and resources conservation measures. We have implemented solar water heating systems and central building automation systems at certain properties. We have also set up energy-efficient variable refrigerant flow based air-conditioning units, heat pumps to transfer energy gained in air-conditioning to heat water for showers and kitchens, and motion detection sensors to reduce our energy consumption levels.

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 – Internal Risk Factors – Risks Related to Our Business – We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise and labor laws and certain reporting requirements prescribed by the Reserve Bank of India ("RBI"). Any non-compliance with, or changes in, regulations and reporting requirements applicable to us may adversely affect our business, results of operations and financial condition.***" on page 49.

Awards and Accreditations

Over the years our hotels have received several awards and accreditations, including the following:

Hotel Name	Awards
Hyatt Place Gurgaon Udyog Vihar	• "Best Business Hotel of the year" as part of Travel and Lifestyle Leadership Awards presented by Lonely Planet in 2017
Hyatt Regency Pune	• "Best Sunday Brunch" by Travel+Leisure India as part of its Delicious Food Awards 2019 for The Café, Hyatt Regency Pune • "Trip Advisor Certificate of Excellence" in 2019 • "Times Food & Nightlife" Award for Best Italian in Premium Dining for La Terrazza (Pune) in 2018 and 2019 • "Times Food & Nightlife" Awards for Best All-day Dining in Premium Dining for The Café (Pune) in 2018 and 2019 • "Times Food Awards" for Best Café in Fine Dining for Gourmet Avenue (Pune) in 2017
Fairfield by Marriott Bengaluru Rajajinagar	• "Highest Management Positions Filled Internally" for the second quarter of 2019 in the APEC Region by Marriott International • "3rd Quarter Most Improved Internet guestVoice Score" as part of the 2019 Asia Pacific IT Awards by Marriott International • "Forecast Accuracy" for first quarter of 2018 in the APEC Region by Marriott International • "Highest Reduction in Carbon" for the second quarter in the APEC region by Marriott International in 2017
Four Points by Sheraton Ahmedabad	• "Gold Level" Certification as part of Healthy Hotel Certification by Marriott International in 2018
Renaissance Ahmedabad Hotel	• "Best Debut Hotel in Gujarat" as part of Gujarat Tourism Awards in 2019 • "Times Food Awards – Best Tea Lounge – Premium Dining" for Mill & Co (Ahmedabad) in 2019 • "Times Food Awards – Best Pan Asian – Premium Dining" for Kuros (Ahmedabad) in 2019
Fairfield by Marriott Sriperumbudur Hotel	• "Most improved Maintenance and Upkeep guestVoice Score" for the first quarter of 2019 in the APEC Region by Marriott International • "Best New Hotel of the year" in the Mid-Markets Hotel Segment by HICSA in 2019
Holiday Inn Express Chennai OMR Thoraipakkam	• "Certificate for Operations Excellence" by IHG for outstanding contribution to half-yearly operation metrics in 2019
Holiday Inn Express Gurugram Sector 50	• "Certificate of Operations Excellence" by IHG for outstanding contribution to half-yearly operation metrics
Hyatt Place Gurgaon Udyog Vihar	• Certified with ISO 22000:2005 for food management system by Intertek Certification Limited

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act, 2013. We did not incur any CSR expenses for the six months ended September 30, 2022 and the Financial Years 2022 and 2020. Our CSR expenses amounted to ₹1.90 million for the Financial Year 2021.

Insurance

We maintain insurance policies that are customary for companies operating in our industry. Our insurance policies are in respect of buildings and equipment (including plate glass insurance) covering losses due to fire and special perils (and incidental losses), burglary, electrical or mechanical breakdown, money insurance and allied perils. We also maintain directors' and officers' liability insurance, workmen compensation policies and health insurance for our employees. For further details, see "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – 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 and financial condition.***" on page 56.

Employees

As of September 30, 2022, we had 1,933 permanent employees at our hotels. The following table sets forth the company wise split of our employees as of September 30, 2022:

Particulars	Number of Employees
Barque Hotels Private Limited	315
SAMHI Hotels (Ahmedabad) Private Limited	281
Caspia Hotels Private Limited	276
Argon Hotels Private Limited	283
Ascent Hotels Private Limited	261
SAMHI JV Business Hotels Private Limited	209
Our Company	190
SAMHI Hotels (Gurgaon) Private Limited	118
Total	**1,933**

We also engage contractual labor at our hotels primarily for rooms, food and beverage and hotel administration functions. As of September 30, 2022, we had 424 contract employees at our hotels.

In addition to compensation, that includes both salary and allowances (including performance linked bonuses), we provide our employees other benefits which include employee stock options, insurance coverage, medical reimbursements and annual leave.

Competition

The hospitality industry in India is intensely competitive. Our hotels are in the Upper Upscale and Upscale, Upper Mid-scale and Mid-scale hotel segments, and are spread across 12 key urban consumption centers across India. As a result, we compete with large multinational and Indian companies, as well as regional and local companies in each of the geographies in which we operate. We experience competition from chain affiliated and independent hotels in the segments in which we operate, as well as certain hotels in the Upper Upscale and Upscale and Mid-scale segments. More recently, the competition in the hospitality industry has increased with the emergence of other institutional players who are acquiring hotels. For details, see "***Basis for Offer Price – Comparison with listed industry peers***" and "***Industry Overview – Hospitality Sector Overview – Hotel Industry Landscape in India***" on pages 125 and 178, respectively.

Our success is largely dependent upon our ability to compete in areas such as room rates, quality of accommodation, brand recognition of our hotel operators, service level, location of the property and the quality and scope of amenities at our hotels, including food and beverage facilities. See "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – The hospitality industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.***" on page 46.

Immovable Properties

Our registered office is located at Caspia Hotels Delhi, District Centre Crossing, Opposite Galaxy Toyota, Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088 and is owned by our Subsidiary, Argon. Our Company has leased the premises where our registered office is situated from Argon, pursuant to an agreement dated December 9, 2022, which is currently valid until December 8, 2032.

Our corporate office is located at 14th Floor, Building 10 C, Cyber City, Phase II, Gurugram, Haryana 122 002. We have taken our corporate office on a lease basis from DLF Cyber City Developers Limited, pursuant to a lease deed valid for a period of three years from October 1, 2020.

At present, we own 15 hotels which are located on freehold land owned by us (excluding certain floors that form part of one of our hotels in Hyderabad which are on a 60-year long term lease). Further, 10 of our hotels are located in buildings which have been leased to us by third parties with the terms of such leases varying from 20 to 35 years, with the exception of one of our leases, which is valid for 99 years. In respect of our under-development hotels, we own the land on which Holiday Inn Express Kolkata Rajarhat is being commissioned.

INDUSTRY OVERVIEW

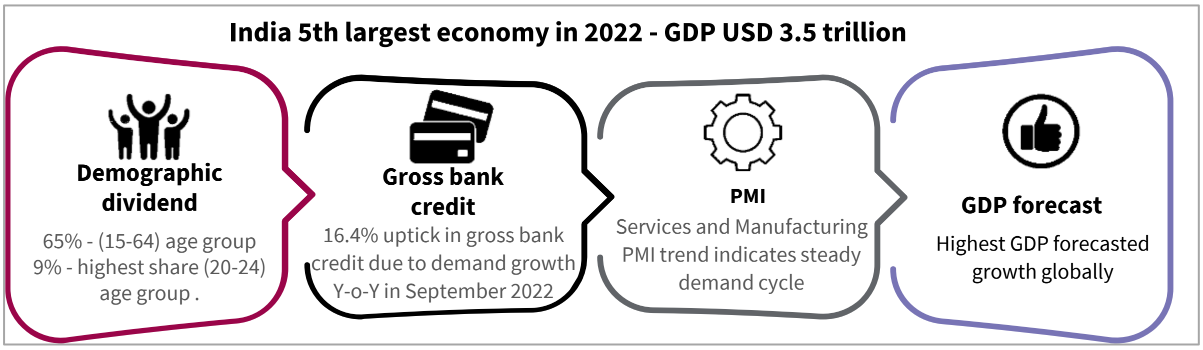
*Unless otherwise specified, the information in this section is derived from a report titled "India Hospitality Industry Overview" dated February 28, 2023, prepared by Jones-Lang LaSalle Property Consultants (India) Private Limited ("**JLL**"), which has been exclusively commissioned and paid for by our Company in connection with the Offer (the "**JLL Report**"), pursuant to a letter agreement, dated December 19, 2022. A copy of the JLL Report will be made available on the website of our Company at http://www.samhi.co.in/pdf/industryreport.pdf from the date of filing of the Red Herring Prospectus until the Bid/Offer Closing Date. The data included in this section includes excerpts from the JLL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Offer), that have been left out or changed in any manner.*

*Unless otherwise indicated, all financial, operational, industry and other related information derived from the JLL Report and included herein with respect to any particular year, refers to such information for the relevant financial year. For further details and risks in relation to commissioned reports, see "**Risk Factors – Internal Risk Factors – Risks Related to Our Business – This Draft Red Herring Prospectus contains information from third party industry sources, including the JLL Report, which has been exclusively commissioned and paid for by our Company solely for the purposes of the Offer.**" on page 58.*

Indian Economy Overview

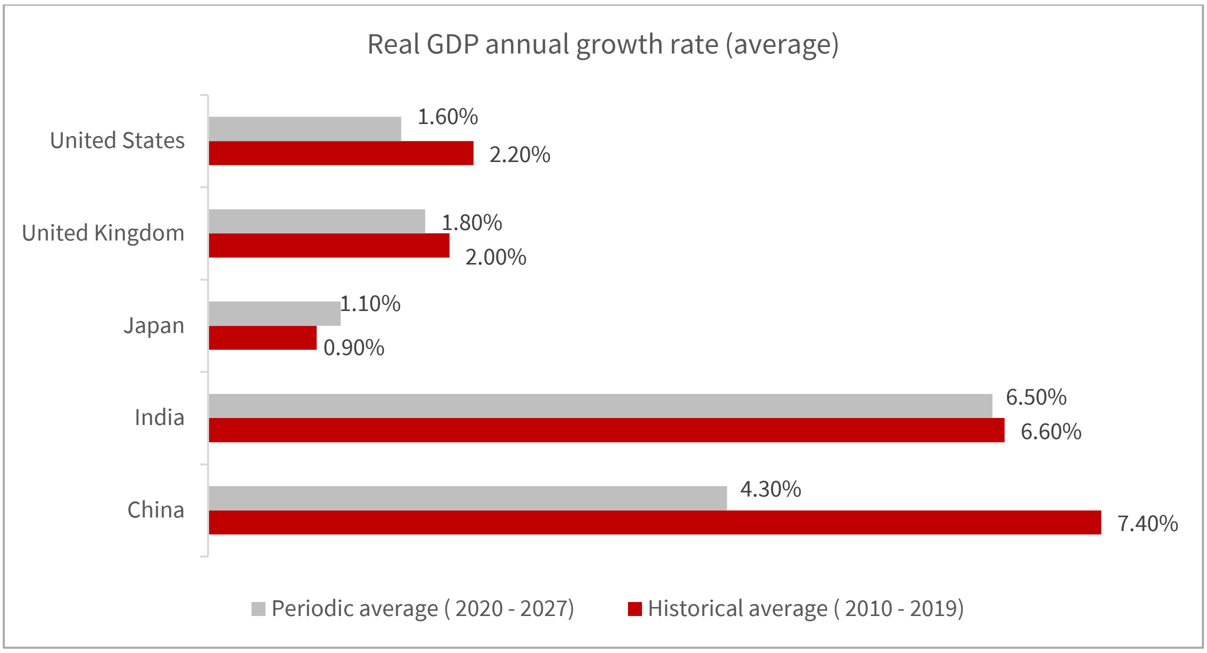
Robust recovery and strong growth fundamentals ahead

<u>**India's growth trajectory**</u>



The Indian economy has made rapid strides to now become the fifth largest economy in the world with a GDP of US$3.5 trillion. The economy has made a sharp recovery in the post-pandemic period with most of the leading indicators now clearly deep in the recovery upcycle. The country's demographic dividend continues to give it the requisite young working population relevant for enhancing economic output across growth industries and giving the country the edge in its technology and innovation journey. The strong domestic demand fundamentals from its large middle-class base and access to cheaper credit in recent times has also resulted in an uptick of gross bank credit which signifies increasing capital investments. Key leading indicators like the Purchasing Managers' Index for both services and manufacturing, are also in the expansion phase.

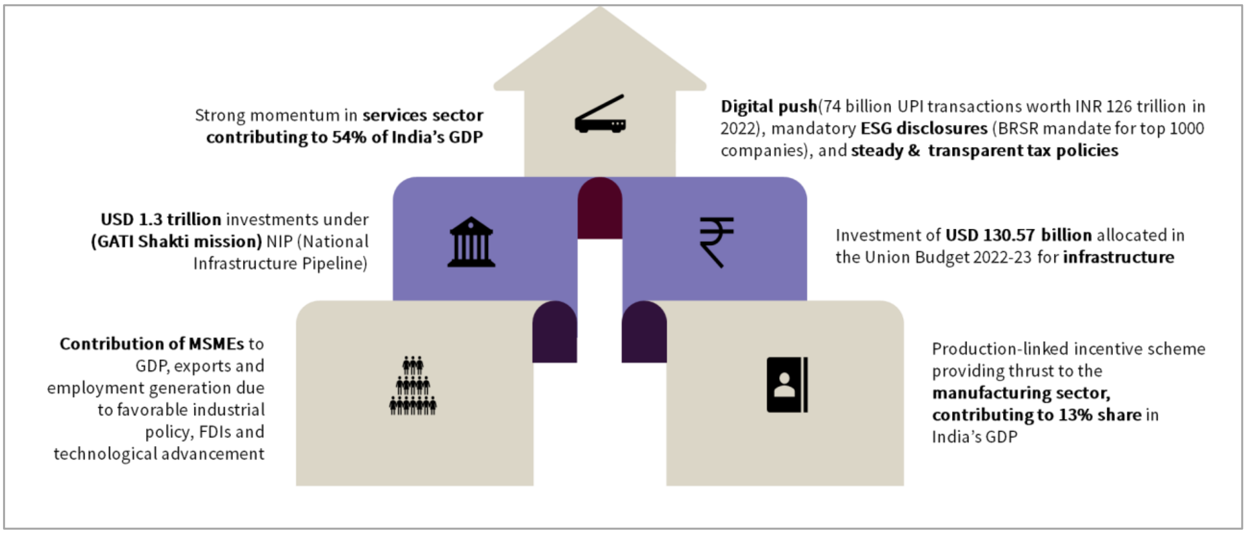
Real GDP annual growth rate (Average)



Source: International Monetary Fund

As the global economy has opened up post the COVID-19 pandemic, rising demand and supply chain disruptions have caused a rise in inflation. India has not been left untouched and saw its consumer price index levels rise and stay consistently above the RBI's target band of 4% +/- 2% through 2022, which ultimately saw a reversal in India's monetary policy towards a hike in interest rates. Some moderation toward the end of the year is likely to provide headroom for slower growth in interest rate hikes and thus support growth. The industrial production index which had picked up as well was also impacted by slowing global demand and rising costs, and declined during the same time period in 2022.

Drivers for economic growth

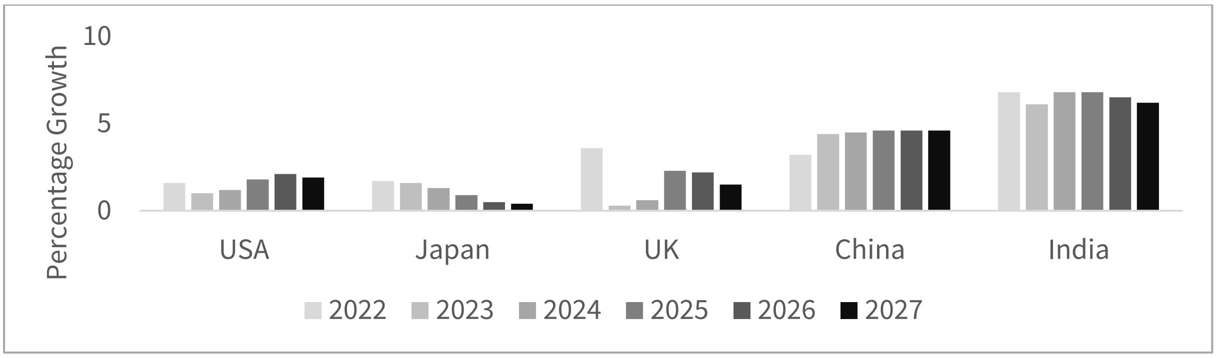


Source: RBI, India Union Budget, Economic Survey, National Payments Corporation of India (NPCI)

India has the highest GDP forecasted growth globally

Over the next decade, JLL expects India to follow the growth trajectory navigated by China in 2007, backed by improving export competitiveness along with existing robust services export. India's central bank has retained its GDP forecasts at 7.2 % despite the current global headwinds and inflationary pressures. While the higher oil prices and elevated inflation due to supply chain issues are likely to prolong recovery, fundamentals for the Indian economy remain strong. Key policy measures with a sustained focus on making India a manufacturing and innovation hub have now put India firmly on the path of being the fastest growing economy globally for the next five-year period compared to other leading economies.

GDP Growth Forecasts for Key Countries



Source: International Monetary Fund

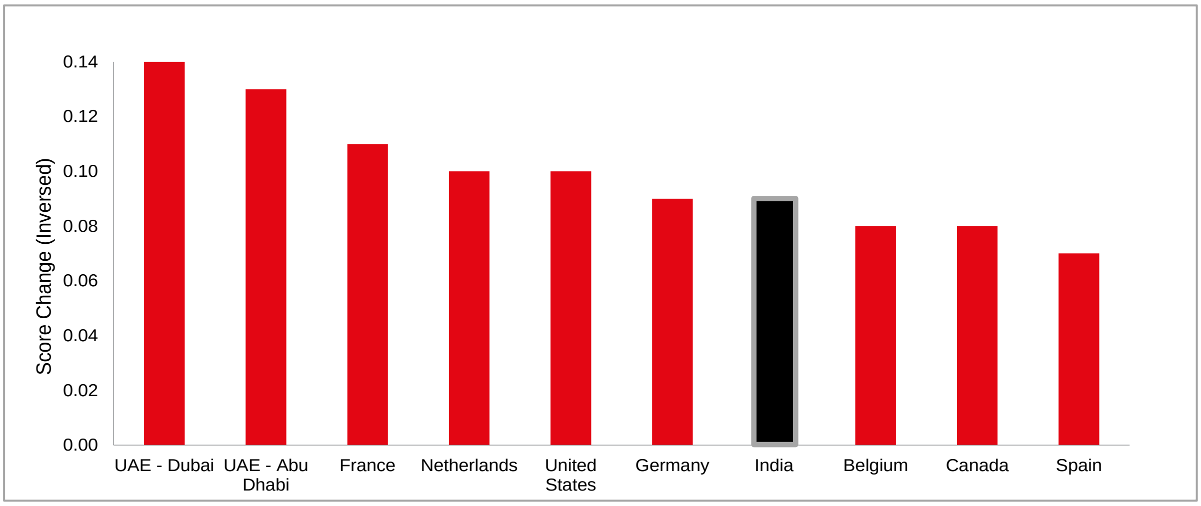
Creating multi-dimensional global trade and manufacturing – India's share in global FDI is rising

India's share in global FDI is rising due to international firms de-risking their manufacturing operations through the China-plus-one policy and changing global geo-political equations. FDI equity inflows in India during Financial Years 2021 to 2022 was US$58.8 billion. The construction sector was the recipient of the third highest FDI after computer software and hardware, and services sector.

India stands at the cusp of becoming 'transparent'

India is amongst the top ten most improved countries in JLL's Global Real Estate Transparency Index (GRETI[1]) 2022 and now stands at the cusp of entering the 'transparent' category. In fact, the country was among the top global improvers across regions and was the most improved amongst all Asia-Pacific countries for the second time in a row.

Top transparency improvers, 2020-2022



Source: JLL Global Real Estate Transparency Report, 2022

India's improvement in its composite transparency score between 2020 and 2022, was higher than some of the top ten transparent markets such as UK, Australia, Canada, Ireland, Sweden, New Zealand, Belgium and Japan.

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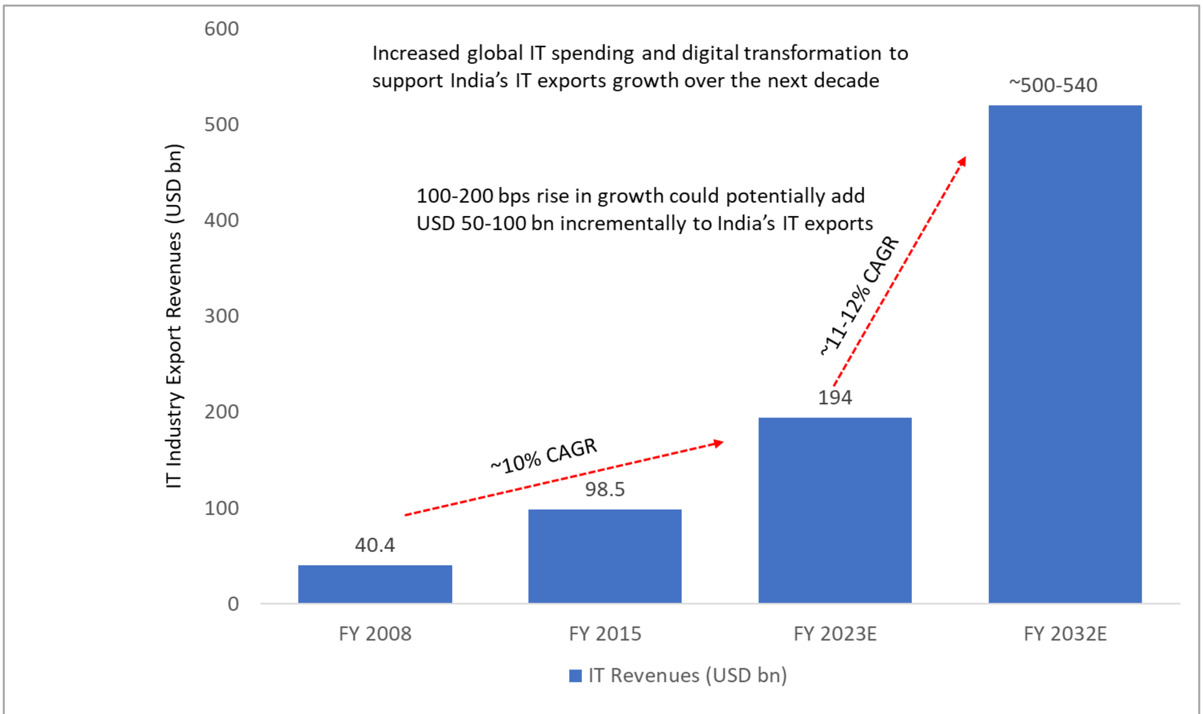
[1]*GRETI, produced jointly by JLL and LaSalle Investment Management, has been charting the evolution of real estate transparency across the globe since 1999. Updated every two years, this 12th edition of GRETI is based on a comprehensive survey of the availability and quality of performance benchmarks and market data, governance structures, regulatory and legal environments, transaction processes and sustainability instruments in 156 cities across 94 countries and territories.*

Digitisation leading to improvement in data availability for transactions as well as overall market fundamentals, a developing REIT market and new sustainability regulations have been key to India's push in transparency.

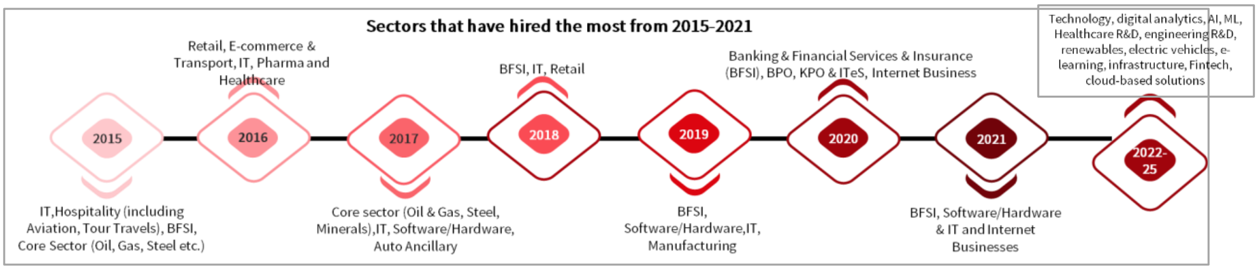
Robust growth in Indian IT exports by 2032 to be a big driver for job creation

Indian IT exports are expected to keep their growth momentum intact and record robust growth over the next decade as well, on the assumptions that domestic IT giants will continue to improve their market share in the global outsourcing story and offshoring and outsourcing trends globally will remain traction oriented. India's competitive advantages in terms of its tech and digital infrastructure, relatively affordable talent pool and IT costs and overall office infrastructure will be the major enablers of India's continued growth in IT services sector.



Source: NASSCOM & JLL Research

Rising prosperity key to change in economic status



Source: India Skill report 2021, AICTE & UNDP

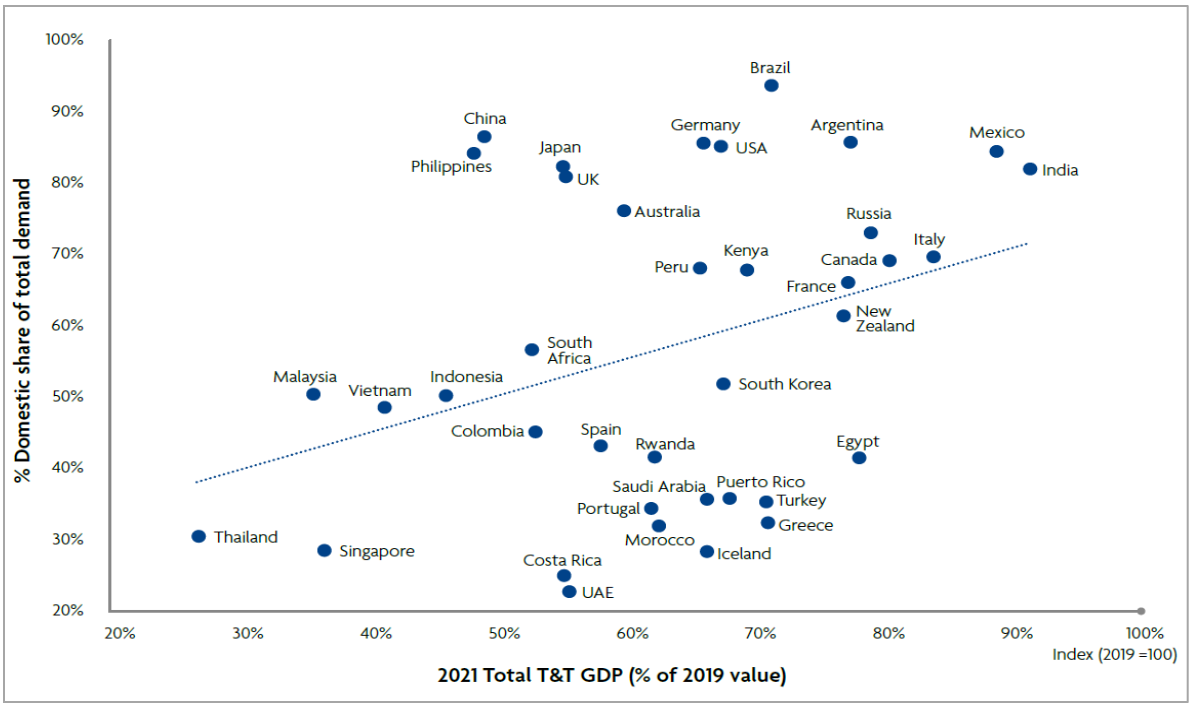
With higher job creation and opportunities in the services sector, income levels would improve over the next decade. Job creation in the manufacturing sector will also need skilled workforce, which would result in improving income levels. Considerable improvement in literacy and schooling, and attainment of higher education, skills and vocational education in the country would create a robust and skilled workforce. Increasing prosperity levels and an overall steady business sentiment will have a cascading effect on all the consumption related sectors including retail, hospitality, FMCG, travel and leisure, thereby giving a boost to all the economic parameters.

Travel and Tourism in India

Overview

The Indian travel and tourism sector's contribution to the GDP in 2021 was valued at US$178 billion, which accounted for 5.8% of the GDP. The total contribution was up by over 43% in comparison to the previous year and is almost 85% of the sector's contribution to the GDP during 2019. Of this, almost 95% of the total travel and tourism spend can be attributed to domestic demand which was up by over 50% in comparison to the previous year and the remaining 5% can be attributed to the international market. Travel and tourism are the third largest foreign exchange earners for India, and the Indian tourism industry is anticipated to grow at an annual rate of 10.35% between 2019 and 2028, reaching a total value of US$512 billion by 2028.

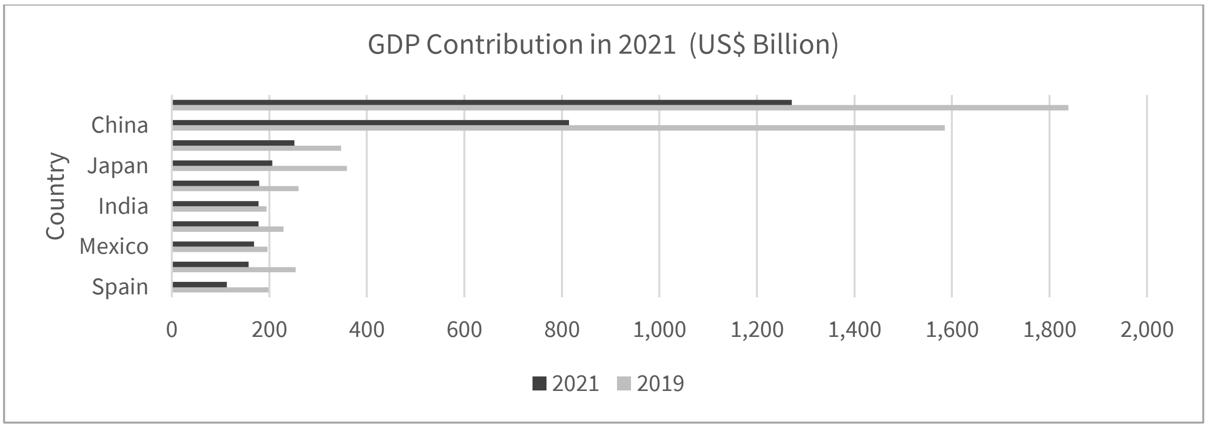
Total Travel & Tourism GDP (2021 relative to 2019) versus the domestic share of total demand



Source: WTTC's 'Economic Impact 2022: Global Trends' Reports

As per the World Travel and Tourism Council's (WTTC) Global Economic Impact Trends 2020 report, India ranked 10th in comparison to global markets in terms of travel and tourism GDP contribution with US$194 billion, reflecting a 5% increase in comparison to the previous year. India also ranked 1st among all the countries in the world for the highest number of jobs created in the travel and tourism industry between 2014 and 2019 with a total of 6.36 million jobs.

GDP contribution in 2021 (US$ billion)

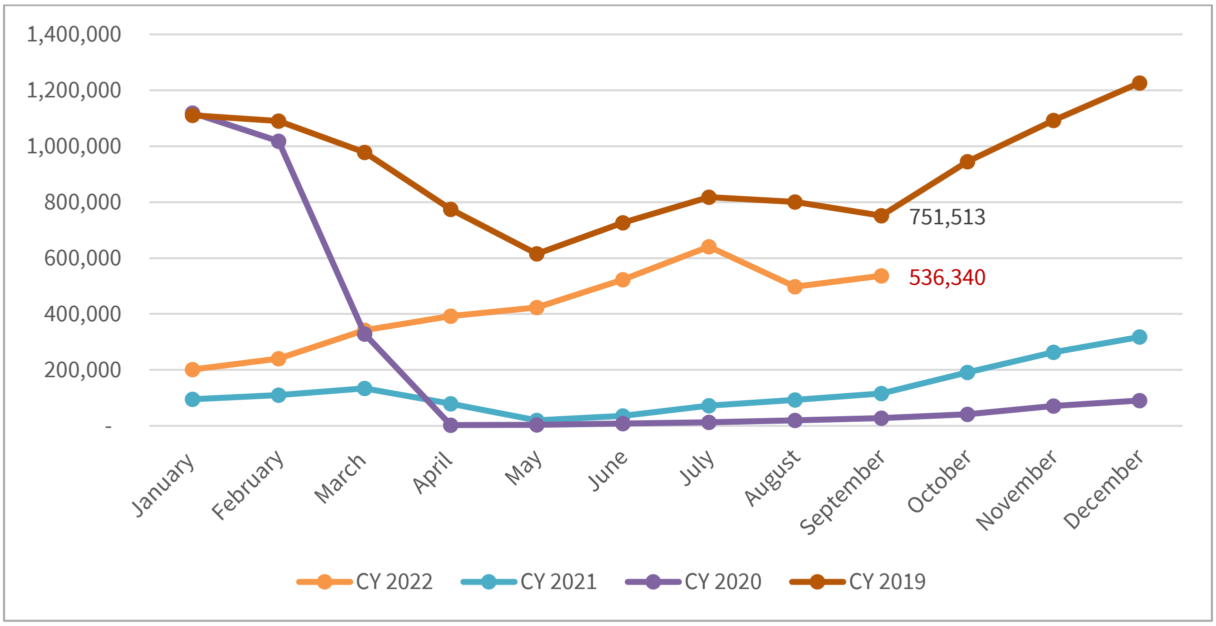


Source: WTTC's 'Global Economic Impact Trends 2020' and 'Economic Impact 2022: Global Trends' reports

In terms of domestic spend value, India occupied the 4th place with US$151.11 billion in comparison to the top 20 global markets for 2021, as against US$155.8 billion for 2019 occupying the 6th place for the same markets. Leisure and business travel spending in India is projected to increase by two folds by 2028 in comparison to 2019. Business travel spending for 2019 was recorded at US$12.84 billion and is projected to reach US$24.2 billion by 2028.

While domestic tourism was the first to recover since the third quarter of calendar year 2022 and continues to perform well, foreign tourist arrivals show significant recovery in comparison to the last two years and are moving closer to 2019 figures.

Month-wise foreign tourist arrivals in India



Source: India Tourism Statistics 2022

Foreign exchange earnings from tourism in India are also on the path to recovery in comparison to previous years. Month-wise foreign earnings have shown an upwards trajectory and will be further supplemented by the increasing number of FTAs in India. Fully vaccinated foreign tourists have been allowed entry in India since November 2021. In calendar year 2022, India reported a total of 6.19 million FTAs with a four-fold increase over the previous year. With the removal of restrictions since December 2022, JLL anticipates faster recovery in the international passenger arrivals in India.

As per WTTC's forecast, by 2032, India will have the 3rd largest travel and tourism contribution to the GDP, worth US$457 billion. In the same period, the sector is also likely to generate over 126 million more jobs globally, with almost 65% concentrated in the Asia-Pacific region, with 20% in India. In 2020, the Indian tourism sector accounted for 8% of the total employment in the country, which translates to almost 40 million jobs. This figure is expected to reach about 53 million by 2029.

Government initiatives

From 2020 to 2021, the Indian government introduced several programmes across various ministries to support and expedite the recovery of the domestic travel and tourism industry. The Ministry of Tourism (MoT) rolled out various proposals to strengthen ancillary tourism facilities by enabling new tourism businesses through policies, building infrastructure aimed at facilitating and encouraging tourism, and year-round and all-India vehicular permits, all of which have collectively had a significant impact on boosting tourism demand.

In June 2022, the MoT launched the National Strategy for Sustainable Tourism and Responsible Traveller Campaign with a view to establish India as a preferred global destination for sustainable tourism. The mission is to achieve this by increasing the economic, social and environmental benefits by building an inclusive, low-carbon and resilient tourism sector in India.

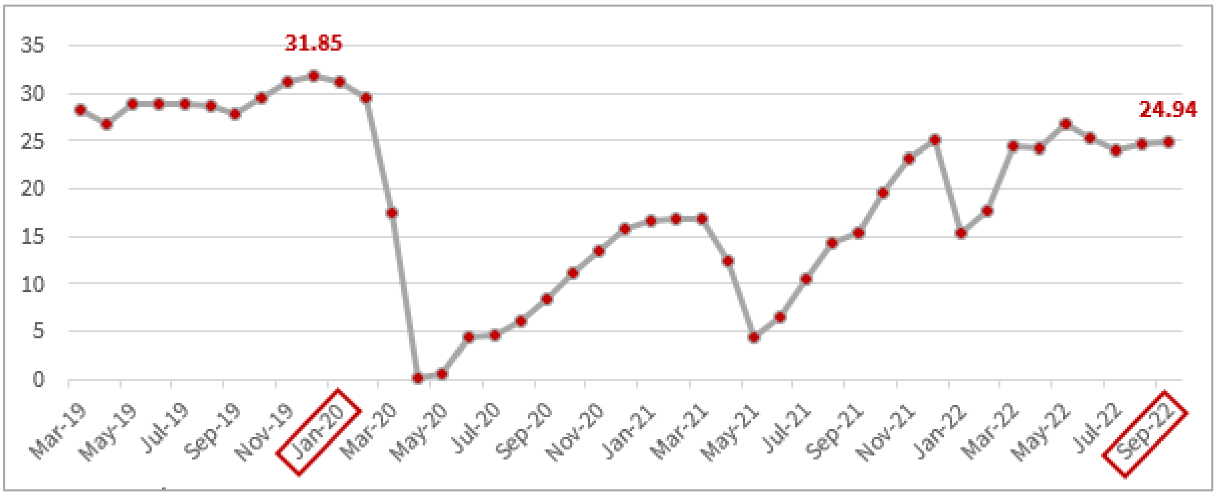
In July 2022, the MoT released the Draft National Tourism Policy of 2022 which focuses on the growth and development of the tourism sector in India to ensure a "world-class" experience for tourists in a sustainable manner. Through the consolidation of efforts by the local, State, and Central governments, the policy aims at attracting private sector investment while making India a year-round tourist destination. The policy will be applicable for the next 10 years and targets 25 million international tourist arrivals and 4 billion domestic tourist visits by 2030, increasing to 100 million and 15 billion respectively by 2047. The overall goal of the policy is to achieve US$1,000 billion in tourism GDP by 2047.

Air passenger traffic overview

The Indian aviation market reached its record high in 2019 and after a three-year impact on account of the COVID-19 pandemic restrictions, is on the path to a full recovery after the last two years. As one of the largest aviation markets in the world as of December 2022, IATA's forecasts suggest that India will have the third largest volume of air passenger traffic by 2024. With a total of over 80 operational airports and over 100 more in the pipeline, the Airports Authority of India has set aside a budget of over ₹900,000 million for the upcoming airport development to further boost air travel as of February 2022. The Government has stated its objective to promote harmonised growth of various sub-sectors of aviation such as airlines, airports, cargo, maintenance repairs and overhaul services (MRO), general aviation, aerospace manufacturing, and skill development, among others. There is a strong focus on making air travel more affordable to allow significant expansion of the total addressable market for aviation.

Average monthly air passenger traffic in India during the Financial Year 2020 was recorded at approximately 28.5 million. This figure dropped to 9.6 million for the Financial Year 2021 due to the COVID-19 pandemic and started recovery with 15.8 million by the Financial Year 2022. Monthly traffic data for the first half of the Financial Year 2023 has only been increasing month on month and is 136% more than the air passenger traffic recorded for the first half of the Financial Year 2022 and approximately 10% behind the first half of the Financial Year 2020.

<u>Total Passengers Monthly (In Million)</u>



Source: AAI

From the Financial Year 2013 to the Financial Year 2020, the passenger load factor for the domestic aviation segment witnessed a CAGR of 2% while the available seat kilometres grew by a CAGR of 11% and the revenue passenger kilometres grew by 13%. Air passenger volume between the Financial Year 2014 and the Financial Year 2020 has more than doubled for most key cities, resulting in healthy growth rates. Key urban consumption centres in India where SAMHI Hotels has a presence in, i.e., Ahmedabad, Bengaluru, Chennai, Coimbatore, Delhi, Goa, Hyderabad, Kolkata, Mumbai, Nashik, Pune and Vishakhapatnam, account for over 70% of the total air traffic for the country.

<u>Air traffic data comparison</u>

Source	Financial Year 2020 (in million)	Year-to-date September 2022 (Financial Year 2023) (in million)
India	341.1	150.0

Key Urban Consumption Centres	245.0	104.4

Source: AAI

Upcoming airports as well as planned upgradations and expansions across the following cities, especially in Pune, Bengaluru, Delhi, Noida, Hyderabad, Goa, Coimbatore, Chennai and Mumbai will only further boost the volume of passengers. Key airport projects under the national infrastructure pipeline for the Financial Years 2019 to 2025 include:

India airport expansions

Airport Name	Stage
Pune Airport Development	Development
Navi Mumbai Airport Pre-Development	Development
Bengaluru Airport Expansion	Development
Delhi Airport Expansion	Implementation
Jewar Airport Development	Development
Hyderabad Airport Expansion	Implementation
Coimbatore Airport Expansion	Conceptualization
Mopa Airport Development	Development
Chennai Airport Upgradation	Implementation

Source: JLL Research

Office Stock and Commercial Market Overview

The top seven cities in India have a total office stock of 697.2 million square feet as of September 2022, which is likely to increase by 26% to a total of 880.5 million square feet by 2025. The growth of the office market (CAGR of 7.5% between October 2022-2025) is indicative of the growth in the broader economic activity, India's continued dominance as a services-driven economy and rapid urbanization.

Also, as per JLL's estimates, India holds an average 49% share of net absorption in the entire Asia-Pacific region from 2019 till September 2022 and was among the handful of countries globally where net absorption was positive even during the COVID-19 pandemic period, outlining the continued resilience and strength of its office markets.

Office market statistics for key Indian cities

Key Indian cities office stock supply

City	Current Completed Stock as of September 2022 (mn sq ft)	% Share of Total Completed Stock	Upcoming Supply (Q4 2022-2025F) (mn sq ft)	% Share of Total upcoming supply	CAGR % Growth (Q3 2022-2025)
Bengaluru	187.0	26.8%	43.1	23.5%	6.6%
Hyderabad	102.7	14.7%	51.1	27.9%	13.2%
Pune	75.0	10.8%	24.2	13.2%	9.0%
Gurugram	88.3	12.7%	18.5	10.1%	6.0%
Mumbai	146.9	21.1%	28.9	15.8%	5.7%
Chennai	69.3	9.9%	12.8	7.0%	5.4%
Kolkata	28.0	4.0%	4.9	2.7%	5.1%
Total	**697.2**		**183.5**		**7.5%**

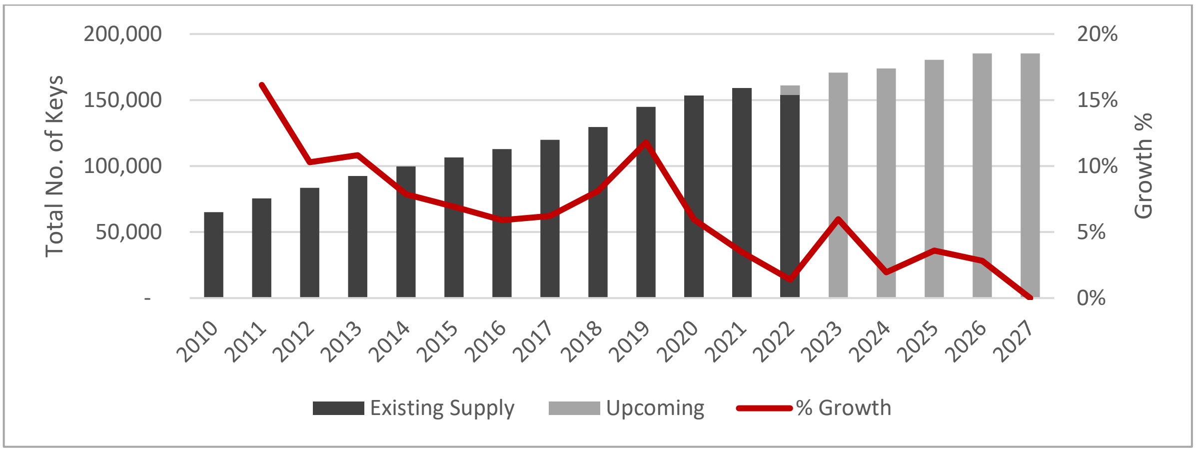
Source: JLL Research & REIS, September 2022

Hospitality Sector Overview

Hotel industry landscape in India

As of September 2022, India has over 350,000 keys including branded hotels, independently run hotels and aggregators. Of this, the current branded inventory market size as of September 2022 stands at ~150,000. The overall market size is still small especially relative to the size & growth of the office market. The table below indicates the branded inventory supply from 2010 onwards.

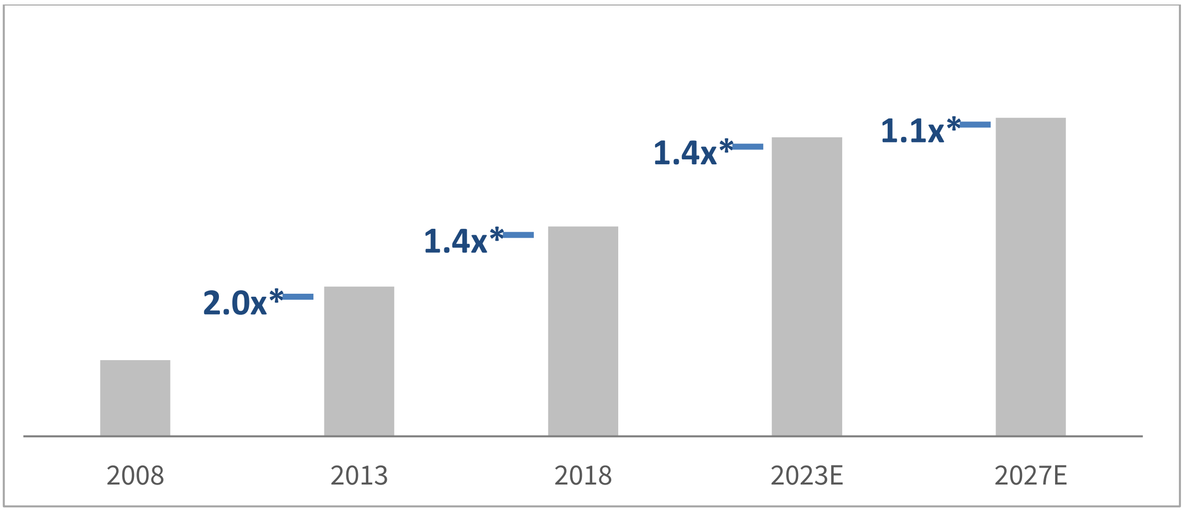
India hotels branded inventory overview as of December 2022



Source: JLL Research

Over the last decade, the branded segment in India has recorded maximum growth in comparison to the other segments and accounts for 40% of the total inventory. Subsequent to a low base with a large supply pipeline in the market between the Financial Year 2008 to the Financial Year 2013, the hotel inventory supply in India has now transformed to a large base with a stable supply, resulting in better capacity utilisation, and facilitating higher occupancy levels. This also insulates core markets from any new supply shocks given the relative high base of existing supply. The table below indicates the growth in branded inventory from 2008.

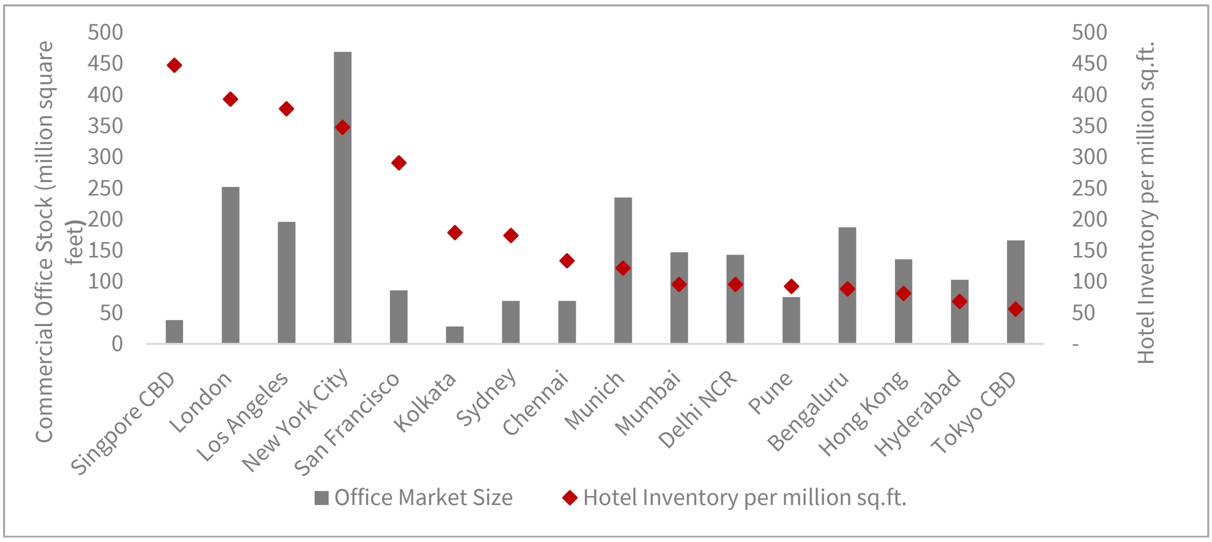
India branded hotel supply (number of keys)



**Refers to growth multiples of the previous Financial Year.*
Source: JLL Research

Despite an increase in inventory over the past decade, hotel supply across key Indian cities lags office demand and market size as compared to global peers. The table below highlights hotel inventory per million square feet across key commercial markets globally. As seen below, Indian hospitality sector is yet to achieve the hotel inventory vis-a-vis commercial stock ratio as seen in business districts across global mature markets thus showing material headroom for further supply absorption without impacting capacity utilization (i.e., Bengaluru at 88 rooms per million square feet of office space materially lags mature markets such as Singapore, London and New York at 447, 393 and 348 rooms per million sq. ft. respectively).

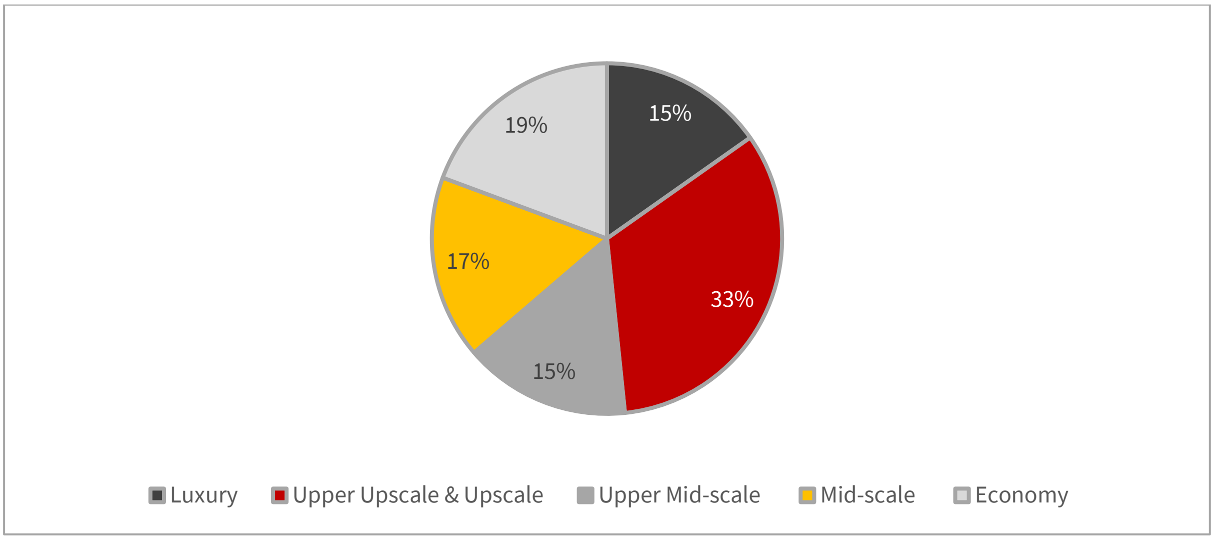
Benchmarking Indian cities to global counterparts in terms of office market size (million sq. ft.)



Source: JLL Research & REIS, September 2022

Indian cities have emerged as one of the largest office markets globally as is visible in terms of office market size in the table above, benchmarking the key Indian office markets against their global counterparts. Bengaluru, Mumbai, Delhi NCR and Hyderabad are now amongst the top 10 markets in terms of size and performance compared to key global cities. Furthermore, in terms of new absorption between 2014 and 2020, Bengaluru, Delhi NCR, Mumbai and Hyderabad have highest net absorption amongst all key global cities as of September 30, 2022 as per JLL Research.

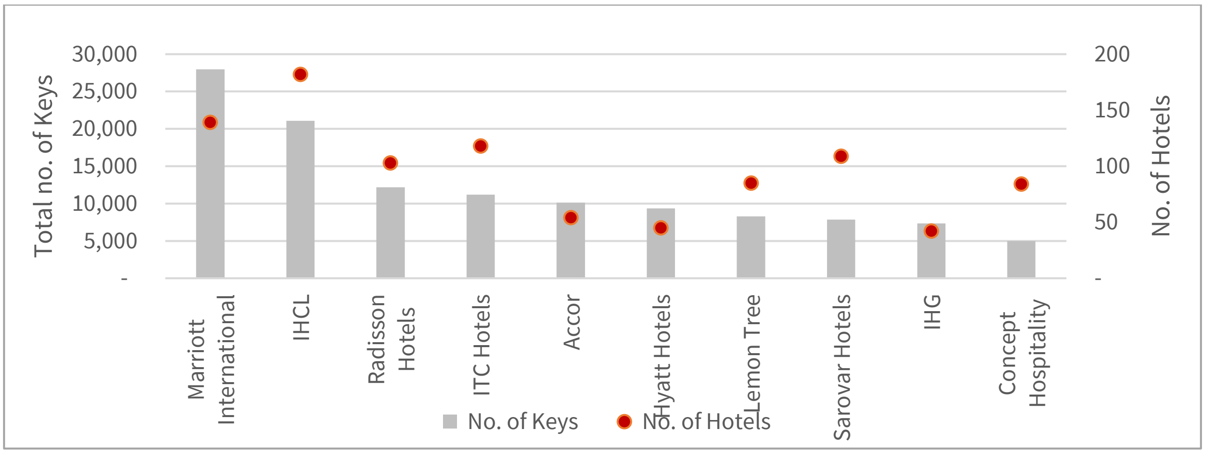
India branded inventory segmentation



Source: JLL Research

Across India, the top 10 hotel brands by operating inventory size manage over 120,000 keys which account for over 75% of the total branded inventory in India, as of September 30, 2022. Of this, Marriott International operates the largest volume of branded inventory in the country with over 27,000 keys, accounting for almost 25% of the total inventory under the top 10 followed by IHCL with almost 20% of the share, as of September 30, 2022.

Top brands by operating inventory



Source: JLL Research

The top 12 hotel owning entities in India by inventory size own over 18,000 keys which account for approximately 10% of the total branded inventory in India, as of September 30, 2022. The top four companies with 22,799 keys are "owner operators" i.e., they only own hotels which are branded by their brand (and in addition manage hotels for other owners on management contract/ franchise). Amongst owners who own hotels operated under multiple brands, SAMHI Hotels operates the largest volume of diversified branded inventory at different price-points and with established brands catering to a broad set of demand. Their presence spreads across more than 12 high-density, key urban consumption centres in India, all of which collectively account for 70% of the country's air passenger traffic and 90% of the office space in India as of September 2022. SAMHI Hotels is a prominent branded hotel ownership and asset management platform in India, with the third largest inventory of operational keys (owned and leased) in India as of February 28, 2023. Their hotels are strategically located in high-density micro-markets, which generally have high barriers-to-entry due to land acquisition complexities, long development time frames, and fragmented ownership structures.

As of February 28, 2023, the portfolio comprises 3,839 keys of which almost 43% is operated by Marriott International. SAMHI Hotels is also the largest owner of Fairfield by Marriott and Holiday Inn Express operating inventory in India, as of February 28, 2023.

This inventory will be supplemented by 962 keys from the ACIC Portfolio under SAMHI Hotels' share purchase agreement with Asiya Capital and its affiliates (the "**ACIC Portfolio**"), making SAMHI Hotels the largest single owner of Marriott inventory in India with over 43% share of the Fairfield by the Marriott brand and over 30% share of the Four Points by the Sheraton brand, as of February 28, 2023.

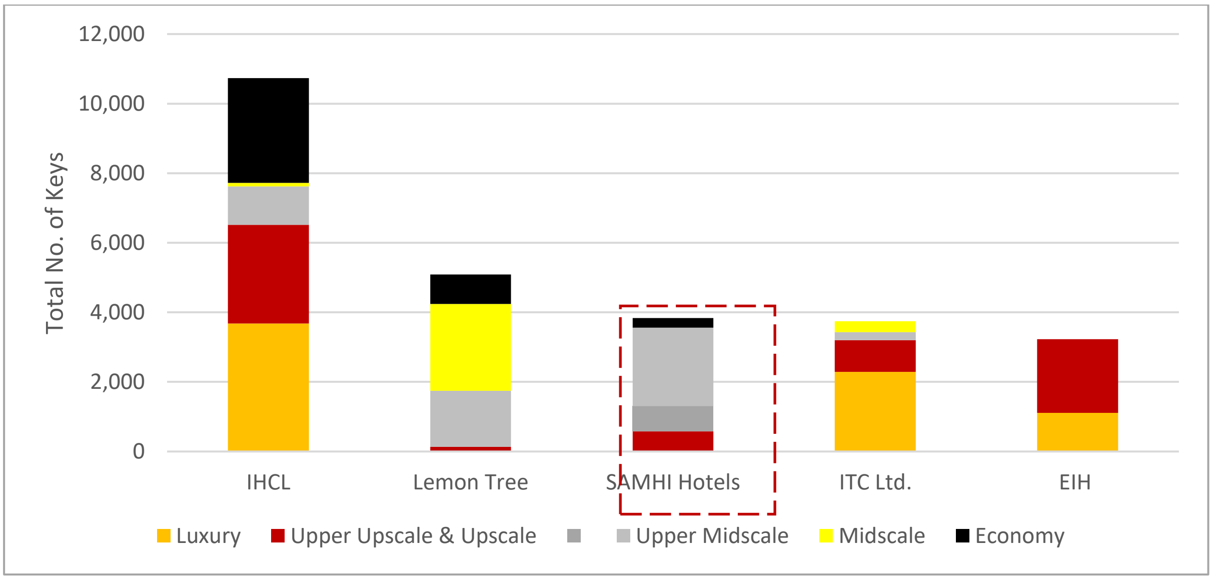
Inventory distribution of Mid-scale hotels under Marriott International & IHG

Brand Name	As of February 28, 2023			
	SAMHI Hotels	ACIC Portfolio	Total Hotels in India	SAMHI Hotels' Share
Fairfield by Marriott	7	3	23	43.48%
Four Points by Sheraton	1	3	13	30.77%
Marriott Consolidated	11	6	83	20.48%

Brand Name	As of February 28, 2023		
	SAMHI Hotels	Total Hotels in India	SAMHI Hotels' Share
Holiday Inn Express	10	14	71.43%
IHG Consolidated	10	40	25.00%

Source: JLL Research

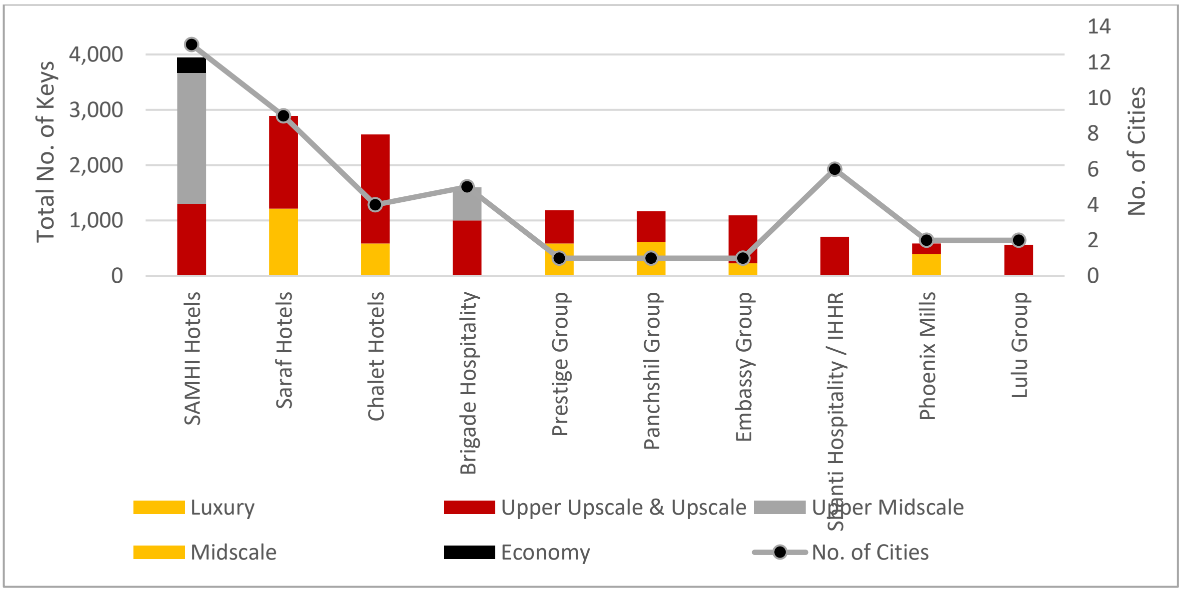
Inventory classification for owner-operators vis-à-vis SAMHI Hotels



Source: JLL Research

The graph above indicates the operating inventory owned by entities such as the Indian Hotel Company (IHCL), Lemon Tree Hotels Limited, ITC Limited and East India Hotel Limited, as of September 30, 2022, which are owner operators and operate this inventory only under their brands. The graph below indicates the inventory owned by top hotel owners in India in terms of room count, who operate their inventory under various brands, as of September 30, 2022. When compared to both categories, SAMHI Hotels is the third largest hotel owning entity in India in terms of total number of owned / leased keys, as of February 28, 2023.

Inventory classification by ownership



Source: JLL Research

While traditionally, hotel owning companies in India grew predominantly through greenfield developments, SAMHI Hotels acquired a large number of hotels to rapidly scale up their operations, becoming one of the fastest growing hotels owning entities in India by number of keys added per year to their portfolio in comparison to listed hospitality companies in India, as of September 30, 2022. They have strategically invested in hotels which are well connected to key transport facilities and have well established social and residential infrastructure.

Within 12 years of commencing operations, SAMHI Hotels became India's third largest hotel owner by number of keys and has added approximately 295 keys to its portfolio per year as of September 30, 2022, making them

India's fastest growing hotel owning entity by number of keys added per year in the last decade, as of September 30, 2022.

As of the first half of the Financial Year 2023, most listed Indian hotel companies derive their revenue primarily from leased and owned hotels vis-à-vis income from management contracts and franchises.

SAMHI Hotels' Upper Upscale and Upscale hotels, which contributed 46.82% of their total income for the six months ended September 30, 2022, are supported by markets with high density demand in cities such as Bengaluru, Hyderabad, Ahmedabad and Pune. These cities are expected to demonstrate strong growth in airline passenger traffic and premium office space absorption, which is expected to benefit the overall demand base for its hotels. Their dominant position among the Upper Mid-scale and Mid-scale brands in India also offers significant growth opportunities due to their relevant price positioning and limited dependence on international travellers.

Revenue distribution of listed Indian hotel owning companies for the first half of the Financial Year 2023

Company Name	Country of Incorporation	Total Income (in Million)	Ownership Income Share (% of Total Revenue)
The Indian Hotels Company Limited	India	INR 25,510	93.8%
Lemon Tree Hotels Limited	India	INR 3,897	96.1%
Chalet Hotels Limited	India	INR 4,531	100.0%
SAMHI Hotels Limited*	India	INR 3,540	100.0%
The ACIC Portfolio^	India	INR 924	100.0%

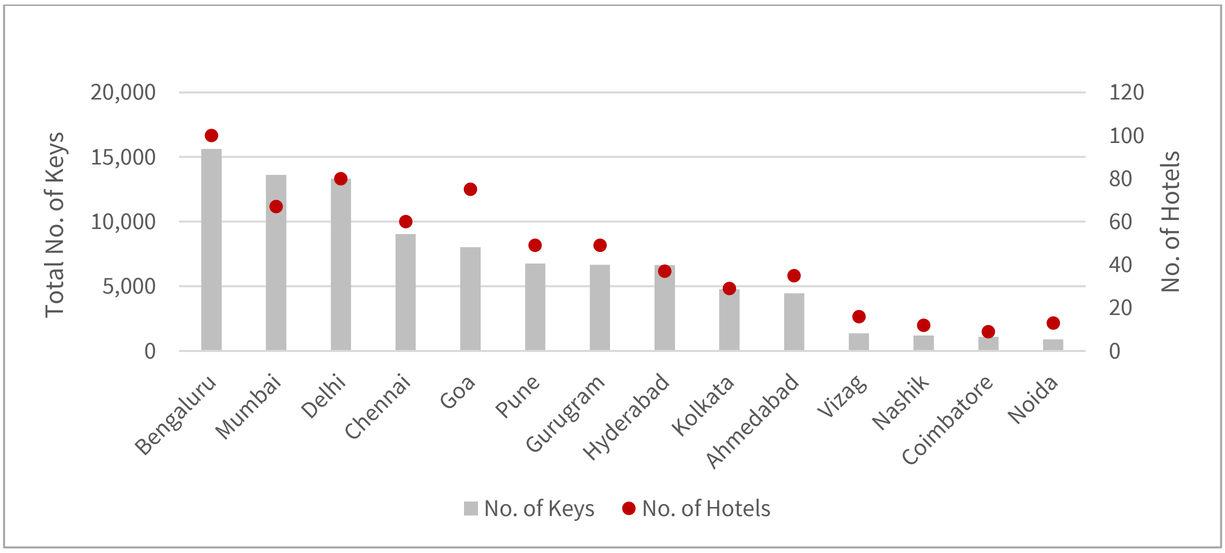
Source: JLL Research

Notes:
**SAMHI Hotels Limited is not listed on any stock exchange as of the date of this report.*
^The companies under the ACIC Portfolio are not listed on any stock exchange as of the date of this report.

Inventory distribution

Major metros and urban consumption centres account for over 150,000 keys as of September 2022. Of this, over 90,000 keys fall under the branded category. As of September 30, 2022, Bengaluru has the highest number of hotel and branded operating inventory (more than 16,000), followed by Mumbai (more than 13,500) and then Delhi (more than 13,000). It may be noted that the size of the hotel market has broadly followed the size of the commercial office market across key Indian cities. The table below shows the number of hotels and total inventory supply by city, as of September 30, 2022.

City-wise inventory and number of hotels

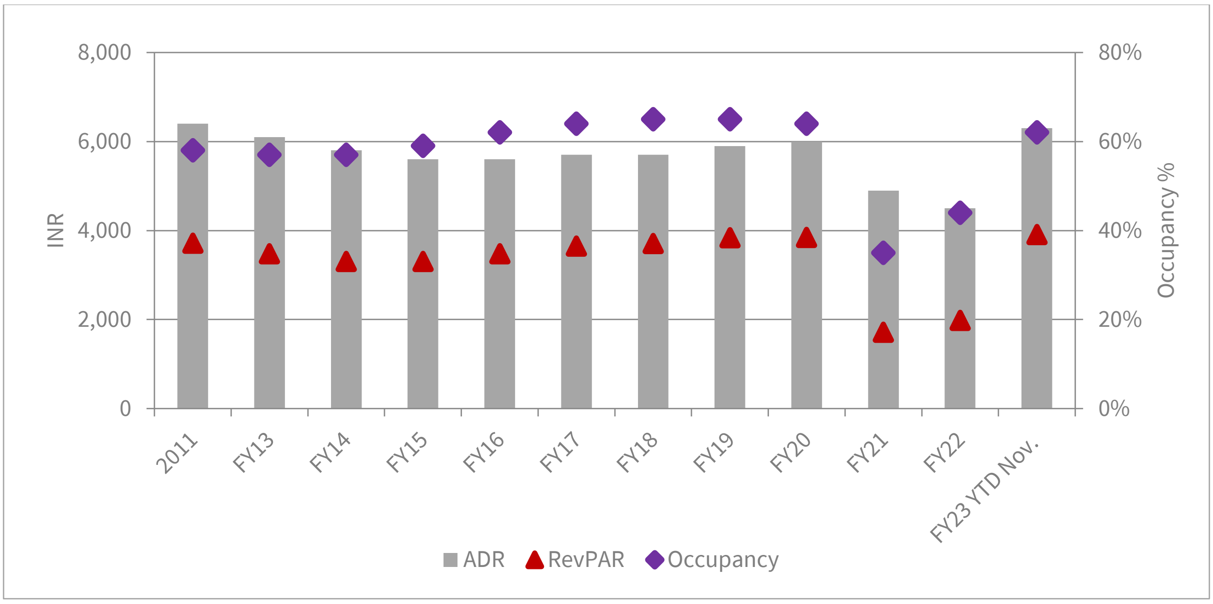


Source: JLL Primary Research

Industry Performance Overview

2011 witnessed the highest percentage growth in inventory influx over the last decade, resulting in stabilising occupancy levels for the next few years to come. From the Financial Year 2015 to the Financial Year 2019, occupancy and RevPAR levels continued to grow steadily as supply stabilised and demand continued to grow across major metropolitan cities and key leisure markets. The table below demonstrates the overall India performance from 2011 onwards.

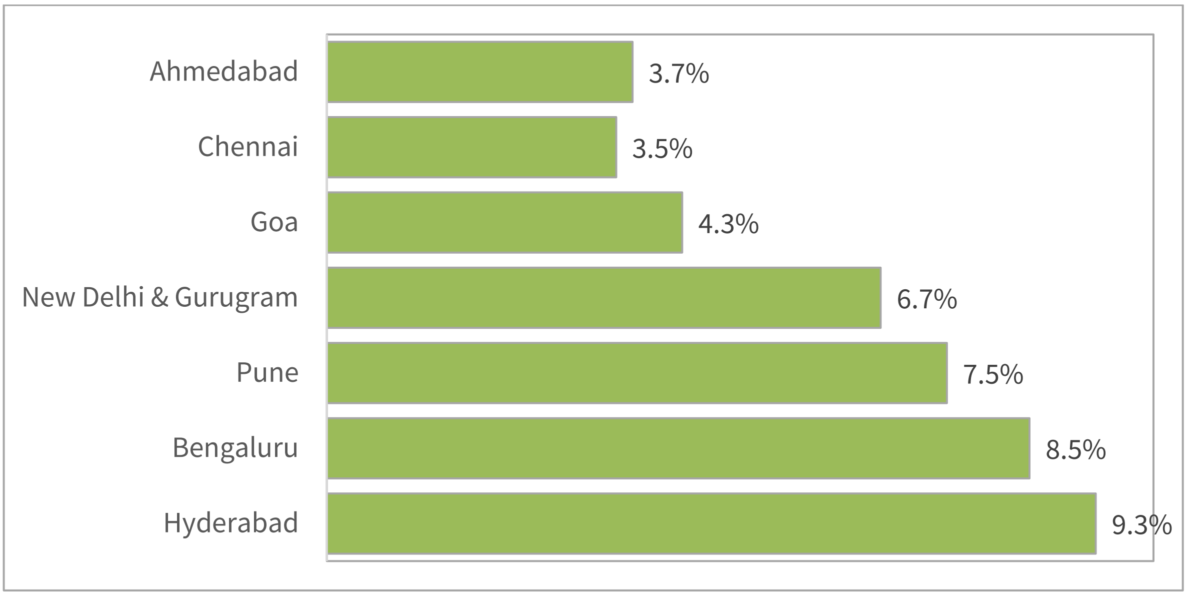
<u>India country-wide performance</u>



Source: JLL Primary Research

Typically, the hotel sector witnesses a stronger second half as compared to the first half. However, this seasonality is seen more in the leisure hotel segment rather than in business hotels.

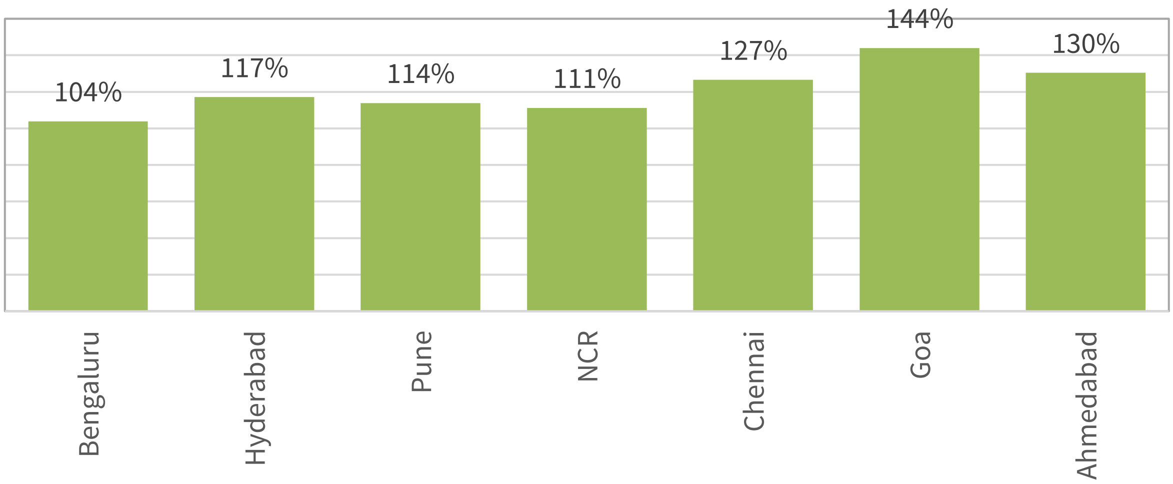
<u>RevPAR growth between 2016 and 2020 in 2020 in key Indian cities</u>



Source: JLL Primary Research

The industry was severely interrupted by the COVID-19 pandemic in the Financial Year 2021 and the Financial Year 2022. With the majority of the population fully vaccinated and the complete opening up of all travel by the first half of the Financial Year 2023, performance of hotels across India started to improve and recover. RevPAR across segments in India has shown a health recovery as of year-to-date November, 2022 (Financial Year 2023) with most cities outperforming 2019 levels. Given a well-established supply base, low new supply across key markets and continued demand growth, further improvement in average room rates is expected in the hospitality industry in India.

RevPAR recovery during the first half of the Financial Year 2023 over the Financial Year 2020



Source: JLL Primary Research

Pre and Post the Covid-19 Pandemic - Business Overview

Occupancy levels for the overall branded hotel segment in India are gradually inching towards the pre-COVID-19 pandemic levels. While several key markets have surpassed all previous performance, the Indian average occupancy as of September 2022 is just a few points shy of 2019's figures.

With the opening up of all travel, first half of the Financial Year 2023 saw the return of corporate travel, company off-sites and overall business travels as well. Large scale meetings, incentives, conferences and exhibition events made a comeback in 2022 with September 2022 witnessing the highest number of events in a month since the onset of the pandemic. Leisure travel continues to enjoy year-round domestic demand and witnessed a quick recovery in the third quarter of the Financial Year 2021.

The wide acceptance of digital connectivity and remote employment has resulted in an increased length of stay across select markets, diminishing the business impact of traditional market seasonality on hotels. Through the course of the pandemic, hotel companies have also streamlined expenses to achieve leaner staffing ratios and rationalised cost structures with a stronger focus on profitability.

On the whole, the pandemic has not only triggered a definite shift in guest preferences and consumer patterns but has also established consolidation as the key theme for the expansion of the branded industry. With a renewed focus on repositioning, rebranding, mergers and joint ventures, hotel companies, developers and other opportunistic investors are taking a more cautious approach, thus inching towards a more financially and environmentally sustainable industry.

Development cost

Hotels are capital heavy investments with a long gestation period as compared to other real estate asset classes. The hotel construction costs for greenfield assets are heavily dependent upon a hotel's positioning, inventory size, location, and complexity of services. The development costs can also vary by land cost, facilities mix, overall built-up area, and debt/ interest ratios.

While good demand conditions prevail, rising material costs and supply chain issues have become a cause of concern for realtors and stakeholders. Key building materials like steel, cement, and labor charges are facing inflationary pressures. As a result, hotel development costs have seen an increase as compared to pre-pandemic costs.

The average period of construction of a hotel varies from three to five years depending upon the positioning of the hotel. A budget hotel takes three years to construct whereas a luxury hotel on average takes four to five years to construct and become operational.

Cost per key summary as per hotel positioning

Positioning	Industry Development Cost / Key (₹)	SAMHI Hotels (₹)
Luxury	25.0 - 30.0 million	N.A.
Upper Upscale and Upscale	12.0 - 18.0 million	11.95 million
Upper Mid-scale	7.0 – 9.0 million	5.72 million
Mid-scale	5.0 - 7.0 million	2.35 million

Source: JLL Research

Given the recent trend of conversions and repositioning of existing assets, the key strategies typically encompass the acquisition and turning around of hotels by (a) post acquisition premium positioning by upgrading product and service configuration; (b) operating arbitrage using asset management tools and economies of scale; (c) financial discipline; and (d) partnering with the most appropriate hotel operator for the most accretive brand. This approach has allowed companies such as SAMHI Hotels to build a capital effective model for aggregating their portfolio which has a low cost per key relative to a sample of 20 hotels spread across the Mid-scale to Upper Upscale and Upscale segments which were completed between 2017 and 2022.

Indian Hotel Segmentation

Existing Segmentation

Branded and independent hotel supply is segmented across five key segments, namely, Luxury, Upper Upscale and Upscale, Upper Mid-scale, Mid-scale and economy. Certain terms, which are used for classifying and categorizing hotels, are listed below:

Hotel Segments	Description	Star Rating
Luxury	Typically refers to the topmost tier of hotels. In India, these would generally be classified as five-star deluxe hotels.	5 Star Rating
Upper Upscale and Upscale	These are hotels which are more moderately positioned and priced than Luxury hotels. This category would have multiple dining and recreational facilities with large public areas. In India, these would generally be classified as five-star hotels.	5 Star Rating
Upper Mid-Scale	These hotels are full-service hotels, typically with lesser public areas and facilities with relatively smaller room sizes in comparison to Upper Upscale and Upscale hotels. In India, these would generally be classified as four-star hotels.	4 Star Rating
Mid-scale	These are usually three-to-four-star hotels with distinctly moderate room sizes and pricing. Hotels in the category may have select services and facilities.	3-4 Star Rating

Hotel Segments	Description	Star Rating
Economy/budget	These are typically two-star hotels providing functional accommodations and limited services, while being focused on price consciousness.	1-3 Star Rating

Source: JLL Research

Manpower

The hospitality industry is currently adapting to the new world order where the transformation of culture, people, technology, and organizational processes are amalgamating and progressing rapidly. The revamping of the workforce is real, and the leadership is changing forms. Well-defined new-age values and shared beliefs will ultimately augment profitability and shall replace archaic management structures.

Our research indicates that internal alignments and collaborations with key stakeholders will play a critical role in achieving greater heights in business. The COVID-19 pandemic has forced all the industries to innovate and re-imagine all the existing processes which are likely to last beyond the era of social distancing. From simpler check-in experiences to more efficient energy management systems, most of these changes will stay and break the chain of traditional service and operational standards.

The last two years have given industry leaders enough time to re-evaluate the long-established standards of human capital management and have helped them move towards leaner and more efficient staffing models. Broader and more-interesting jobs will lead to stronger employee engagement and possibly even higher wages and leaner staffing structures.

Staffing ratios comparison – Industry vis-a-vis SAMHI Hotels

	Upper Upscale and Upscale	Upper Mid-scale	Mid-scale
Industry Average	1.1 - 1.3	0.60 - 0.80	0.40 – 0.60
SAMHI Portfolio	0.94	0.61	0.29

Source: JLL Research

SAMHI Hotels' lean manpower ratios across segments has been achieved due to their investment in technology to manage hotels, space efficiencies and shared services centres which has enabled them to achieve higher profitability and one of the lowest staffing ratios amongst peers, as of September 30, 2022, by controlling staffing costs and overheads.

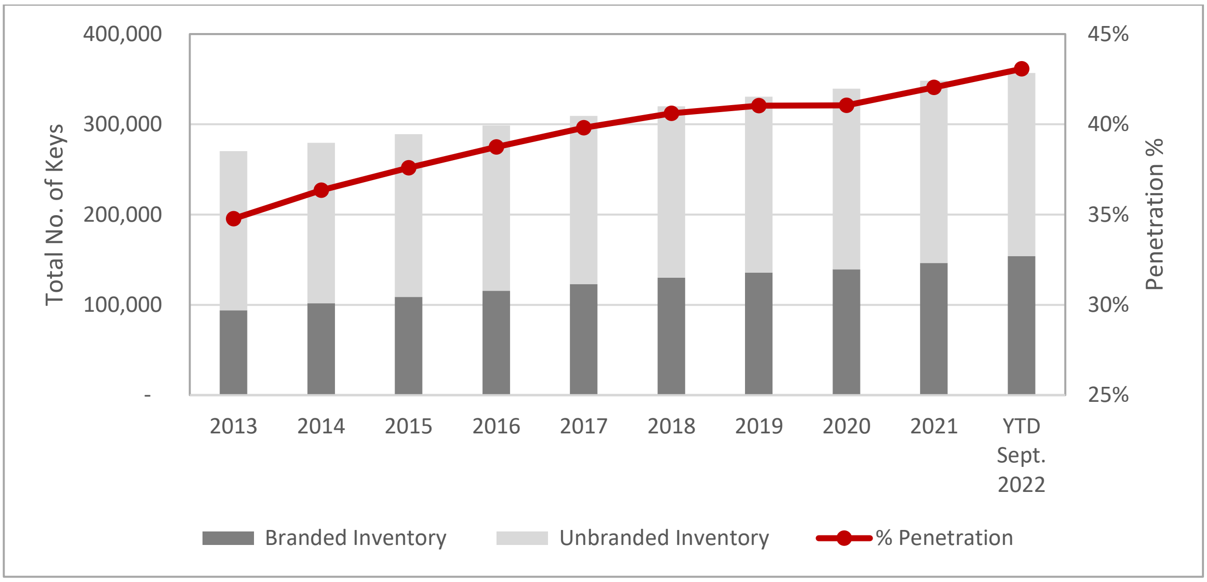
Hotels across all market positionings are evidently keeping busy and are intensively trying to improve their overall business margins. However, attrition continues to be a sore point, more so in the post COVID-19 pandemic era. While the industry witnessed massive job cuts during the pandemic, now with markets fully opened and new hotel projects revived, the gap between demand versus supply of talent, continues to widen.

As per research, the average annual employee attrition in India across the branded hotel segment is 36% for the calendar year 2022. Although for the industry, employee attrition at the executive level is at 20% for the calendar year 2022, however at the staff/rank and file level it is reported to be at 42% for the calendar year 2022. (*Source – The People Network*)

Brand penetration in India

The Indian hotel industry is largely unorganized and has one of the lowest brand penetration rates in comparison to other key markets in the Asia-Pacific region. However, brand penetration in India has been on an upward trajectory since the calendar year 2013 and has steadily increased year on year, despite the COVID-19 pandemic. As of September 2022, brand penetration in India stands at 43% which is the highest in the last decade and yet is considerably lower than other comparable markets in the region.

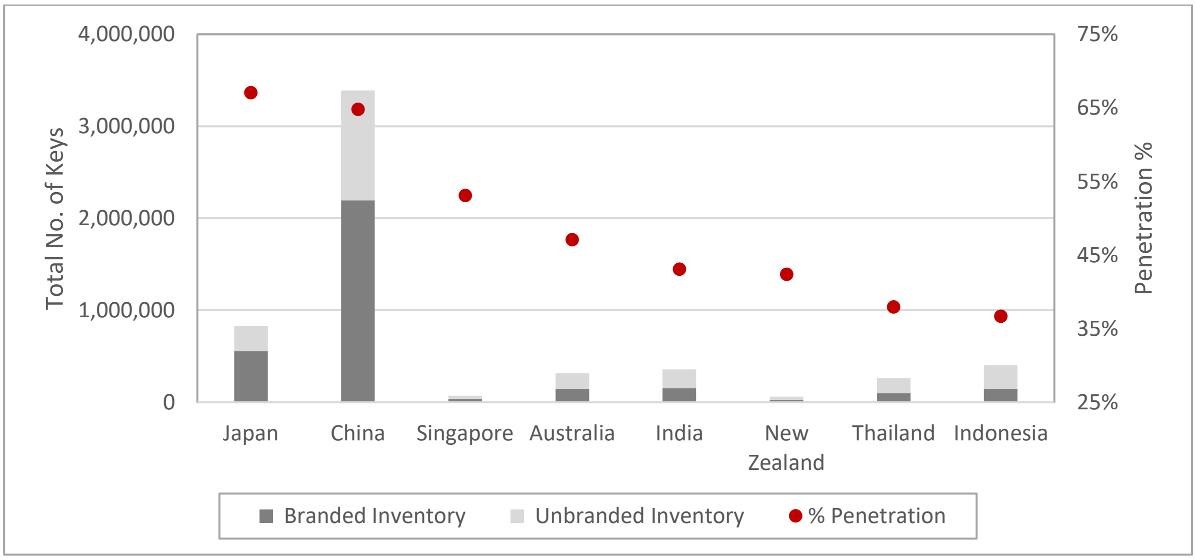
Year-on-year growth for brand penetration in India



Source: JLL Research

In the Asia-Pacific region, China accounts for 60% of the total inventory with over 2 million keys in the branded segment followed by Japan with approximately 15% of the total key count and over 550,000 keys in the branded segment, as of September 30, 2022. India ranks third in terms of the absolute number of keys in the branded segment across comparable markets listed in the graph below and comprises about 6% of the total inventory for the same section as of September 30, 2022.

Brand penetration comparison of India versus Key APAC markets



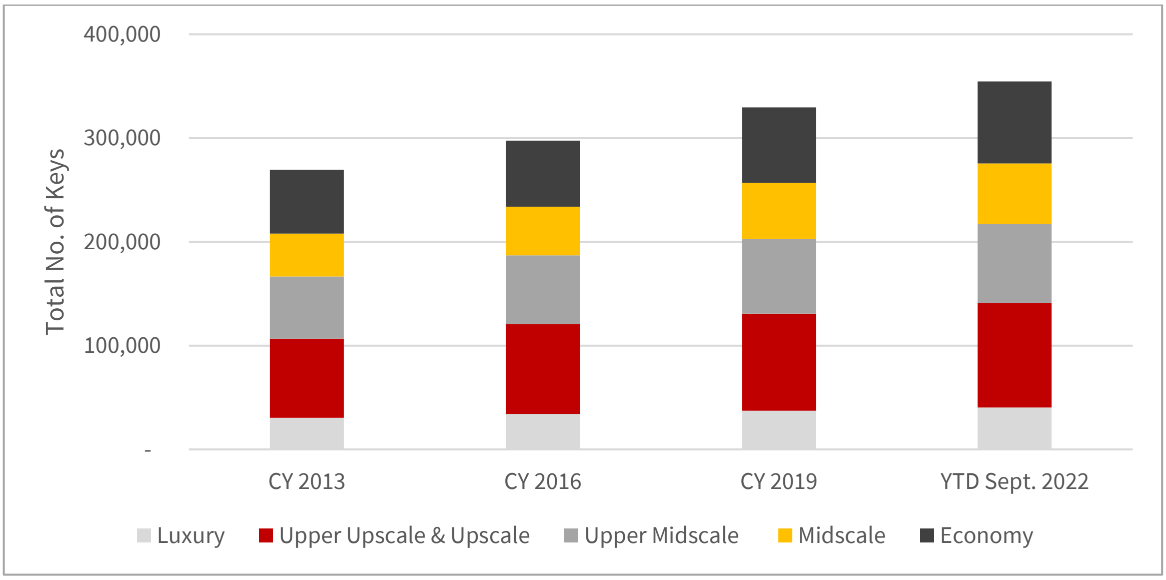
Source: JLL Research

India's low share of organized keys and brand penetration makes a case for the need of institutional ownership in the hotel sector. The fragmented nature of the industry will continue to offer consolidation opportunities which the Indian hotel market is currently witnessing. The recent past has witnessed a large number of conversions of independent inventory into the branded segment either through change in ownership or rebranding through management contracts and/or franchises.

Investment outlook

The hotel inventory growth rate in India has been increasing at a diminishing rate in comparison to previous years. With the significant rationalising of new developments, mature as well as upcoming markets are witnessing a slower growth in the pipeline than before. By virtue of high barriers to entry and a long gestation period, key cities and metro markets will see limited development activity, most likely in emerging parts of the city.

<u>Historical inventory growth in India</u>



Source: JLL Research

The inventory growth graph across 3-year intervals demonstrates a wide pool of quality inventory which has been established over the last decade in India.

Almost 60% of the total hotel inventory in India lies in the unbranded segment as of September 30, 2022. In terms of key count, this accounts for nearly 170,000 keys as of September 30, 2022 in the ecosystem, which are primarily owner operated with locally trained staff and are distributed via limited digital and offline sources. The ebb and flow of the COVID-19 pandemic over the last few years has caused a significant shift in consumer choices across segments and has also resulted in hotel companies recalibrating their business decisions with a renewed focus on flexibility and continuity.

Since the onset of the COVID-19 pandemic, for reasons of safety and consistency, guest sentiments have echoed stronger faith in well-established, branded hotel chains. Equipped with larger distribution systems, better-negotiating capabilities, and established operating networks, hotel chains have also succeeded in capturing a larger domestic audience during the same period. Several global and Indian hotel operators have also launched sub-brands with the clear focus of acquiring quality, erstwhile independently operating inventory within key destinations towards swiftly building a robust pipeline.

This trend marks a shift in the nature of hotel investments and capital allocation in India, indicating a stronger preference in the acquisition of well performing, operational hotel assets across key destinations, rather than greenfield and brownfield developments. This trend in expansion strategy by hotel brands presents a mutually beneficial opportunity for owners and operators to establish a stronger foothold in the branded hotel market, while expanding the pool of quality inventory and formalising a quantum of the sector.

This change in approach towards expansion also results in the efficient use of capital and presents a more sustainable development of pipeline with the upgradation of existing facilities to cater to an already existing demand base. While newer markets require the exploration and sometimes the creation of a robust demand base, the pan-India development pipeline currently shows a clear correlation between upcoming hotel supply vis-à-vis the upcoming commercial facilities and tourism and infrastructure developments.

Hospitality Sector Outlook

The Indian hospitality industry is a direct beneficiary of economic growth in India. Rapid urbanization, expansion of office market, increasing domestic travel, low set-up costs as compared to other developed and developing economies, initiatives from the Government of India and the availability of an established talent pool provide strong demand for the sector in the foreseeable future. On the back of this surge in domestic consumption and underlying GDP growth, the Indian hotel industry is seeing strong capacity utilization in recent quarters (and in quarters preceding the COVID-19 pandemic impact in the Financial Year 2020) driven primarily by the buoyant domestic demand across all segments of hotels. With sharp increase in capacity utilization combined with negligible supply growth, hotels are seeing significant ability to yield the demand for branded hotels by re-pricing their hotels on a continuous basis to drive superior ARR growth from current levels. While material contribution from international travellers is yet to materialize, hotels in India are yet witnessing a sharp upward re-rating in performance levels driven by domestic demand and a more diversified set of customers from a diverse range of industries.

In today's context particularly, the growth and outlook for the office sector can provide some clues to the pace of performance that hotel markets can hope to see moving forward. The gross leasing volume for the office market in India from January 2022 to September 2022 was higher by 88% and 13% over the same periods in 2021 and 2020, marking the first full 9 months which were relatively health scare free, and these numbers are indicative of the Indian office market resilience. The net absorption for the nine months period ended September 2022 for 2022 was at a three-year high of 30.3 million square feet, backed by strong supply completions with healthy pre-commitments. On a quarter-on-quarter basis as well, net absorption for the quarter-ended September 2022 was up by 11% and recorded at 9.86 million square feet. The year to date September 2022 net absorption is also 90% of the corresponding number for 2019, which also recorded the highest-ever net absorption for the full year.

Moreover, India's G20 presidency comes as a mammoth boost to the hospitality sector as it presents an opportunity to establish India as a global meetings, incentives, conferences and exhibitions destination while generating significant room night demand and higher room rates, especially across key metro markets and urban consumption centres. JLL anticipates significant demand to come from the more than 200 meetings and conferences that are likely to happen in the Financial Year 2024. In light of the same, the government is also undertaking necessary initiatives to streamline visa and immigration processes to further boost inbound travel.

Given this environment, investors and operators are optimistic about the overall hospitality market potential for the near future on the back of a structural up-cycle that is projected in the years to come, driven by strong demand and stable supply, growth in discretionary spending, and rise in travel and tourism. Apart from this, the Indian hospitality market also offers low set-up costs as compared to other developed and developing economies, improving government support, and the availability of an established talent pool. The anticipated demand is likely to outpace the current supply and should the current travel momentum continue, the first half of 2023 is likely to witness steady room rates with buoyant domestic demand and increasing traction from the business sector.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain key sector specific relevant 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 public domain. 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 the 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.

For details of the material government approvals obtained by us in relation to these laws and regulations, see *"**Government and Other Approvals**" beginning on page 424.*

The Food Safety and Standards Act, 2006 ("FSS Act")

The FSS Act consolidates laws relating to food and establishes the Food Safety and Standards Authority of India ("**FSSAI**"), lays down science based standards for food articles and regulates their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI also includes specifications for food activities, flavourings, processing aids and material in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. The FSS Act also sets out, among other things, the requirements for licensing and registration of food businesses, general principles of food safety and responsibilities of a food business operator and liability of manufacturers and sellers. The FSS Act also lays out procedure for adjudication by the Food Safety Appellate Tribunal.

Further, the Food Safety and Standards Rules, 2011 ("**FSS Rules**") lays down detailed standards for various food products, which include, among others, specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels. For enforcement under the FSS Act, the 'commissioner of food safety', 'food safety officer', and 'food analyst' have been granted with detailed powers of seizure, sampling, taking extracts, and analysis under the FSS Rules. The FSSAI has also framed, among others, the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011
- Food Safety and Standards (Packaging and Labelling) Regulations, 2011
- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011
- Food Safety and Standards (Approval for Non-Specified Food and Food Ingredients) Regulations, 2017
- Food Safety and Standards (Alcoholic Beverages) Regulations, 2018
- Food Safety and Standards (Packaging) Regulations, 2018
- Food Safety and Standards (Labelling and Display) Regulations, 2020

Environmental Legislations

The Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), the Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**"), and the Hazardous And Other Wastes (Management and Transboundary Movement) Rules, 2016 ("**Hazardous Waste Rules**") aim to prevent, control and abate pollution. 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 in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or trade effluent into a stream or well or sewer or on land is required to obtain prior consent of the relevant state pollution control board. 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. The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aims to protect and improve the environment and provides rules for the prevention, control and abatement of environment pollution, and imposes obligations for the proper handling, storage, treatment, transportation and disposal of hazardous wastes.

Other Applicable Law

State Laws

We own and operate hotels in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, classification of fire prevention and safety measures 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.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with 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 trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

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, among others, registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

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 to be obtained from the Airports Authority of India.

Excise Laws

Under the Seventh Schedule of the Constitution of India, state legislature is empowered to levy duty of excise on alcoholic liquor made for human consumption. Different state legislatures have enacted state legislations dealing with license for sale 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. Recently, pursuant to an order by the Supreme Court of India dated December 15, 2016, the Supreme Court of India banned the issuance of new license, and renewal of existing license after April 1, 2017, for sale of liquor within 500 meters of national/state highways. However, the Supreme Court of India, pursuant to an order dated July 11, 2017 clarified that licensed establishments within municipal limits are exempted from this restriction.

Intellectual Property Laws

The Copyright Act, 1957 ("**Copyright Act**") protects literary and dramatic works, musical works, artistic works including photographs and audio visual works (cinematograph films and video). The Copyright Act specifies that for the purposes of public performance of Indian or international music, a public performance license must be obtained. 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. The Trade Marks Act, 1999 ("**Trade Marks Act**") provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of FEMA Rules along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy ("**FDI Policy**") issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. Under the current FDI Policy (effective October 15, 2020), 100% foreign direct investment in companies engaged in the hotels/hospitality sector as well as those engaged in construction development of hotel projects, is permitted, under the automatic route, i.e., without requiring prior government approval, subject to compliance with certain prescribed conditions.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and 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%).

Labour Law Legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Maternity Benefit Act, 1961, the Child Labour (Prohibition and Regulation) Act, 1986, the Right of Persons with Disabilities Act, 2016, Contract Labour (Regulation and Abolition) Act, Labour Welfare Fund Legislations and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) The Code on Wages, 2019, which regulates and amalgamates laws relating to wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, among other things, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Certain provisions of this code pertaining to central advisory board have been brought into force by the Ministry of Labour and Employment through a notification dated December 18, 2020 and other provisions of this code will be brought into force on a date to be notified by the GoI.

(b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes received the assent of the President of India on September 28, 2020. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) The Code on Social Security, 2020 ("**Social Security Code**"), which amends and consolidates laws relating to social security, and subsumes various social security related legislations, *among other things*, including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961,the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1966 and the Unorganized Workers' Social Security Act, 2008. The Social Security Code received the assent of the President of India on September 28, 2020. Section 142 of the Code on Social security, 2020 has been brought into force from May 3, 2021 by the Ministry of Labour and Employment through a notification dated April 30, 2021 and other provisions of this code will be brought into force on a date to be notified by the GoI. It governs the constitution and functioning of social security 164 organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others. The Social Security Code has introduced the concept of workers outside traditional employee-employee work-arrangements (including in online and digital platforms such as ours), such as 'gig workers' and 'platform workers' and provides for the mandatory registration of such workers in order to enable these workers to avail benefits of, among others, life and disability cover, health and maternity benefits, old age protection, under schemes framed under the Social Security Code from time to time. Further, the Social Security Code provides that such schemes may, among other things, be partly funded by contributions from platforms such as ours. The provisions of this code will be brought into force on a date to be notified by the GoI.

(d) The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces certain old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970, the Factories Act, 1948, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

Information Technology Act, 2000 (the "IT Act")

The IT Act seeks to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication and facilitate electronic filing of documents with the Government agencies. The IT Act also creates a mechanism for the authentication of electronic documentation through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act 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. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information generated, transmitted, received or stored in any computer source in the interest of sovereignty, integrity, defence and security of India, among other things.

Consumer Protection Act, 2019 (**the** "**CP Act**")

The CP Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The CP Act has, *inter alia*, introduced a Central Consumer Protection Council to promote, protect and enforce the rights of consumers and to provide relief to a class of consumers.

Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules")

The Ministry of Consumer Affairs issued the E-Commerce Rules under the Consumer Protection Act, 2019 on July 23, 2020. The E-Commerce Rules provide a framework to regulate the marketing, sale and purchase of goods and services online. These rules apply to (a) good/services purchases or sold vide digital or electronic network, including digital products; (b) marketplace and inventory e-commerce entities; (c) all e-commerce retailing; and (d) forms of unfair trade practices across all e-commerce models. The E-Commerce Rules further requires the e-commerce entity to appoint grievance officer and provide for a grievance redressal mechanism. Any violation of these rules attracts penal action under the Consumer Protection Act, 2019.

Additionally, they would be required to share information within 72 hours with government agency which is lawfully authorised for investigative or protective or cyber security activities, for the purposes of verification of identity, or for the prevention, detection, investigation, or prosecution, of offences under any law for the time being in force, or for cyber security incidents.

In addition to the above, our Company is required to comply with the provisions of the Companies Act, various tax related legislations i.e., the Income Tax Act 1961, Indian Stamp Act, 1899 and various state-specific legislations made thereunder and other applicable statutes and laws for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "SAMHI Hotels Private Limited" on December 28, 2010, as a private limited company under the Companies Act, 1956, at New Delhi, with a certificate of incorporation granted by the Registrar of Companies, National Capital Territory of Delhi and Haryana. On the conversion of our Company to a public limited company, pursuant to a resolution passed by our shareholders on August 2, 2019 our name was changed to "SAMHI Hotels Limited" and a fresh certificate of incorporation dated August 16, 2019 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

Changes in the Registered Office

At the time of incorporation of our Company, our registered office was located at C-67, Anand Niketan, New Delhi 110 021. Details of subsequent changes in the registered office of our Company are as set out below:

Effective date	Details of change	Reasons for change
July 15, 2016	The address of the registered office of our Company was changed from C-67, Anand Niketan, New Delhi 110 021, India to D-28, 2nd Floor, South Extension-I, New Delhi, 110 049, India.	Due to disposal of the earlier premises that was being used as a registered office of our Company, by its owner.
December 11, 2017	The address of the registered office of our Company was changed from D-28, 2nd Floor, South Extension-I, New Delhi, 110 049, India to Caspia Hotels Delhi, District Centre, Crossing Opposite Galaxy Toyota Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088, India.	Due to administrative convenience.

Our main objects

The main objects of our Company as contained in our MoA are:

"*1. To carry on the business to purchase, manage, acquire, promote and to run Hotels and own, takeover and to operate and run holiday resorts, motel, castles, rest houses, tourist bungalows, cottages, grill rooms and accommodation of all description related to Hotel business with all facilities in India or abroad.*

2. To carry on the business of hotels, motels, resorts, recreation centre, holiday camps, amusement parks, guest houses, banquets halls restaurants, picnic spot, canteens, caterers, cafes, taverns, pubs, bars, beerhouses, refreshment rooms, clubs and lodging or apartments, shopping complex, house keepers, discotheques, swimming pools, health clubs, baths, dressing rooms, health centre, conference centre, gymnastics, yoga centre, massage and beauty parlors in and outside India and related activities thereto.

3. To act as collaborators franchiser, technical exports and marketing of any other hotel, motels, holiday resorts, camps, restaurants, canteens, pubs, bars, refreshment rooms, marriage home, resorts, creation centre, hotel, hotel restaurant, picnic spot and to act as agents of any hotels/company and to do perform all duties, services and office which the agents of any hotels/company usually do and perform undertake and to become bound by conditions of any agreement entered into for any of the purpose aforesaid in and outside India.

4. To carry on the business of consultants to the hotels, resorts, restaurants, canteens and to train-chiefs, cooks, bearers and other manpower for hotel industry in and outside India.

5. To purchase, erect or otherwise acquire, establish and equip, act as collaborators, technical advisor of any other part of the world in the resorts, hotel and restaurant industry.

6. To act as agents of any holiday resort, restaurants, cafe tavern, beer-houses, refreshment room and lodging house, hotel company or as buying and selling agents of any hotel company and to do perform all and singular the several cluites, services and function which agents, buying and selling agents of any hotel company equiality do."

Amendments to our Memorandum of Association

Set out below are the amendments to the Memorandum of Association of our Company:

Date of shareholders' resolution	Details of amendment
August 11, 2014	The authorized share capital of our Company was increased from ₹ 50,000,000 divided into 5,000,000 equity shares of ₹ 10 each to ₹ 56,000,000 divided into 5,600,000 equity shares of ₹ 10 each.
December 11, 2015	The authorized share capital of our Company was increased from ₹ 56,000,000 divided into 5,600,000 equity shares of ₹ 10 each to ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each.
August 2, 2019	Amendment of clause I of the memorandum of association to change the name of our Company from "SAMHI Hotels Private Limited" to "SAMHI Hotels Limited".
August 2, 2019	The authorized share capital of our Company of ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each was sub-divided into ₹ 100,000,000 divided into 100,000,000 Equity Shares of ₹ 1 each.
August 2, 2019	The authorized share capital of our Company was increased from ₹ 100,000,000 divided into 100,000,000 Equity Shares of ₹ 1 each to ₹ 130,000,000 divided into 130,000,000 Equity Shares of ₹ 1 each.
December 22, 2022	The authorized share capital of our Company was increased from ₹ 130,000,000 divided into 130,000,000 Equity Shares of ₹ 1 each to ₹ 250,000,000 divided into 250,000,000 Equity Shares of ₹ 1 each.

Major events and milestones

The table below sets forth some of the major events in the history of our Company

Calendar Year	Events and Milestones
2010	Incorporation of our Company
2011	Initial equity investment by GTI Samhi Pte. Limited and Blue Chandra in our Company
2012	Opening of our Corporate Office in Gurugram
	Acquisition of a majority stake (60%) in Barque and addition of Formule 1 hotels to the portfolio
2013	Commencement of operations at *Fairfield by Marriott Bangalore Rajajinagar Hotel*
2014	Investment by IFC in our Company by way of subscription to the FCCDs
	Commencement of operations at *Hyatt Place Gurgaon Udyog Vihar*
2015	Equity investment by GSA in our Company
	Commencement of operations at *Sheraton Hyderabad Hotel, Fairfield by Marriott Bangalore Outer Ring Road* and *Courtyard by Marriott Bangalore Outer Ring Road*
2016	Acquisition of 100% shareholding in Ascent, which currently owns the *Hyatt Regency Pune* hotel
	Commencement of operations at *Four Points by Sheraton Visakhapatnam*
2017	Acquisition of the remaining 40% shareholding in Barque as a result of which Barque became a wholly owned Subsidiary of our Company
	Entered into hotel operator agreements with Intercontinental Hotels Group for rebranding the portfolio of hotels, which was acquired as a result of acquisition of Barque, to "Holiday Inn Express"
	Commencement of operations under the Marriott brand at *Renaissance Ahmedabad Hotel* and *Fairfield by Marriott Coimbatore*
2018	Acquisition of Luxury Singapore Holding Company Pte Limited's 33% shareholding in SAMHI JV, as a result of which our Company acquired 100% shareholding of SAMHI JV
	Commencement of operations at *Holiday Inn Express Pune Hinjewadi, Holiday Inn Express Chennai OMR Thoraipakkam, Holiday Inn Express Gurgaon Sector 50, Holiday Inn Express Bengaluru Whitefield ITPL, Holiday Inn Express Ahmedabad Prahlad Nagar, Holiday Inn Express Hyderabad Banjara Hills, Holiday Inn Express Hyderabad Hitech City, Holiday Inn Express Nashik Indira Nagar, Holiday Inn Express Pune Pimpri* and *Holiday Inn Express Yeshwanthpur Bengaluru*
	Commencement of operations at *Fairfield by Marriott Bengaluru Whitefield, Fairfield by Marriott Pune Kharadi, Fairfield by Marriott Goa Anjuna, Fairfield by Marriott Sriperumbudur Hotel*
2023	Entered into the ACIC SSPA for the acquisition of 962 keys across six operating hotels in the Upper Mid-scale segment under the Fairfield by Marriott and Four Points by Sheraton brands and a parcel of land for the development of a hotel under the Upper Mid-scale segment in Navi Mumbai, Maharashtra

Time/cost overrun

We require a number of regulatory permits, licenses and approvals at various stages of construction of our hotels. For details, see "***Government and Other Approvals***" on page 424. We have, from time to time, experienced delays in completion of construction of certain hotel projects from our initial estimated date/ period of completion, on account of delays in receiving relevant construction related approvals or, on account of changes in the hotel designs. As a result of such time delays, we have also experienced overruns in terms of cost for the projects already completed and capitalised, with respect to certain such hotel projects. In certain other instances, the costs we originally estimated were overrun on account of changes in the quality of the furniture and fixtures of our hotels. Such time and cost overruns are in the ordinary course of our business. Such time/ cost overruns involve risks and uncertainties, including those discussed in "***Risk Factors – Internal Risk Factors – Risk Factors Related to Our Business – We are exposed to risks associated with the ownership and development of our hotel assets. Delays in the construction of new buildings or in the renovation of our existing properties may have an adverse effect on our business, results of operations and financial condition***" on page 44.

Awards and Accreditations

Calendar Year	Awards and accreditations
2022	*Hyatt Regency Pune* awarded *"Best Bleisure Hotel, 2022"* at the India's Best Awards, 2022 hosted by Travel+Leisure
	Fairfield by Marriott Pune Kharadi awarded "*Certificate of Excellence – For Top Performing Hotel in Restaurant & Lounge Revenue for Year 2022 – Q1*" by Marriott International
2021	*Caspia Hotel New Delhi Shalimar Bagh* awarded "*Travellers' Choice 2021*" by Tripadvisor
	Holiday Inn Express Portfolio awarded "*Best Hotel of the Year*" at the Hotel Investment Conference – South Asia ("HICSA") 2021
2020	*Caspia Hotel New Delhi Shalimar Bagh* awarded "*Travellers' Choice Winner 2020*" by Tripadvisor
2019	*Renaissance Ahmedabad Hotel* awarded "*Best Debut Hotel in Gujarat*" as part of Gujarat Tourism Awards, 2019
	Holiday Inn Express Chennai OMR Thoraipakkam awarded "*Certificate for Operations Excellence*" by IHG for outstanding contribution to half-yearly operation metrics
	Holiday Inn Express Gurgaon Sector 50 awarded "*Certificate of Operations Excellence*" by IHG for outstanding contribution to half-yearly operation metrics
	Hyatt Regency Pune awarded the "*Certificate of Excellence*" by Trip Advisor
	Fairfield by Marriott Sriperumbudur awarded "*Most improved Maintenance and Upkeep guestVoice Score*" in the APEC Region for the first quarter of 2019 by Marriott International
	Fairfield by Marriott Bengaluru Rajajinagar awarded "*Highest Management Positions Filled Internally*" in the APEC Region for the second quarter of 2019 by Marriott International
	Fairfield by Marriott Bengaluru Rajajinagar awarded "*3rd Quarter Most Improved Internet guestVoice Score*" by Marriott International as part of the 2019 APEC Quarterly Awards
	Fairfield by Marriott Sriperumbudur awarded "*Best New Hotel of the Year*" at the Hotel Investment Conference – South Asia ("HICSA") 2019 in recognition of outstanding hotel development in the mid market hotels segment presented by MakeMyTrip
	The Café, Hyatt Regency Pune awarded "*Best Sunday Brunch*" by Travel+Leisure India as part of its Delicious Food Awards 2019
	Hyatt Place Gurgaon Udyog Vihar certified with ISO 22000:2005 for food safety management system by Intertek Certification Limited
2017	*Fairfield by Marriott Bangalore Rajajinagar Hotel* awarded for "*Highest Reduction in Carbon*" in the APEC Region for the second quarter of 2017 by Marriott International
	Hyatt Place Gurgaon Udyog Vihar awarded "*Best Business Hotels of the Year"* as part of the Travel & Lifestyle Leadership Awards presented by Lonely Planet
	Hyatt Regency Pune awarded the "*Trip Advisor Certificate of Excellence*"

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There are no defaults or rescheduling of borrowings with financial institutions, banks or conversion of loans into equity in relation to our Company, except as mentioned in "***Risk Factors – Internal Risk Factors – Risk Factors Related to Our Business –*** Further, as part of security for certain borrowings availed by our Subsidiaries, Ascent and Caspia, our Company has pledged its shareholding, wholly or partially, in such Subsidiaries, and as part of security for certain borrowings availed by our Subsidiaries Argon, Barque and SAMHI JV, our Company will pledge its shareholding, wholly or partially, in such Subsidiaries. For details, see "***Risk Factors - Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition***" on page 29.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc.

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any merger, amalgamation or any revaluation of assets.

Acquisition of Ascent Hotels Private Limited

Our Company entered into a share purchase and subscription agreement dated December 2, 2015 with Adarsh Kumar Jatia, Bridgestone Developers Private Limited (together, the "**Sellers**") and Ascent Hotels Private Limited ("**Ascent**") pursuant to which our Company (directly and through its nominee) (i) acquired 80.93% of the issued and paid up share capital of Ascent on a fully diluted basis from the Sellers for a consideration of ₹ 1.00 million and (ii) subscribed to 92,829,832 equity shares of ₹ 10 each of Ascent, for a total consideration of ₹ 9.29 million. As a result, our Company acquired 94.79% of the issued and paid up share capital of Ascent with the balance 5.21% shareholding being held by Vascon Engineers Limited ("**Vascon**"). Subsequently, our Company entered into a share purchase agreement dated February 8, 2016 to purchase the remaining 5.21% from Vascon for a consideration of ₹ 266.70 million pursuant to which Ascent became our wholly owned subsidiary. Ascent currently owns the *Hyatt Regency Pune* hotel. Subsequent to the acquisition of Ascent by our Company, Ascent issued optionally convertible redeemable debentures to Vascon, a condition precedent to which was the acquisition of majority shareholding in Ascent by our Company. For details, see "***Financial Indebtedness***" on page 382.

Acquisition of Barque Hotels Private Limited

Our Company entered into a securities subscription and purchase agreement dated September 13, 2012 and a shareholders' agreement dated September 13, 2012 pursuant to which our Company had acquired 60% of the issued and paid up share capital of Barque Hotels Private Limited ("**Barque**") on a fully diluted basis, and subscribed to 976,800 fully compulsorily convertible debentures, for a total consideration of ₹ 127.18 million. Our Company also subscribed to 10,307,385 fully compulsorily convertible debentures for a total subscription amount of ₹ 1030.74 million upon completion under the securities subscription and purchase agreement, with the balance 40% in Barque being held by AAPC Singapore Pte Limited ("**AAPC**"). Subsequently, our Company entered into a securities purchase agreement dated April 28, 2017 with AAPC (the "**SPA**") to purchase the balance 40% of the issued and paid up share capital of Barque, on a fully diluted basis, held by AAPC for a consideration of ₹ 748.80 million (for part equity and part fully compulsorily convertible debentures), subject to any adjustments on account of applicable foreign exchange conversion charges in accordance with the SPA, making Barque a wholly-owned subsidiary of our Company. Accordingly, we acquired a portfolio of 14 hotel assets, of which Barque currently owns/leases 12 hotels (of which 11 are currently operational) and owns a parcel of land at Hosur Road, Bengaluru. Paulmech Hospitality Private Limited, the wholly owned subsidiary of Barque, owns one hotel asset which is currently under construction in Kolkata.

Acquisition of Caspia Hotels Private Limited

Our Company entered into a share purchase agreement dated May 28, 2014 with Vascon Pricol Infrastructures Limited and Caspia Hotels Private Limited ("**Caspia**") pursuant to which our Company acquired 100% of the issued and paid up share capital of Caspia for a consideration of ₹ 110.88 million. At the time of acquisition, Caspia owned the hotel which is currently being operated as *Fairfield by Marriott Coimbatore*.

Subsequently, our Company entered into a business transfer agreement dated March 27, 2015 (as amended) with Vishnupriya Hotels & Resorts Private Limited, Kotu Sarat Kumar and Kotu Bhavani for acquisition of the *Four Points by Sheraton Visakhapatnam* hotel as a going concern on a slump sale basis for an aggregate consideration of ₹ 950 million, payable in the manner specified under the business transfer agreement. The slump sale included the transfer of, among other things, furniture, fixtures, equipment, stock of raw materials, utilities, records, licenses, insurance policies, contracts, certain employees, goodwill and certain identified liabilities pertaining to the operation of the hotel's business. Our Company assigned all the rights and liabilities under the business transfer agreement to Caspia through an assignment agreement dated May 6, 2015, pursuant to which the *Four Points by Sheraton Visakhapatnam* hotel was transferred to Caspia.

Further, Caspia entered into a business transfer agreement dated December 28, 2015 with Siddhi (Guj) Hospitality LLP, Mukeshbhai Keshavlal Patel, Kalpeshbhai Atmaram Patel, Chetnaben Mukeshbhai Patel, Ramilaben Bharatbhai Patel and Darshanbhai Jayantibhai Patel for acquisition of the *Renaissance Ahmedabad Hotel* as a going concern on a slump sale basis for an aggregate consideration of ₹ 1,000 million (subject to deductions on account of the liabilities being transferred and certain other expenses, in accordance with the business transfer agreement). The slump sale included transfer of the entire business pertaining to owning, running and operating the hotel including, among other things, assets, intellectual property rights, equipment, contract, employees, property, certain identified liabilities, permits, all claims, rights and credits, to Caspia. Caspia also entered into a conveyance deed dated December 28, 2015 with Siddhi (Guj) Hospitality LLP, Mukesh Keshavlal Patel, Chetnaben Mukeshbhai Patel and Modinagar Commercial Cooperative Society Limited for the conveyance of certain land parcels to Caspia along with the transfer of the *Renaissance Ahmedabad Hotel* to Caspia.

Acquisition of SAMHI Hotels (Ahmedabad) Private Limited

Our Company entered into a share purchase agreement dated December 29, 2011 with Sunitha Baljee, Royal Orchid Hotels Limited and Royal Orchid Ahmedabad Private Limited (the former name of SAMHI Hotels (Ahmedabad) Private Limited) pursuant to which our Company acquired 100% of the issued and paid up share capital of SAMHI Hotels (Ahmedabad) Private Limited ("**SAMHI Ahmedabad**") for a consideration of ₹ 394.40 million (subject to any further upward or downward adjustments in accordance with the terms of the share purchase agreement). Subsequently, our Company entered into a business transfer agreement dated July 15, 2013 with Royal Orchid Hotels Limited, Chander Kamal Baljee and Baljee Hotels and Real Estate (P) Ltd. for transfer of the *Sheraton Hyderabad Hotel* as a going concern by way of a slump sale for an aggregate consideration of ₹ 1,790 million, payable in the manner prescribed under the business transfer agreement, subject to adjustments based on the net working capital of the hotel. The slump sale included the transfer of, *inter alia*, all machinery, equipment, furniture, fixtures, fixed assets, computer, hardware, software, contracts, intellectual property rights, goodwill and liabilities pertaining to the hotel. Our Company assigned all the rights and liabilities under the business transfer agreement to SAMHI Ahmedabad through an assignment agreement dated November 25, 2013, pursuant to which the *Sheraton Hyderabad Hotel* was transferred to SAMHI Ahmedabad. Further, certain floors that form part of the *Sheraton Hyderabad Hotel* have been leased to SAMHI Ahmedabad by ALIF Resources and Infrastructure Private Limited and P. Kiran Kumar pursuant to a lease deed dated April 15, 2014, for use as service apartment/commercial space.

Acquisition of SAMHI JV Business Hotels Private Limited

SAMHI JV Business Hotels Private Limited ("**SAMHI JV**") was incorporated as RJT Hotels Private Limited on February 15, 2011 and subsequently converted into a joint venture between our Company and Luxury Singapore Holding Company Pte. Limited ("**Luxury Singapore**") pursuant to a joint venture agreement dated September 21, 2011, whereby our Company held 67% of the issued share capital of SAMHI JV and 33% was held by Luxury Singapore. Our Company entered into a share sale and purchase agreement dated August 29, 2018 with Luxury Singapore and SAMHI JV and purchased the remaining 33% of the issued share capital of SAMHI JV held by Luxury Singapore for a consideration of ₹ 782 million (subject to adjustment for fair value of the sale shares in accordance with the sale and purchase agreement), pursuant to which SAMHI JV became a wholly-owned subsidiary of our Company. SAMHI JV currently owns the *Fairfield by Marriott Bangalore Outer Ring Road* and *Courtyard by Marriott Bangalore Outer Ring Road* .

Scheme of amalgamation of Xenon with Argon

Pursuant to an order dated July 2, 2019, the National Company Law Tribunal, New Delhi (Principal Bench) sanctioned a scheme of amalgamation under Sections 230 to 232 of the Companies Act 2013, whereby Xenon (erstwhile wholly owned subsidiary of our Company) was amalgamated with Argon, which prior to such amalgamation was an indirect Subsidiary of our Company, with Xenon as its immediate holding company. The appointed date for the merger was March 31, 2018 and the effective date was August 7, 2019.

Upon implementation of the scheme of amalgamation, the entire undertaking of Xenon including all property, liabilities, duties and rights were transferred to and vested in Argon. For every 61 fully paid up equity shares of ₹ 10 each of Xenon, 237 fully paid-up equity shares of ₹ 10 each of Argon were allotted to our Company. Argon currently owns the *Fairfield by Marriott Goa Anjuna* and the *Fairfield by Marriott Pune Kharadi*. *Fairfield by Marriott Bengaluru Whitefield* have been leased to us by third parties.

Shareholders' agreements

Amended and Restated Shareholders' Agreement dated December 11, 2015 executed by and amongst Blue Chandra, GSA, GTI, IFC, Ashish Jakhanwala, Manav Thadani, Shree Naman Developers Limited, Thadani Hospitality LLP and our Company (collectively, the "SHA Parties") and Ray Ltd., as amended by the First Amendment Agreement dated September 30, 2021 ("First Amendment Agreement") executed by and among the SHA Parties and Inblue Holdings Limited and Amendment No. 2 dated March 31, 2023 ("Amendment Agreement" and collectively, the "SHA") executed by and among the SHA Parties, Inblue Holdings Limited, Cerberus, Amit Jain, Anju Awtaney and Arti Jakhanwala; and the waiver letter dated March 31, 2023, each

executed amongst the SHA Parties, Inblue Holdings Limited, Cerberus, Amit Jain, Anju Awtaney and Arti Jakhanwala ("Waiver Letter").

The SHA Parties have entered into the SHA to govern their mutual rights and obligations in relation to our Company. Pursuant to the transfer of Equity Shares from Ray Ltd, Inblue Holdings (an affiliate of Ray Ltd) became a shareholder of the Company. Further, in relation to the issuance of Equity Shares to Cerberus, Amit Jain, Anju Awtaney and Arti Jakhanwala, please refer to "***Capital Structure – Share Capital History of our Company***" on page 91.

Pursuant to the terms of the SHA, read with the Waiver Letter, each of Blue Chandra, GSA and GTI and Ashish Jakhanwala and Manav Thadani, collectively have the right to appoint one non-executive, non-independent director on the Board, at their discretion. Further, each of GTI, Blue Chandra and GSA have the right to appoint one non-voting observer on the Board as well as on each committee of the Board, and such non-voting observers have the right to attend all meetings of the Board and the relevant committees, respectively, and are entitled to receive all notices and correspondences issued to the members of the Board or the relevant committee of the Board, as the case may be. Further, the SHA provides certain inspection and information rights to Blue Chandra, GSA and GTI, as well as certain environment, health and safety related policy and reporting rights to IFC. The Investors have also agreed to be subject to certain restrictions and obligations in relation to certain proposed transfers of shareholding by the Investors, including providing *inter-se* rights of first Offer, tag along rights and drag along rights. Pursuant to the Waiver Letter, the shareholders have waived such *inter se* rights, to the extent relevant and required in respect of the Offer.

Further, pursuant to the terms of the SHA, the SHA Parties have affirmative voting rights in relation to various reserved matters, requiring prior written approval of the respective Investors in order for our Company and Subsidiaries to undertake certain matters, including among others: (i) GSA and Blue Chandra are each required to approve matters such as provision of any guarantee, security or taking loans other than in the normal course of business, incurring indebtedness or commencing or settling litigation exceeding, in each case, ₹ 200,000,000 during any 12 month period, changing accounting or tax policies, and entering into any agreement that would materially restrict operations or business of the Company or any Subsidiary, (ii) any two of GTI, GSA and Blue Chandra are required to approve matters such as increasing/decreasing of share capital, issuance of securities or options, any merger, consolidation or spin-off involving the Company or any subsidiary (except certain mergers or amalgamations), approval or amendment of budgets, making any acquisitions, and distribution of dividends, (iii) each of Blue Chandra, GSA, GTI, Ashish Jakhanwala and Manav Thadani are required to approve matters such as appointment of a chief financial officer, managing director or chief executive officer, changing the nature of business or commencing new lines of business, creating any security interest on shares of our Subsidiaries in excess of 50%, entering into any transactions with related parties that are not on an arms' length basis and incurring debt in excess of 65% of the market value of our projects, and (iv) IFC is required to approve matters such as entering into any obligation outside the normal course of business in excess of US$ 2 million, termination, removal or appointment of the managing director and chief executive officer, adoption or amendment of employee stock option scheme in excess of 5% of the Company's fully-diluted issued and paid up equity share capital and payment of dividend if there has been a default in repayment of interest to the holders of the FCCDs. In addition, pursuant to the terms of the SHA and the conditions set out therein in relation to the FCCDs, IFC has the right, upon receiving a notice of the Company's intention to make a payment of the interest (or part thereof) on the FCCDs to IFC, to determine the manner in and time at which they will receive such payment, including by way of a change in the conversion ratio of the FCCDs.

Pursuant to the SHA, upon the commencement of listing and trading of the Equity Shares of the Company on the Stock Exchanges pursuant to the Offer, the SHA shall stand automatically terminated, except for certain clauses relating to dissolution and liquidation, effectiveness of the agreement, liquidity event, indemnification and insurance, confidentiality, governing law, dispute resolution and notices that will continue to survive such termination.

However, the Amendment Agreement and the Waiver Letter will stand automatically terminated, and the SHA (as existing prior to the execution of the Amendment Agreement and the Waiver Letter) shall immediately and automatically be reinstated in the event that listing and trading of the Equity Shares of the Company has not commenced by the earlier of: (i) 45 days from the date of approval by each of Blue Chandra and GSA of the price band proposed by the Company in writing, or (ii) the date on which Blue Chandra and/or GSA decline in writing the price band, or (iii) the date on which the Board, or a committee thereof, decides to not undertake the Offer or to withdraw any offer document (including the draft red herring prospectus) filed in respect of the Offer, or (iv) the expiry of nine (9) months from the date of filing the draft red herring prospectus with SEBI in respect of the Offer.

In terms of Part A of the Articles of Association (which will be effective from the commencement of listing and trading of the Equity Shares of our Company on the Stock Exchanges), any Shareholder of our Company who individually holds at least 7.5% of our Company's fully diluted paid-up share capital shall be entitled to nominate one non-executive, non-independent Director on our Board, subject to applicable law and approval of the shareholders of our Company by way of a special resolution in the first general meeting convened after listing of the Equity Shares on a recognized stock exchange in India pursuant to the Offer. For further details, see "***Main Provisions of the Articles of Association***" on page 470.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company has seven direct Subsidiaries and one indirect Subsidiary, details of which are provided below.

Direct Subsidiaries

1. ***Argon Hotels Private Limited ("Argon")***

Argon was incorporated as True Value Hotels India Private Limited under the Companies Act, 1956 on April 3, 2007, as a private limited company. Pursuant to a change in its name to Premier Inn India Private Limited, a fresh certificate of incorporation dated September 11, 2008 was issued by the RoC. Further, the name of the company was changed to Argon Hotels Private Limited, pursuant to which a fresh certificate of incorporation dated September 6, 2017 was issued by the RoC. Its CIN is U55101DL2007PTC161614 and its registered office is located at Caspia Hotels Delhi, District Centre Crossing, Opposite Galaxy Toyota Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088, India. Argon currently owns the *Fairfield by Marriott Goa Anjuna* and *Fairfield by Marriott Pune Kharadi*, *Fairfield by Marriott Bengaluru Whitefield* have been leased to us by third parties.

The authorized share capital of Argon is ₹ 1,020,000,000 divided into 102,000,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 77,704,920 divided into 7,770,492 equity shares of ₹ 10 each. Our Company currently holds (directly and through its nominee, Gyana Das) 100% of the issued, subscribed and paid-up equity share capital of Argon. Pursuant to an order of the National Company Law Tribunal, New Delhi (Principal Bench), Xenon (erstwhile wholly owned subsidiary of our Company) was merged into Argon. For further details of the amalgamation of Xenon and Argon, see "***- Scheme of amalgamation of Xenon with Argon***" on page 199.

There are no accumulated profits or losses of Argon not accounted for by our Company.

2. ***Ascent Hotels Private Limited ("Ascent")***

Ascent was incorporated under the Companies Act, 1956 on July 5, 2005 as a private limited company. Its CIN is U55101MH2005PTC154475 and its registered office is located at B-7 Om Parshwanath Apartments, Desai and Sheth Nagar, Sai Baba Nagar, Borivali (West), Mumbai, Maharashtra 400 092, India. Ascent currently owns the *Hyatt Regency Pune*.

The authorized share capital of Ascent is ₹ 1,300,000,000 divided into 130,000,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 1,278,014,860 divided into 127,801,486 equity shares of ₹ 10 each. Our Company currently holds (directly and through its nominee, Gyana Das) 100% of the issued, subscribed and paid-up equity share capital of Ascent.

There are no accumulated profits or losses of Ascent not accounted for by our Company.

3. ***Barque Hotels Private Limited ("Barque")***

Barque was incorporated under the Companies Act, 1956 on March 27, 2008, as a private limited company. Its CIN is U55101DL2008PTC175957 and its registered office is located at Caspia Hotels Delhi District Centre Crossing, Opposite Galaxy Toyota Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088, India. Barque currently owns and leases, as applicable, the *Holiday Inn Express Pune Hinjewadi, Holiday Inn Express Chennai OMR Thoraipakkam, Holiday Inn Express Gurgaon Sector 50, Holiday Inn Express Bengaluru Whitefield ITPL, Holiday Inn Express Ahmedabad Prahlad Nagar, Holiday Inn Express Hyderabad Banjara Hills, Holiday Inn Express Hyderabad Hitech City, Holiday Inn Express Nashik Indira Nagar, Holiday Inn Express Pune Pimpri, Holiday Inn Express Yeshwanthpur Bengaluru, Caspia Pro Greater Noida* and *Holiday Inn Express Mumbai Goregaon* (which is currently under construction), and also owns land at Hosur Road, Bengaluru.

The authorized share capital of Barque is ₹ 383,789,750 divided into 38,378,975 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 383,750,800 divided into 38,375,080 equity shares of ₹ 10 each. Our Company currently holds (directly and through its nominee, Gyana Das) 100% of the issued, subscribed and paid-up equity share capital of Barque.

There are no accumulated profits or losses of Barque not accounted for by our Company.

4. *Caspia Hotels Private Limited ("Caspia")*

Caspia was incorporated as Compress Infocom Private Limited under the Companies Act, 1956 on July 22, 2005, as a private limited company. Pursuant to a change in its name to Caspia Hotels Private Limited, a fresh certificate of incorporation dated January 14, 2010 was issued by the Registrar of Companies, Mumbai, Maharashtra. Its CIN is U55209MH2005PTC155010 and its registered office is located at B-7 Om Parshwanath Apartments, Desai and Sheth Nagar, Sai Baba Nagar, Borivali (West), Mumbai, Maharashtra 400 092, India. Caspia currently owns the *Four Points by Sheraton Visakhapatnam, the Renaissance Ahmedabad Hotel* and *the Fairfield by Marriott Coimbatore*.

The authorized share capital of Caspia is ₹ 350,000,000 divided into 35,000,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 180,000,000 divided into 18,000,000 equity shares of ₹ 10 each. Our Company currently holds (directly and through its nominee, Ashish Jakhanwala) 100% of the issued, subscribed and paid-up equity share capital of Caspia.

There are no accumulated profits or losses of Caspia not accounted for by our Company.

5. *SAMHI Hotels (Ahmedabad) Private Limited ("SAMHI Ahmedabad")*

SAMHI Ahmedabad was incorporated as Satkar Realties Private Limited under the Companies Act, 1956 on February 1, 2005, as a private limited company. Pursuant to a change in its name to Royal Orchid Ahmedabad Private Limited, a fresh certificate of incorporation dated May 14, 2010 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Further, the name of the company was changed to SAMHI Hotels (Ahmedabad) Private Limited, pursuant to which a fresh certificate of incorporation dated August 16, 2012 was issued by the RoC, Gujarat, Dadra and Nagar Haveli. Its CIN is U55101GJ2005PTC045397 and its registered office is located opposite Gujarat College, Behind Aegis BPO, Essar House, Ellis Bridge, Ahmedabad, Gujarat 380 006, India. SAMHI Ahmedabad currently owns the *Sheraton Hyderabad Hotel*.

The authorized share capital of SAMHI Ahmedabad is ₹ 86,000,000 divided into 22,99,900 class A equity shares of ₹ 10 each, 100 class B equity shares of ₹ 10 each and 6,300,000 preference shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 84,649,460 divided into 2,164,936 class A equity shares of ₹ 10 each, 10 class B equity shares of ₹ 10 each and 6,300,000 0.001% compulsorily convertible preference shares of ₹ 10 each. Our Company currently holds (directly and through its nominee, Ashish Jakhanwala) 100% of the issued, subscribed and paid-up equity share capital and 100% of the preference share capital of SAMHI Ahmedabad.

There are no accumulated profits or losses of SAMHI Ahmedabad not accounted for by our Company.

6. *SAMHI Hotels (Gurgaon) Private Limited ("SAMHI Gurgaon")*

SAMHI Gurgaon was incorporated as Milestone Landbase Estates Private Limited under the Companies Act, 1956 on July 25, 2006, as a private limited company. Pursuant to a change in its name to SAMHI Hotels (Gurgaon) Private Limited, a fresh certificate of incorporation dated April 16, 2012 was issued by the RoC. Its CIN is

U70109DL2006PTC151242 and its registered office is located at Caspia Hotels Delhi, District Centre Crossing, Opposite Galaxy Toyota Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088, India. SAMHI Gurgaon currently owns the *Hyatt Place Gurgaon Udyog Vihar*.

The authorized share capital of SAMHI Gurgaon is ₹ 65,000,000 divided into 6,500,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 7,087,600 divided into 708,760 equity shares of ₹ 10. Our Company currently holds (directly and through its nominee, Ashish Jakhanwala) 100% of the issued and paid-up equity share capital of SAMHI Gurgaon.

There are no accumulated profits or losses of SAMHI Gurgaon not accounted for by our Company.

7. *SAMHI JV Business Hotels Private Limited ("SAMHI JV")*

SAMHI JV was incorporated as RJT Hotels Private Limited under the Companies Act, 1956 on February 15, 2011, as a private limited company. Pursuant to a change in its name to SAMHI JV Business Hotels Private Limited, a fresh certificate of incorporation dated May 7, 2012 was issued by the RoC. Its CIN is U55101DL2011PTC214129 and its registered office is located at Caspia Hotels Delhi, District Centre Crossing, Opposite Galaxy Toyota Outer Ring Road, Haider Pur, Shalimar Bagh, Delhi 110 088, India. SAMHI JV currently owns the *Fairfield by Marriott Bangalore Outer Ring Road* and *Courtyard by Marriott Bangalore Outer Ring Road*.

The authorized share capital of SAMHI JV is ₹ 1,300,000,000 divided into 130,000,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 1,247,800,000 divided into 124,780,000 equity shares of ₹ 10 each. Our Company currently holds (directly and through its nominee, Gyana Das) 100% of the issued, subscribed and paid-up equity share capital of SAMHI JV.

There are no accumulated profits or losses of SAMHI JV not accounted for by our Company.

Indirect Subsidiary

1. Paulmech Hospitality Private Limited ("Paulmech")

Paulmech was incorporated under the Companies Act, 1956 on July 27, 2010, as a private limited company. Its CIN is U55101WB2010PTC151700 and its registered office is located at Plot No. CF-15, PR No.-01-0240 AA-IC, Newtown, Rajarhat, Kolkata, West Bengal 700 156, India. Paulmech currently owns an under construction hotel in New Town, Kolkata.

The authorized share capital of Paulmech is ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 19,977,520 divided into 1,997,752 equity shares of ₹ 10 each. Paulmech is an indirect subsidiary of our Company with 100% of its issued, subscribed and paid-up equity share capital being held by Barque (directly and through its nominee, Gyana Das).

There are no accumulated profits or losses of Paulmech not accounted for by our Company.

Common pursuits

All our Subsidiaries are either engaged in or are authorised by their respective constitutional documents to engage in the same line of business as that of our Company. We will adopt the necessary procedures and practices as permitted by law to address any conflict situation, if and when they arise.

ACIC SPVs

Pursuant to completion of the Proposed ACIC Acquisition, our Company will hold 100% of the issued, subscribed and paid-up equity share capital of the ACIC SPVs. The details of the ACIC SPVs as on the date of this DRHP is as disclosed below:

1. *DUET India Hotels (Pune) Private Limited ("DUET Pune")*

DUET Pune was incorporated under the Companies Act, 1956 on July 21, 2006, as "Dawnay Day Hotel Pune Private Limited" a private limited company. Pursuant to a change in its name to "DUET India Hotels (Pune)

Private Limited", a fresh certificate of incorporation dated February 10, 2009 was issued by the Registrar of Companies, Maharashtra, Mumbai. Its CIN is U55101HR2006PTC046766, and its registered office is located at HD-058, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. DUET Pune currently owns and manages *Four Points by Sheraton Pune.*

The authorised share capital of DUET Pune is ₹ 730,000,000, divided into 21,547,448 equity shares of ₹ 10 each, 5,551,980 non-convertible cumulative redeemable preference shares of ₹ 10 each and 45,900,572 compulsorily convertible cumulative preference shares of ₹ 10 each. Its issued, subscribed and paid-up share capital is ₹ 69,60,83,130 divided into 18,155,761 equity shares of ₹ 10 each, 5,551,980 non-convertible cumulative redeemable preference shares of ₹ 10 each and 45,900,572 compulsorily convertible cumulative preference shares of ₹ 10 each. Asiya Capital holds 100% of the share capital of DUET Pune, *i.e.*, ACIC Mauritius 1 holds 18,155,479 of its equity shares, 5,551,980 compulsory redeemable non-convertible preference shares, 294,090,934 of its fully compulsorily convertible debentures and 45,900,572 of its compulsorily convertible cumulative preference shares, and ACIC Mauritius 2 holds 282 of its equity shares.

There are no accumulated profits or losses of DUET Pune not accounted for in the Pro Forma Condensed Financial Information.

2. *DUET India Hotels (Ahmedabad) Private Limited ("DUET Ahmedabad")*

DUET Ahmedabad was incorporated under the Companies Act, 1956 on June 28, 2006, as "Dawnay Day Hospitality India Private Limited" a private limited company. Pursuant to a change in its name to "Dawnay Day Hotels Ahmedabad Private Limited" and thereafter to "DUET India Hotels (Ahmedabad) Private Limited", fresh certificates of incorporation dated March 7, 2007 and February 10, 2009, respectively, were issued by the Registrar of Companies, Maharashtra, Mumbai. Its CIN is U55101HR2006PTC046359, and its registered office is located at HD-060, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. DUET Ahmedabad currently owns and manages *Fairfield by Marriott Ahmedabad*.

The authorised share capital of DUET Ahmedabad is ₹ 210,000,000, divided into 3,500,000 equity shares of ₹ 10 each, 1,500,000 non-convertible cumulative redeemable preference shares of ₹ 10 each and 16,000,000 compulsorily convertible preference shares of ₹ 10 each. Its issued, subscribed and paid-up share capital is ₹ 186,626,180, comprising 3,010,000 equity shares of ₹ 10 each, 1,313,400 non-convertible cumulative redeemable preference shares of ₹ 10 each and 14,339,218 compulsorily convertible preference shares of ₹ 10 each. Asiya Capital holds 100% of the share capital of DUET Ahmedabad, *i.e.*, ACIC Mauritius 1 holds 2,287,600 of its equity shares, 10,897,806 of its compulsorily convertible cumulative preference shares, 998,184 of its non-convertible cumulative redeemable preference shares and 48,048,307 of its fully compulsorily convertible debentures, and ACIC Mauritius 2 holds 722,400 of its equity shares and 3,441,412 of its compulsorily convertible cumulative preference shares, 315,216 of its non-convertible cumulative redeemable preference shares and 2,410,791 of its fully compulsorily convertible debentures.

There are no accumulated profits or losses of DUET Ahmedabad not accounted for in the Pro Forma Condensed Financial Information.

3. *DUET India Hotels (Chennai) Private Limited ("DUET Chennai")*

DUET Chennai was incorporated under the Companies Act, 1956 on November 26, 2009, as "DUET India Hotels (Lucknow) Private Limited" a private limited company. Pursuant to a change in its name to "DUET India Hotels (Chennai) Private Limited", a fresh certificate of incorporation dated June 14, 2010 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Its CIN is U55101HR2009PTC046940, and its registered office is located at HD-063, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. The principal business of DUET Chennai is, among other things, owning, acquiring, developing and operating hotels, restaurants and resorts. DUET Chennai currently owns and manages *Fairfield by Marriott Chennai, Mahindra World City*.

The authorised share capital of DUET Chennai is ₹ 53,500,000, divided into 5,350,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 40,458,670 divided into 4,045,867 equity shares of ₹ 10 each. Asiya Capital holds 100% of the share capital of DUET Chennai, *i.e.*, ACIC Mauritius 1 holds 3,074,859 of its equity shares and 34,546,693 of its fully compulsorily convertible debentures, and ACIC Mauritius 2 holds 971,008 of its equity shares.

There are no accumulated profits or losses of DUET Chennai not accounted for in the Pro Forma Condensed Financial Information.

4. *DUET India Hotels (Chennai OMR) Private Limited ("DUET Chennai OMR")*

DUET Chennai OMR was incorporated under the Companies Act, 1956 on July 21, 2010, as "DUET India Hotels (Chandigarh) Private Limited" a private limited company. Pursuant to a change in its name to "DUET India Hotels (Chennai OMR) Private Limited", a fresh certificate of incorporation dated October 7, 2011, was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Its CIN is U55101HR2010FTC046877, and its registered office is located at HD-062, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. DUET Chennai OMR currently owns and manages *Fairfield by Marriott Chennai OMR*.

The authorised share capital of DUET Chennai OMR is ₹ 49,900,000, divided into 4,990,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 44,554,730 divided into 4,455,473 equity shares of ₹ 10 each. Asiya Capital 100% of the share capital of DUET Chennai OMR, *i.e.,* ACIC Mauritius 1 holds 3,386,159 of its equity shares and 58,064,466 of its fully compulsorily convertible debentures, and ACIC Mauritius 2 holds 1,069,314 of its equity shares.

There are no accumulated profits or losses of DUET Chennai OMR not accounted for in the Pro Forma Condensed Financial Information.

5. *DUET India Hotels (Hyderabad) Private Limited ("DUET Hyderabad")*

DUET Hyderabad was incorporated under the Companies Act, 1956 on July 25, 2008, as "Cogent Hotels Private Limited" a private limited company. Pursuant to a change in its name to "DUET India Hotels (Hyderabad) Private Limited", a fresh certificate of incorporation dated September 15, 2008 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Its CIN is U55101HR2008PTC046360, and its registered office is located at HD-061, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. DUET Hyderabad currently owns and manages *Fairfield by Marriott Hyderabad*.

The authorised share capital of DUET Hyderabad is ₹ 570,000,000, divided into 16,990,000 equity shares of ₹ 10 each and 40,010,000 compulsorily convertible cumulative preference shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 431,029,020 divided into 4,990,000 equity shares of ₹ 10 each and 38,112,902 compulsorily convertible cumulative preference shares of ₹ 10 each. ACIC Mauritius 1 holds 3,792,400 of its equity shares and 113,656,027 of its fully compulsorily convertible debentures, ACIC Mauritius 2 holds 1,197,600 of its equity shares, 13,625,806 of its compulsorily convertible cumulative preference shares and 10,882,800 of its fully compulsorily convertible debentures, and DUET Pune holds 24,487,096 of its compulsorily convertible cumulative preference shares, with the three entities collectively holding 100% of its share capital.

There are no accumulated profits or losses of DUET Hyderabad not accounted for in the Pro Forma Condensed Financial Information.

6. *DUET India Hotels (Jaipur) Private Limited ("DUET Jaipur")*

DUET Jaipur was incorporated under the Companies Act, 1956 on August 29, 2006, as "Dawnay Day Hotels Jaipur Private Limited" a private limited company. Pursuant to a change in its name to "DUET India Hotels (Jaipur) Private Limited", a fresh certificate of incorporation dated February 10, 2009, was issued by the Registrar of Companies, Maharashtra, Mumbai. Its CIN is U55101HR2006PTC046764, and its registered office is located at HD-059, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. DUET Jaipur currently owns *Four Points by Sheraton Jaipur*.

The authorised share capital of DUET Jaipur is ₹ 301,000,000, divided into 7,800,000 equity shares of ₹ 10 each, 19,877,348 compulsorily convertible cumulative preference shares of ₹ 10 each and 1,275,080 compulsorily convertible cumulative preference shares - Series 1 of ₹ 19 each. Its issued, subscribed and paid-up share capital is ₹ 280,703,188 divided into 6,996,683 equity shares of ₹ 10 each, 19,87,73,35 compulsorily convertible cumulative preference shares of ₹ 10 each, and 629,632 compulsorily convertible cumulative preference shares of ₹ 19 each. ACIC Mauritius 1 holds 1 of its equity shares and 36,234,386 of its fully compulsorily convertible debentures, while DUET Pune holds 6,996,682 of its equity shares, 19,877,335 of its compulsorily convertible cumulative preference shares and 629,632 of its compulsorily convertible cumulative preference shares – Series

1 and 18,000,724 of its fully compulsorily convertible debentures, with the two entities collectively holding 100% of its share capital.

There are no accumulated profits or losses of DUET Jaipur not accounted for in the Pro Forma Condensed Financial Information.

7. *DUET India Hotels (Navi Mumbai) Private Limited ("DUET Navi Mumbai")*

DUET Navi Mumbai was incorporated under the Companies Act, 1956 on February 1, 1982, as "Ashok Vatika Private Limited" a private limited company. Pursuant to a change in its name to "DUET India Hotels (Navi Mumbai) Private Limited", a fresh certificate of incorporation dated March 5, 2014, was issued by the Registrar of Companies, Maharashtra, Mumbai. Its CIN is U45200HR1982PTC075000, and its registered office is located at HD-066, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. DUET Navi Mumbai currently owns a parcel of land within the limits of Navi Mumbai Municipal Corporation, Taluka & Registration Sub-District Thane, District and Registration District Thane, Maharashtra.

The authorised share capital of DUET Navi Mumbai is ₹ 60,000,000, divided into 600,000 equity shares of ₹ 100 each. Its issued, subscribed and paid-up equity share capital is ₹ 55,668,800 divided into 556,688 equity shares of ₹ 100 each. DUET Hyderabad (directly and indirectly, through its nominee DUET Chennai) holds 556,688 of its equity shares and 4,871,581 of its fully compulsorily convertible debentures, comprising 100% of its share capital.

There are no accumulated profits or losses of DUET Navi Mumbai not accounted for in the Pro Forma Condensed Financial Information.

8. *DUET India Hotels (Bangalore) Private Limited ("DUET Bangalore")*

DUET Bangalore was incorporated under the Companies Act, 1956 on July 25, 2008, as "Gleam Hotels Private Limited" a private limited company. Pursuant to a change in its name to "DUET India Hotels (Bangalore) Private Limited", a fresh certificate of incorporation dated September 15, 2008 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Its CIN is U55101HR2008PTC046802, and its registered office is located at HD-065, WeWork DLF Forum, Cybercity, Phase-III, Gurugram 122 002, Haryana, India. The principal business of DUET Bangalore is, among other things, operating restaurants and bars.

The authorised share capital of DUET Bangalore is ₹ 49,900,000, divided into 49,90,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 23,670,680 divided into 2,367,068 equity shares of ₹ 10 each. Asiya Capital holds 100% of the share capital of DUET Bangalore, *i.e.*, ACIC Mauritius 1 holds 1,798,972 of its equity shares and ACIC Mauritius 2 holds 568,096 of its equity shares.

There are no accumulated profits or losses of DUET Bangalore not accounted for in the Pro Forma Condensed Financial Information.

9. *ACIC Advisory Private Limited ("AAPL")*

AAPL was incorporated under the Companies Act, 2013, on June 13, 2019, as "ACIC Advisory Private Limited", a private limited company. Its CIN is U55209HR2019FTC080876, and its registered office is located at HD-067, WeWork DLF Forum, Cybercity, Phase-III Gurugram 122 002, Haryana, India. The principal business of AAPL is, among other things, to provide hotel management consultancy and advisory services.

The authorised share capital of AAPL is ₹ 500,000, divided into 50,000 equity shares of ₹ 10 each. Its issued, subscribed and paid-up equity share capital is ₹ 100,000 divided into 10,000 equity shares of ₹ 10 each. ACIC Mauritius 2 (directly and through its nominee Sanjith Krishnan) holds 10,000 of its equity shares, comprising 100% of its equity share capital.

There are no accumulated profits or losses of AAPL not accounted for in the Pro Forma Condensed Financial Information.

Significant strategic and financial partnerships

Our Company does not have any significant strategic or financial partners as on the date of this Draft Red Herring Prospectus.

Key terms of other subsisting material agreements

Except as disclosed in " ***– Shareholders' agreements***" below, our Company has not entered into any subsisting material agreements other than in the ordinary course of business of our Company.

Share subscription and purchase agreement dated March 30, 2023 executed among our Company, ACIC SPVs and Asiya Capital (i.e., ACIC Mauritius 1 and ACIC Mauritius 2, and such agreement, the "ACIC SSPA")

Pursuant to the terms of the ACIC SSPA, Asiya Capital has undertaken to sell all securities of the ACIC SPVs, and our Company has undertaken to acquire such securities, free and clear of all encumbrances, together with all accrued legal and beneficial rights, benefits, title and interests therein. In consideration for the sale of securities of the ACIC SPVs by Asiya Capital, our Company shall allot up to 39,000,000 Equity Shares to Asiya Capital, as may be determined based on the share swap ratio in the ACIC SSPA, prior to filing the updated draft red herring prospectus with SEBI for purposes of the Offer, as well as remit an amount corresponding to the tax collection at source obligation of Asiya Capital in accordance with applicable laws. In terms of the SHA, any two of three specified Shareholders are required to provide their approval for the Proposed ACIC Acquisition, and in this regard, Blue Chandra and GTI have provided their consent.

Commencing on the closing date of the Proposed ACIC Acquisition, Asiya Capital will have the right to nominate one director on the board of directors of our Company, which shall be Sohail Ladha or such other person nominated by Asiya Capital. Upon listing of the Equity Shares of our Company, such nomination right of Asiya Capital will be subject to an approval of the shareholders by way of a special resolution at the first general meeting of our Company convened post-listing, provided that Asiya Capital holds at least 7.5% of our Company's fully diluted paid-up share capital. The ACIC SSPA will automatically terminate on the earlier of (a) the date succeeding the expiry of 15 months from the date of execution of the ACIC SSPA (unless extended by our Company and Asiya Capital in writing), if closing has not occurred by or on such date, or (b) upon withdrawal by the Company or rejection by SEBI of the Draft Red Herring Prospectus by our Company post-filing with SEBI thereto.

Subsequent to the Proposed ACIC Acquisition, the ACIC SPVs will become wholly-owned subsidiaries of our Company. The ACIC SPVs, collectively have a portfolio of 962 keys across six operating hotels located in India and own a parcel of land for the development of a hotel in Navi Mumbai, Maharashtra.

Pursuant to the valuation reports relating to Asiya Capital and our Company, the total enterprise value of all nine ACIC SPVs in aggregate is ₹ 11,470.41 million and the enterprise value of our Company is ₹ 48,469.51 million. Further, the ACIC SSPA records a reference enterprise value of ACIC SPVs as ₹ 11,340.14 million and for our Company as ₹ 48,441.83 million. Such valuation report has been certified by an independent chartered accountant and is included as a material document for inspection in this Draft Red Herring Prospectus. Subject to certain closing adjustments undertaken, including net debt and working capital, a maximum of 39,000,000 Equity Shares will be issued to Asiya Capital pursuant to completion of the Proposed ACIC Acquisition, prior to the filing of the updated draft red herring prospectus with SEBI.

Policy Rights Agreement

Our Company and IFC have entered into a policy rights agreement dated March 30, 2023, pursuant to which our Company has agreed to certain covenants and to provide its Shareholders certain information pertaining to matters relating to environment, anti-corruption and insurance, from the commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, until the date that IFC holds any Equity Shares of our Company.

Agreements with Key Managerial Personnel, Senior Management, Directors or any other employee

Other than as disclosed below, there are no agreements entered into by our Key Managerial Personnel, Senior Management or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

*Call Option Deeds each dated December 11, 2015 amongst our Company, GSA and (i) Ashish Jakhanwala, Shree Naman Developers Private Limited and Thadani Hospitality LLP, (ii) Blue Chandra, (iii) GTI, (iv) Ray Ltd. and (v) Manav Thadani (collectively, the "**Goldman Call Option Deeds**")*

Under each of the Goldman Call Option Deeds, GSA has been granted a call option to buy equity shares of our Company held by the respective shareholders who is/are parties to the relevant Goldman Call Option Deeds, upon the occurrence of a liquidation event (as specified in the Goldman Call Option Deeds, and includes an initial public offering of its equity shares by our Company) that triggers a 'Goldman Deficit' under the Goldman Call Option Deeds. A Goldman Deficit is the excess of (a) the aggregate subscription price paid by GSA in December 2015 for the 2,111,976 equity shares of face value of ₹ 10 of our Company (subject to certain specified exclusions), over (b) the sum of the aggregate value of the equity shares held by GSA or its affiliates immediately prior to or at the time of a liquidation event (based on an implied value attributable to such liquidation event) plus the aggregate value of any dividends or distributions received by GSA or its affiliates from the Company in respect of their equity shares at any time prior to a liquidation event. The call options under each Goldman Call Option Deed will expire on the achievement of certain specified project-level EBITDA during any 12 month period by our Company. The purchase price of each equity share pursuant to the Goldman Call Option Deeds shall be (a) in the case of Blue Chandra, GTI and Ray Ltd., one Indian paisa per equity share, and (b) in the case of Ashish Jakhanwala, Shree Naman Developers Private Limited and Thadani Hospitality LLP, and Manav Thadani, the lower of (i) the market value of the equity shares as determined by an independent valuer, in consultation with GSA and in accordance with an internationally accepted pricing methodology or such other valuation methodology as required to be adopted under applicable law, and (ii) the minimum price payable under applicable law for such equity shares at the time of exercise of the option. The call options under the Goldman Call Option Deeds will be exercised, if triggered, prior to filing of the Red Herring Prospectus with the RoC.

*Call Option Agreement dated December 11, 2015 amongst our Company, Blue Chandra, GTI, Ashish Jakhanwala and Manav Thadani (the "**Blue Chandra Call Option Agreement**")*

Under the Blue Chandra Call Option Agreement, each of GTI, Ashish Jakhanwala and Manav Thadani have been granted the option to call for purchase of certain equity shares of our Company held by Blue Chandra (the "**Blue Chandra Shares**"), in the event that the aggregate distributions and/or proceeds from sale of shares received by Blue Chandra pursuant to certain events specified under the Blue Chandra Call Option Agreement (which include an initial public offering by our Company ("**IPO**")) are in excess of certain specified thresholds. If the call options are triggered in the manner contemplated under the Blue Chandra Call Option Agreement, such options are required to be exercised immediately prior to filing the red herring prospectus with SEBI. The purchase price of each Blue Chandra Share on exercise of the options shall be ₹ 1 or any higher amount which is the minimum price at which such purchase is permissible under applicable law. The number of Blue Chandra Shares that the option holders will be entitled to purchase will be determined in the manner set out in the Blue Chandra Call Option Agreement (assuming an estimated IPO price based on the mid point of the estimated price band for the IPO) ("**Estimated IPO Price**")). In the event that the actual issue price in the IPO is different from the Estimated IPO Price, the call option holders or Blue Chandra, depending on whether the Estimated IPO Price is lower or higher than the actual issue price in the IPO, shall compensate the other party for the difference in amount in accordance with the terms of the Blue Chandra Call Option Agreement.

OUR MANAGEMENT

Under our Articles of Association, our Company is authorised to have up to 13 Directors. Effective from the date of listing and trading of our Equity Shares pursuant to this Offer, Part B of our Articles of Association shall stand automatically terminated and simultaneously, Part A of our Articles of Association will become effective, in accordance with which our Company will be authorised to have up to 15 Directors. As on the date of this Draft Red Herring Prospectus, we have seven Directors on our Board, comprising one Executive Director, two Non-Executive Directors and four Independent Directors, including one woman Independent Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI Listing Regulations.

Our Board

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus.

Name, date of birth, designation, address, occupation, nationality, term, period of directorship and DIN of our Directors	Age (years)	Other Directorships
Name: Ashish Jakhanwala *Date of birth:* July 14, 1975 *Designation:* Chairman, Managing Director and Chief Executive Officer *Address:* C-4/4038, Vasant Kunj, New Delhi 110 070, India *Occupation*: Service *Term:* Five years with effect from August 22, 2019 i.e., until August 21, 2024 *Period of directorship:* Since December 28, 2010 *DIN:* 03304345	47	*Indian Companies* Nil *Foreign Companies* Nil
Name: Manav Thadani *Date of birth:* October 1, 1970 *Designation:* Non-Executive Director *Address:* 411, The Aralias, DLF Golf Links, DLF Golf Course Phase V, Gurgaon, Haryana 122 009, India *Occupation*: Hospitality consultancy *Term:* Liable to retire by rotation *Period of directorship:* Since December 28, 2010 *DIN:* 00534993	52	*Indian Companies* 1. Hotelivate Private Limited 2. HICSA Event Management Private Limited 3. JLS Health Care Private Limited 4. S&M Marketing Services Private Limited 5. S.K.M Executive Search Private Limited 6. Inja Hospitality Private Limited *Foreign Companies* 1. Hotelivate Singapore Pte. Ltd.

Name, date of birth, designation, address, occupation, nationality, term, period of directorship and DIN of our Directors	Age (years)	Other Directorships
Name: Michael Peter Schulhof [(1)] *Date of birth:* November 30, 1942 *Designation:* Non-Executive Director *Address:* 136 Egypt Lane, East Hampton, New York, United States of America, 11937 *Occupation*: Private investment *Term:* Liable to retire by rotation *Period of directorship:* February 23, 2016[(2)] *DIN:* 01884261	80	*Indian Companies* 1. Air Works India (Engineering) Private Limited *Foreign Companies* 1. Anyclip Ltd. 2. Air Livery Limited 3. Air Works Empire UK Limited 4. GTI AW I 5. GTI Capital Group Limited 6. GTI Holdings LLC 7. Global Technology Investment LLC (formerly known as GTI Group LLC) 8. GTI Ventures LLC
Name: Aditya Jain *Date of birth:* October 27, 1960 *Designation:* Independent Director *Address:* 63, Radhey Mohan Drive, Gadalpur Bund Road, Fatehpur Beri, South Delhi, Delhi 110 074, India *Occupation*: Service *Term:* Five years with effect from March 9, 2023 *Period of directorship:* Since March 9, 2023 *DIN:* 00835144	63	*Indian Companies* 1. PR Pundit Public Relations Private Limited 2. International Market Assessment (India) Private Limited 3. Chemplast Sanmar Limited 4. Chemplast Cuddalore Vinyls Limited *Foreign Companies* Nil
Name: Archana Capoor *Date of birth:* September 17, 1958 *Designation:* Independent Director *Address:* Ratan Capoor, S-86, 3rd Floor, Panchsheel Park, South Delhi, Delhi 110 017, India. *Occupation*: Consultant *Term:* Five years with effect from March 9, 2023 *Period of directorship:* Since March 9, 2023 *DIN:* 01204170	64	*Indian Companies* 1. Birla Cable Limited 2. Maral Overseas Limited 3. RSWM Ltd. 4. S Chand and Company Limited 5. Sandhar Technologies Limited 6. Vikas Publishing House Private Limited 7. Uniproducts (India) Limited *Foreign Companies* Nil
Name: Krishan Dhawan *Date of birth:* February 21, 1957 *Designation:* Independent Director *Address:* A1/1601, The World Spa East, Sector – 30/41, Gurugram, Haryana 122 001, India *Occupation*: Retired	66	*Indian Companies* 1. The Antara Foundation *Foreign Companies* Nil

Name, date of birth, designation, address, occupation, nationality, term, period of directorship and DIN of our Directors	Age (years)	Other Directorships
Term: Five years with effect from March 9, 2023 *Period of directorship:* Since March 9, 2023 *DIN:* 00082729		
Name: Michael David Holland *Date of birth:* July 1, 1964 *Designation:* Independent Director *Address:* 1 Pine Close, Maids Moreton, Buckingham, Bucks, MK18 1HQ *Occupation*: Service *Term:* Five years with effect from March 9, 2023 *Period of directorship:* Since March 9, 2023 *DIN:* 02845141	58	*Indian Companies* 1. Nexus Select Mall Management Private Limited *Foreign Companies* Nil

(1) Nominee Director for GTI.
(2) Re-appointed on August 27, 2019, pursuant to Regulation 17(1A) of the SEBI Listing Regulations.

Arrangement or Understanding with major shareholders, customers, suppliers or others

Apart from Michael Peter Schulhof, nominated by GTI, in terms of the rights of GTI under the SHA, read with the Waiver Letter, and our Articles of Association, none of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others. For details of the SHA and the Waiver Letter, see "***History and Certain Corporate Matters – Shareholders' agreements***" on page 199. In addition, Asiya Capital shall have the right to nominate a director on our Board (which nominee shall initially be Sohail Ladha or such other person nominated by Asiya Capital), subject to completion of the Proposed ACIC Acquisition prior to filing the Red Herring Prospectus with the RoC. For further details, see "***History and Certain Corporate Matters – Key terms of other subsisting material agreements***" on page 206.

The following table sets out details regarding Blue Chandra and GTI as on the date of this Draft Red Herring Prospectus:

Blue Chandra Pte. Ltd.	GTI Capital Alpha Pvt Ltd
Registered Office: 61 Robinson Road, #16-02, 61 Robinson, Singapore (068893) **Ownership:** Tadasana Holdings, LP (100% of share capital) **Directors:** Sum Tze Sheng, Edward Vladislav Slapansky, Joshua Edward Livingstone, and Anil S/O Ponnampalam	**Registered Office:** Apex House, Bank Street, Twenty Eight, Cybercity, Ebene – 72201, Republic of Mauritius **Ownership:** GTI Investments Alpha L.P. (69.60%) and GTI Capital Holdings Private Limited (30.40%) **Directors:** Jonathan Schulhof, Sateeta Jeewoolall and Jihane Muhamodsaroar

Brief profiles of our Directors

Ashish Jakhanwala is the Chairman, Managing Director and Chief Executive Officer of our Company. He has been a member of our Board since December 28, 2010. He holds a bachelor's degree in commerce from the University of Delhi, a diploma in hotel management and catering technology from the National Council for Hotel Management and Catering Technology, New Delhi and a post graduate diploma in management from International Management Institute, New Delhi. He was previously associated with InterGlobe Hotels Private Limited as a regional director-development and with Pannell Kerr Forster Consultants Pvt. Ltd. as a consultant. Ashish Jakhanwala was also awarded the Gold Bernache by Accor in 2009. He co-chaired the Tourism Committee of Federation of Indian Chambers of Commerce and Industry in 2018. He has experience in the field of hotel operations, design, consulting and investment.

Manav Thadani is a Non-Executive Director of our Company. He holds a bachelor's degree in science and a master's degree in arts each from New York University. Manav Thadani is an experienced consultant in the field of hospitality and is the founder and chairman of Hotelivate Private Limited. He was previously associated with HVS Licensing LLC.

Michael Peter Schulhof is a Non-Executive Director of our Company. He holds a bachelor's degree in arts from Grinnell College, Iowa and a master's degree in science from Cornell University, New York. He also holds a degree of doctor of philosophy (physics) from Brandeis University, Massachusetts and was awarded an honorary degree of doctor of philosophy in physics from Grinnell College, Iowa. At present, Michael Peter Schulhof is the chairman of GTI Holdings LLC.

Krishan Dhawan is an Independent Director of our Company. He holds a bachelor's degree in economics from the University of Delhi, and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He was previously associated with Bank of America as a senior vice president and manager of its Asia Banking Unit, Oracle India as a managing director, and Shakti Sustainable Energy Foundation as the chief executive officer. He joined the Chandrakanta Kesavan Center for Energy Policy and Climate Studies at the Indian Institute of Technology, Kanpur as a governing board member in 2021. Further, he is associated with Federation of Indian Chambers of Commerce and Industry as an advisor of the Environment, Social and Governance Task Force, and with the Arun Duggal Centre of Excellence for Research in Climate Change and Air Pollution at the Indian Institute of Technology, Delhi as a member of their Advisory Committee.

Michael David Holland is an Independent Director of our Company. He holds a bachelor's degree in Building Surveying from the Thames Polytechnic, a master's degree in Property Development (Project Management) from the South Bank University, London, and is a fellow of the Royal Institution of Chartered Surveyors. He has work experience in the commercial real estate sector in Asia. He has previously worked as the chief executive officer of Embassy Office Parks Management Services Private Limited and the chief executive officer of Assetz Property Management Services Private Limited. He set up the India business of JLL and served as the country manager and managing director of its India business from 1998 to 2002.

Aditya Jain is an Independent Director of our Company. He holds a bachelors' degree in mechanical engineering from Birla Institute of Technology, Ranchi University and masters' degree in business administration from Henley – The Management College, Brunel University. He is the chairman and editorial director of International Market Assessment India Private Limited, an economic and business research company, established in 1996.

Archana Capoor is an Independent Director of our Company. She holds a master's degree in business administration from the University of Allahabad. She has experience across various sectors, including tourism and finance, and has previously worked with the Tourism Finance Corporation of India as the chairman and managing director, the Indian Trust for Rural Heritage and Development as a member secretary and Jet Airways as a finance consultant.

Relationship between Directors, Key Managerial Personnel and Senior Management

None of our Directors are related to each other or to the Key Managerial Personnel or Senior Management of our Company.

Terms of Appointment of our Executive Director

Ashish Jakhanwala

Ashish Jakhanwala was appointed on our Board at the incorporation of our Company. He was appointed as the Managing Director and Chief Executive Officer with effect from February 16, 2011. Most recently, he has been reappointed as the Managing Director and Chief Executive Officer for a period of five years with effect from August 22, 2019, pursuant to resolutions passed by our Board and shareholders on August 22, 2019 and August 27, 2019, respectively.

Pursuant to the board and shareholders' resolution dated March 9, 2023 and March 11, 2023 respectively, Ashish Jakhanwala is entitled to the following remuneration and perquisites with effect from January 1, 2023:

S.No	Particulars		Remuneration per annum (₹ million)
1.	Basic salary		14.01
2.	House rent allowance		7.00
3.	Flexible salary (subject to the following sub-limits)		Up to 14.01
	i.	Special allowance	11.45
	ii.	Children education allowance	0.00
	iii.	Car hire charges	1.00
	iv.	Fuel reimbursements	0.48
	v.	Vehicle maintenance	0.36
	vi.	Driver salary	0.65
	vii.	Meal voucher	0.03
	viii.	Telephone and broadband	0.04
4.	Employers' Provident Fund (above and above fixed salary)		1.68
5.	Variable pay		Up to 17.48
6.	Gratuity		As per law
7.	Leave encashment		As per Company policy

In Fiscal 2022, he received aggregate compensation of ₹ 50.60 million (which included an annual variable pay of ₹ 13.80 million for Fiscal 2021, payable in Fiscal 2022). Further for Fiscal 2022, out of the total of ₹ 13.80 million variable pay, ₹ 3.80 million was paid Fiscal 2023.

Compensation paid to our Non-Executive Directors and our Independent Directors

Our Non-executive Directors and Independent Directors may be entitled to receive sitting fees, as determined by our Board from time to time, for attending meeting of our Board and committees thereof.

Our Non-Executive Directors, Manav Thadani and Michael Peter Schulhof were not paid any remuneration in Fiscal 2022.

Our Independent Directors, Krishan Dhawan, Aditya Jain, Michael David Holland and Archana Capoor were appointed in Fiscal 2023 and were accordingly not paid any sitting fees for Fiscal 2022 by our Company.

Pursuant to a resolution passed by our Board and Shareholders on March 9, 2023 and March 11, 2023, respectively, our Non-Executive Directors including our Independent Directors, are each entitled to receive a sitting fee of ₹ 0.10 million for attending each meeting of our Board and the various committees of our Board.

Remuneration paid or payable from our Subsidiaries

None of our Directors has been paid any remuneration from our Subsidiaries, including any contingent or deferred compensation accrued for Fiscal 2022.

Bonus or profit-sharing plan for the Directors

Except for Ashish Jakhanwala, who is entitled to a variable pay as approved by our Board and Shareholders pursuant to a resolution dated March 9, 2023 and March 11, 2023 respectively, our Company does not have any bonus or profit sharing plan for our Directors. For details, see " – ***Terms of Appointment of our Executive Director***" on page 212.

Shareholding of our Directors

Our Articles of Association do not require our Directors to hold any qualification shares.

Other than as disclosed under "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company***" on page 98, none of our Directors hold any Equity Shares or employee stock options as on the date of this Draft Red Herring Prospectus.

Service contracts with Directors

Except in the case of Ashish Jakhanwala as disclosed below, there are no service contracts entered into by our Directors with the Company which provide for benefits upon termination of employment.

Pursuant to an agreement dated January 28, 2016, as amended and restated on September 11, 2019 and March 27, 2023 (the "**Employment Contract**"), Ashish Jakhanwala is entitled to a severance payment equaling 40 months of his monthly salary (at the time of termination of his employment with our Company), payable in 12 equal monthly instalments following the termination, subject to such termination being for the following reasons: (a) removal without cause by our Company, wherein 'cause' means (i) commission of any act of fraud relating to our Company or its business, (ii) misappropriation or embezzlement of funds or larceny or theft of property of our Company, (iii) wilful and persistent failure to perform duties to our Company (after written notice by the Board and consequent failure to follow directives), (iv) material breach of the SHA, or (v) engaging in certain events, including, any competitive business, using any non-publicly available information of our Company to solicit or encourage any third party to pursue any competing business or divert from our Company any rights, benefits or profits arising out of or in connection with the business of our Company, soliciting or endeavouring to entice away any investors or employees of our Company to leave the employment of our Company or hires any person who was an employee of the Company at any time during the twelve (12) months prior to such subsequent hire; (such events covered under (v), being "**Triggering Employment Events**"); or (b) voluntary resignation due to a 'good reason' by Ashish Jakhanwala, wherein 'good reason' means (i) a breach of the SHA by Blue Chandra, GTI, IFC or GSA that is materially adverse to Ashish Jakhanwala, (ii) a material decrease in Ashish Jakhanwala's remuneration or a material change/derogation in Ashish Jakhanwala's position of employment, with no relation to his performance metrics and without his written consent, or (iii) breach by our Company of the Employment Contract and the SHA, if proven and incapable of remedy. If his employment is terminated without cause or if he resigns due to good reason, subject to applicable law, all of Ashish Jakhanwala's unvested stock options would be deemed to be vested before the date of termination of his employment. Further, in case Ashish Jakhanwala is unable to receive any part of his compensation our Company has undertaken to compensate him by other means in that regard. Any severance payment made pursuant to the Employment Contract is required to be returned to our Company in the event that Ashish Jakhanwala engages in any Triggering Employment Events, subject to the terms of the Employment Contract, at any time up to the completion of the severance payment period.

Further, in the event that Ashish Jakhanwala's employment is terminated by our Company without 'cause' or he voluntarily resigns for 'good reason' or in the event of his death or permanent disability, Ashish Jakhanwala (or his estate) may, in his (its) sole discretion, require our Company to promptly arrange for the purchase of up to fifty percent (50%) (or one hundred percent (100%) in the event of Ashish Jakhanwala's death or disability) of Ashish Jakhanwala's shares at their then current fair market value determined in accordance with the Employment Contract, provided that: (a) notice of such request must be given by Ashish Jakhanwala (or his estate) within three months of such termination, and (b) our Company shall have the discretion to determine whether such shares shall be repurchased by our Company or purchased by the shareholders, as defined in the SHA, (other than IFC) on a pro-rata basis based on the shareholding of each such shareholder in our Company, calculated on a fully-diluted basis as of the date of the notice.

Contingent and deferred compensation payable to Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Interest of Directors

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or committees thereof. For further details, see "***– Terms of Appointment of our Executive Director***", "***- Compensation paid to our Non-Executive Directors and our Independent Directors***" above.

Our Directors may be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. Additionally, our Directors may be interested to the extent of any employee stock options that may be granted to them under the ESOP Scheme. For further details regarding the shareholding of our Directors, see "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company***" on page 98.

Our non-executive Director, Michael Peter Schulhof, nominated by GTI, may be deemed to be interested to the extent of the shareholding, in our Company, of the entity nominating him.

Pursuant to the resolution passed by our Board on March 18, 2014 and our Shareholders on March 19, 2014, our Company extended a loan of ₹ 20.55 million to Ashish Jakhanwala, our Managing Director and Chief Executive Officer by way of a loan agreement dated March 20, 2014 ("**Loan Agreement**"), to enable Ashish Jakhanwala to subscribe to certain compulsorily convertible preference shares of our Subsidiary, SAMHI Ahmedabad. In terms of the Loan Agreement, as amended on February 21, 2018, the loan was to be repaid by March 31, 2019, which was subsequently extended to March 31, 2024 pursuant to a resolution passed by our Board on February 27, 2019 and our Shareholders on April 22, 2019. The Loan Agreement was further amended on August 30, 2019, pursuant to which the entire principal amount was required to be repaid by Ashish Jakhanwala in a single instalment along with interest of 14.75% p.a. on or prior to March 31, 2021.Subsequently, the Loan Agreement was amended on April 13, 2021, pursuant to which the date for the repayment of the principal amount, together with any interest accrued thereon, was extended to March 31, 2024, or such other date as may be extended by our Company with the approval of our Board and in accordance with applicable law. As of January 31, 2023, the total outstanding loan amount, including the accrued interest, is ₹ 47.35 million.

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 to 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.

Interest in land and property

Our Directors are not interested in any property acquired or proposed to be acquired by our Company.

Interest in promotion or formation of our Company

Except for Ashish Jakhanwala and Manav Thadani who are subscribers to our MoA, our Directors have no interest in the promotion or formation of our Company as on the date of this Draft Red Herring Prospectus.

Business interest

Except as stated in the section titled "***Financial Statements – Annexure VII – Note 42 – Related party disclosures***" on page 333, our Directors do not have any other business interest in our Company.

Directorships of Directors in listed companies

None of our Directors are, or for the five years prior to the date of this Draft Red Herring Prospectus, have been on the board of directors of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure.

None of our Directors has been or is a director on the board of directors of any listed company which has been /was delisted from any stock exchange(s), during his/her tenure.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Archana Capoor	March 9, 2023	Appointment as an independent director(1)
Aditya Jain	March 9, 2023	Appointment as an independent director(1)
Krishan Dhawan	March 9, 2023	Appointment as an independent director(1)
Michael Holland	March 9, 2023	Appointment as an independent director(1)
Joshua Edward Livingstone	March 3, 2023	Cessation as a non-executive director
Joshua Edward Livingstone	May 6, 2022	Appointment as a non-executive director(2)
Brian Douglas Finerty	May 6, 2022	Cessation as a non-executive director
Arjun Sharma	August 22, 2021	Cessation as an independent director
Bonnie Susan Gottleib	August 22, 2021	Cessation as an independent director
Dilip Puri	August 22, 2021	Cessation as a non-executive director

Name of Director	Date of Change	Reasons
Anita Ramachandran	December 5, 2020	Cessation as an independent director

[(1)]Regularised as an independent director pursuant to a resolution passed by our Shareholders on March 11, 2023.
[(2)]Regularised as a non-independent director pursuant to a resolution passed by our Shareholders on December 22, 2022.

Borrowing Powers

Pursuant to our Articles of Association and applicable provisions of the Companies Act, 2013, our Board is entitled to borrow (excluding temporary loans obtained in the ordinary course of business) up to such amount that does not exceed, in the aggregate, the paid-up share capital, free reserves and securities premium of our Company.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, we have seven Directors on our Board, comprising one Executive Director, two Non-Executive Directors and four Independent Directors, including one woman Independent Director. The Chairman of our Board, Ashish Jakhanwala, is an Executive Director. Additionally, Krishan Dhawan, an Independent Director on our Board, has also been appointed as an independent director on the board of directors of our material Subsidiary, Ascent. 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.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act, 2013.

Board committees

Our Company has constituted the following committees of the Board in terms of the SEBI Listing Regulations and the Companies Act 2013:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee;

(d) Corporate Social Responsibility Committee; and

(e) Risk Management Committee.

Audit Committee

The Audit Committee was last reconstituted pursuant to the meeting of the Board held on March 9, 2023. The Audit Committee is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently consists of:

(a) Aditya Jain (*Chairperson*);

(b) Krishan Dhawan; and

(c) Michael Peter Schulhof.

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference: The terms of reference of the Audit Committee shall include the following:

The Audit 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; and
(5) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

The role of the Audit Committee shall include the following:

(a) Oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible.

(b) Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee.

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions; and
- Modified opinion(s) in the draft audit report.

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.

(f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue, and making appropriate recommendations to the Board to take up steps in this matter.

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.

(h) Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act 2013.

(i) Scrutiny of inter-corporate loans and investments.

(j) Valuation of undertakings or assets of the Company, wherever it is necessary.

(k) Evaluation of internal financial controls and risk management systems.

(l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

(m) 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.

(n) Discussion with internal auditors of any significant findings and follow up there on.

(o) 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.

(p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

(q) 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.

(r) Recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services.

(s) Reviewing the functioning of the whistle blower mechanism.

(t) Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases.

(u) Approval of appointment of chief financial officer (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.

(v) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision.

(w) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(x) Approving the key performance indicators for disclosure in the offer documents.

(y) Carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, or as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Additionally, the Audit Committee shall mandatorily review the following information:

(a) management discussion and analysis of financial condition and results of operations;

(b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

(c) management letters / letters of internal control weaknesses issued by the statutory auditors;

(d) internal audit reports relating to internal control weaknesses;

(e) the appointment, removal and terms of remuneration of the chief internal auditor; and

(f) statement of deviations in terms of the SEBI Listing Regulations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and
- annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was last re-constituted by a resolution of our Board dated March 9, 2023. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently consists of:

(a) Michael David Holland (*Chairperson*);

(b) Aditya Jain; and

(c) Michael Peter Schulhof.

Scope and terms of reference: The terms of reference of the Nomination and Remuneration Committee shall include the following:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.

(b) Formulation of criteria for evaluation of performance of independent directors and the Board.

(c) Devising a policy on Board *diversity*.

(d) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director).

(f) 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.

(g) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

(h) Carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Nomination and Remuneration Committee, while formulating the Remuneration 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 the 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.

In addition, the Nomination and Remuneration Committee has also been empowered to perform such functions as are required to be performed by the compensation committee/Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including the following:

(a) administering the employee stock option plans of the Company as instituted from time to time, including the ESOP schemes;

(b) determining the eligibility of employees to participate under the employee stock option plans;

(c) granting options to eligible employees and determining the date of grant under the employee stock option plans;

(d) determining the number of options to be granted to an employee under the employee stock option plans;

(e) determining the exercise price under the employee stock option plans; and

(f) construing and interpreting the employee stock option plans and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was last re-constituted by a resolution of our Board dated March 9, 2023. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently consists of:

(a) Michael Peter Schulhof (*Chairperson*);

(b) Michael David Holland; and

(c) Aditya Jain.

Scope and terms of reference: The terms of reference of the Stakeholders' Relationship Committee shall include the following:

(i) Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders.

(ii) Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer/ transmission of Equity Shares, non-receipt of share certificates, declared dividends, annual reports, balance sheets of the Company, general meetings, etc.

(iii) Giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities.

(iv) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.

(v) Reviewing measures taken for effective exercise of voting rights by shareholders.

(vi) Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent.

(vii) Reviewing the various measures and initiatives undertaken 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.

(viii) Carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was last reconstituted by a resolution of our Board dated March 9, 2023. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act 2013. The Corporate Social Responsibility Committee currently consists of:

(a) Krishan Dhawan (*Chairperson*);

(b) Archana Capoor; and

(c) Michael Peter Schulhof.

The Corporate Social Responsibility Committee is authorized to perform the following functions:

(a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013.

(b) Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a).

(c) Monitor the corporate social responsibility policy of the Company and its implementation from time to time.

(d) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board and/or as may be required under applicable law, as and when amended from time to time.

Risk Management Committee

Our Risk Management Committee was last re-constituted by a resolution of the Board dated March 9, 2023. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee currently consists of:

(a) Archana Capoor (*Chairperson*);

(b) Michael David Holland; and

(c) Manav Thadani.

Scope and terms of reference: The terms of reference of the Risk Management Committee shall include the following:

i. Formulation of a detailed risk management policy which shall include: (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;

ii. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

iii. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

iv. Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

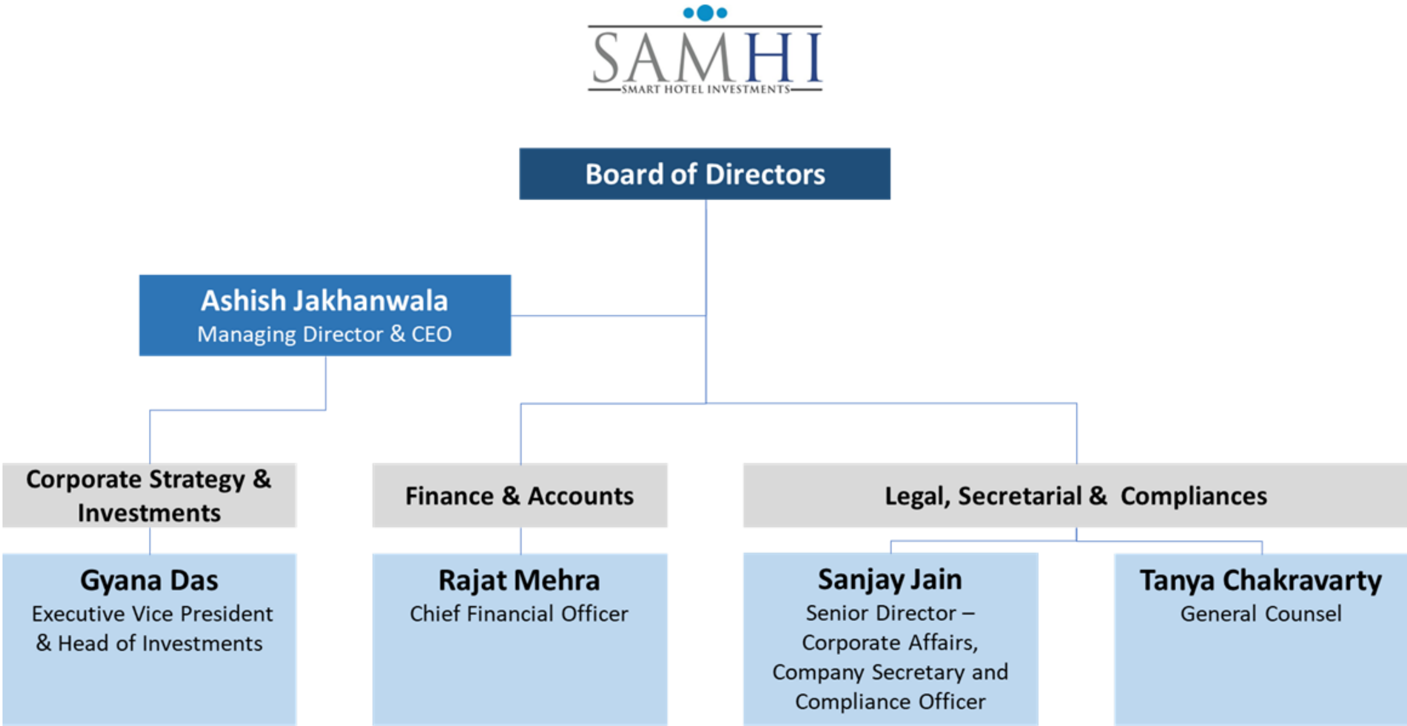
v. Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken; and

vi. Review the appointment, removal and terms of remuneration of the chief risk officer (if any).

vii. To implement and monitor policies and/or processes for ensuring cyber security;

viii. 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, as and when amended from time to time, including the SEBI Listing Regulations.

Management Organisation Chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Ashish Jakhanwala, our Managing Director and Chief Executive Officer, whose details are provided in "***– Brief Profiles of our Directors***" on page 211, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Rajat Mehra, aged 50 years, is our Chief Financial Officer. He is an associate of the Institute of Chartered Accountants of India. He holds a bachelor's degree in commerce (honours) from the Sri Guru Teg Bahadur Khalsa College, University of Delhi and a diploma in management from the Indira Gandhi National Open University, New Delhi. He joined our Company on December 11, 2012. Previously, he was associated with Religare Corporate Services Limited as an executive vice president–finance change management. In Fiscal 2022, he received aggregate compensation of ₹ 17.72 million (which included an annual variable pay of ₹ 3.88 million for Fiscal 2021, payable in Fiscal 2022). Further, for Fiscal 2022, out of the total of ₹ 3.88 million variable pay, ₹ 1.61 million was paid in Fiscal 2023.

Sanjay Jain, aged 53 years, is our Senior Director – Corporate Affairs, Company Secretary and Compliance Officer. He is a member of the Institute of Company Secretaries of India and a member of the Institute of Cost and Works Accountants of India. He holds a bachelor's degree in commerce (honours) from the University of Delhi. He joined our Company on July 1, 2011. Previously, he was associated with Consortium Finance Limited, DLF Universal Limited, AAPC India Hotel Management Private Limited, Beekman Helix India Consulting Private Limited. In Fiscal 2022, he received aggregate compensation of ₹ 6.91 million (which included an annual variable pay of ₹ 1.89 million for Fiscal 2021, payable in Fiscal 2022). Further, for Fiscal 2022, ₹ 1.89 million was accrued as annual variable pay, which was paid in Fiscal 2023.

Senior Management

In addition to our Chief Financial Officer, Rajat Mehra and our Senior Director – Corporate Affairs, Company Secretary and Compliance Officer, Sanjay Jain who are also Key Managerial Personnel of our Company and whose details are provided in " ***– Key Managerial Personnel***" above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are set forth below:

Gyana Das, aged 43 years, is our Executive Vice President and Head of Investments. He holds a bachelor's degree in architecture from Visvesvaraya National Institute of Technology, Nagpur and a master's degree in city planning from the Indian Institute of Technology, Kharagpur. He joined our Company on February 8, 2011. Previously, he was associated with InterGlobe Hotels Private Limited. In Fiscal 2022, he received aggregate compensation of ₹ 17.86 million (which included an annual variable pay of ₹ 3.96 million for Fiscal 2021, payable in Fiscal 2022).Further, for Fiscal 2022, out of the total of ₹ 3.96 million variable pay, ₹ 1.77 million was paid in Fiscal 2023.

Tanya Chakravarty, aged 38 years, is our General Counsel. She holds a bachelor's degree in law from Army Institute of Law, Mohali, a constituent of Punjabi University, Patiala. She joined our Company on May 2, 2017. Previously, she was associated with Phoenix Legal, Vaish Associates Advocates and Unitech Limited. In Fiscal 2022, she received aggregate compensation of ₹ 6.26 million (which included an annual variable pay of ₹ 1.70 million for Fiscal 2021, payable in Fiscal 2022). Further, for Fiscal 2022, ₹ 1.70 million was accrued as annual variable pay, which was paid in Fiscal 2023.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management are related to each another.

Bonus or profit sharing plan for the Key Managerial Personnel and Senior Management

There is no profit sharing plan for the Key Managerial Personnel and Senior Management. Our Company makes annual variable payments to the Key Managerial Personnel and Senior Management, as part of the variable pay component of their remuneration, in accordance with their terms of appointment.

Shareholding of Key Managerial Personnel and Senior Management

Other than as provided under "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management***", none of our Key Managerial Personnel and Senior Management hold Equity Shares as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are governed by the terms of their appointment letters/employment contracts and have not entered into any other service contracts with our Company. Except our Managing Director and Chief Executive Officer, Ashish Jakhanwala, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits. For details in relation to Ashish Jakhanwala's benefits on termination of employment, see "***– Service contracts with Directors***" on page 213.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management, which does not form part of their remuneration.

Interest of Key Managerial Personnel and Senior Management

Other than to the extent of the remuneration, benefits, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Management may be interested to the extent of employee stock options that have been or may be granted to them from time to time under the ESOP Scheme. For details of our Company's ESOP Scheme, see "***Capital Structure – Notes to Capital Structure – Employee Stock Option Schemes***" on page 101. Additionally, certain of our Key Managerial Personnel and members of our Senior Management, Rajat Mehra and Tanya Chakravarty, are on the board of directors of certain of our Subsidiaries.

Pursuant to a bonus advance agreement dated November 11, 2019, our Company extended an interest free loan of ₹ 2.50 million to Rajat Mehra, our Chief Financial Officer, which was repayable by March 31, 2021, by way of set-off against the amount of bonus due from our Company to him, and, if the same was insufficient, adjusted against any other amount due from our Company to him, in accordance with the terms of such agreement. Further, in the event that he fails to pay the outstanding loan amount prior to the expiry of the term of the agreement, our Company would have the right to adjust such amounts from any amounts that may be due and payable to him from our Company, including set-offs from his salary amounts. The date of repayment of the loan was subsequently extended to March 31, 2025, by virtue of a loan extension agreement dated April 5, 2021 that was effective from March 31, 2021. The loan extension agreement dated April 5, 2021 further provides that the loan amount would be set off against the bonus amount accruing to Rajat Mehra for Fiscal 2024, and, in case the same is not sufficient, against any amounts that may be payable by our Company to him on or prior to the expiry of the term of the agreement. As of January 31, 2023, the total outstanding loan amount from Rajat Mehra to our Company is ₹ 2.50 million.

Pursuant to two incentive advance agreements, each dated March 8, 2022 and effective from February 25, 2022, our Company extended (i) a long-term loan of ₹ 11 million at an interest rate of 6.9% p.a. (subject to revisions in the interest rate by our Company at its sole discretion, at any point), and (ii) a short-term interest free loan of ₹ 4 million, to Gyana Das, our Executive Vice President and Head of Investments, to be set-off against any bonus or other incentives, including employee stock options, that may be payable by our Company to him, and, if the same is insufficient, or in the event of non-release of such amount, adjusted against any other amount due from our Company to him, in accordance with the terms of such agreement. The short-term loan was repayable by October 1, 2022, but was subsequently extended to March 31, 2025 by agreement dated February 17, 2023 effective from October 1, 2022, while the long-term loan is repayable by April 30, 2025, or such further period as may be extended by our Company. As of January 31, 2023, the total outstanding loan amount, including accrued interest, as applicable, from Gyana Das to our Company is ₹ 15.71 million.

Except for the loan extended to Ashish Jakhanwala, Managing Director and Chief Executive Officer, details of which are provided in " ***– Interest of Directors***" on page 214, and the loans extended to Rajat Mehra, our Chief Financial Officer, and Gyana Das, our Executive Vice President and Head of Investments, details of which are provided above, no loans have been availed by our Key Managerial Personnel or Senior Management from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management have been selected pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or any other person.

Changes in Key Managerial Personnel and Senior Management during the last three years

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name	Date	Reason
Vinay Gupta	July 31, 2021	Resigned as vice president – asset management
Gaurav Sharma	December 22, 2022	Resigned as vice president – investments

Employee stock option and stock purchase schemes

For details of the ESOP Scheme implemented by our Company, see "***Capital Structure – Notes to Capital Structure – Employee Stock Option Scheme***" on page 101.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

Except for the loans extended to Ashish Jakhanwala, Managing Director and Chief Executive Officer, Rajat Mehra, our Chief Financial Officer, and Gyana Das, our Executive Vice President and Head of Investments, the details of which are provided in " ***– Interest of Directors***" and " – ***Interest of Key Managerial Personnel and Senior Management***" on pages 214 and 224, respectively, no amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PRINCIPAL SHAREHOLDERS

Our Company is a professionally managed company and does not have an identifiable promoter in terms of SEBI ICDR Regulations and the Companies Act 2013. Consequently, there are no members forming part of the 'promoter group' in terms of the SEBI ICDR Regulations.

Principal Shareholders

1. *Shareholders who control 15% or more of the voting rights in our Company*

   Except for Blue Chandra, GSA and GTI, no shareholder controls 15% or more of the voting rights in our Company. Further, prior to filing the updated draft red herring prospectus with SEBI, our Company will issue up to 39,000,000 Equity Shares to Asiya Capital pursuant to the Proposed ACIC Acquisition, and Asiya Capital will collectively control over 15% of the voting rights in our Company.

   For further details, see "***Capital Structure – Notes to Capital Structure – Details of shareholding of the major Shareholders of our Company***" and "***History and Certain Corporate Matters – Shareholders' agreements***" on pages 98 and 199, respectively.

2. *Persons who have the right to appoint director(s) on our Board*

   Pursuant to the terms of the SHA, read with the Waiver Letter, each of (i) Blue Chandra, (ii) GSA, (iii) GTI, and (iv) Ashish Jakhanwala and Manav Thadani collectively, have the right to appoint one non-executive, non-independent director on the Board, at their discretion. In terms of the SHA, read with the Waiver Letter, Blue Chandra and GSA has agreed to not exercise their respective rights to appoint a non-executive, non-independent director on the Board. Further, each of GTI, Blue Chandra and GSA have the right to appoint one non-voting observer on (i) the Board, and (ii) each committee of the Board, and such non-voting observers have the right to attend all meetings of the Board and the relevant committees, respectively, and are entitled to receive all notices and correspondences issued to the members of the Board or the relevant committee of the Board, as the case may be. These rights will stand automatically terminated, with the termination of the SHA, upon commencement of listing and trading of our Company's Equity Shares on the Stock Exchanges.

   In addition, Asiya Capital shall have the right to nominate a director on our Board (which nominee shall initially be Sohail Ladha or such other person nominated by Asiya Capital), subject to completion of the Proposed ACIC Acquisition prior to filing the Red Herring Prospectus with the RoC. For further details, see "***History and Certain Corporate Matters – Key terms of other subsisting material agreements***" and "***Our Management – Arrangement or Understanding with major shareholders, customers, suppliers or others***" on pages 206 and 211, respectively.

   Further, in terms of Part A of our Articles of Association, which will become effective upon commencement of listing and trading of our Company's Equity Shares on the Stock Exchanges, any Shareholder who individually holds at least 7.5% of our Company's fully diluted paid-up share capital will be entitled to nominate one non-executive, non-independent Director on the Board, subject to applicable law and approval of the shareholders of our Company by way of a special resolution in the first general meeting convened after listing of the Equity Shares on a recognized stock exchange in India pursuant to the Offer. For further details, see "***History and Certain Corporate Matters – Shareholders' agreements***", "***Our Management***" and "***Main Provisions of the Articles of Association***" on pages 199, 209 and 470, respectively.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

For the purpose of disclosure in this Draft Red Herring Prospectus, the following shall be considered as Group Companies of our Company: (i) such companies (other than any Subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24; and (ii) any other companies as may be identified as material by our Board of Directors. In relation to (ii) above, in accordance with our Materiality Policy, a company shall be considered material and will be disclosed as a 'Group Company' in this Draft Red Herring Prospectus if the shareholding of such company in our Company is more than 10% of our Company's share capital and the monetary value of our Company's transactions with such company in the six months ended September 30, 2022 exceeds 10% of the total revenue of our Company as per the Restated Consolidated Financial Information for such period.

Based on the parameters mentioned above, as on the date of this Draft Red Herring Prospectus, we have three Group Companies, the details of which are set forth below.

S. No	Group Company	Registered office
1.	Blue Chandra Pte. Ltd.	61 Robinson Road, #16-02, 61 Robinson, Singapore 068 893
2.	GTI Capital Alpha Pvt Ltd	Apex House, Bank Street TwentyEight, Cybercity, Ebene 72201, Republic of Mauritius
3.	Goldman Sachs Investment Holding (Asia) Limited	Level 3, Alexander House, 35, Cybercity, Ebene, Mauritius

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the Group Companies for the preceding three years shall be hosted on the website of our Company as indicated below:

S. No	Group Companies	Website
1.	Blue Chandra Pte. Ltd.	www.samhi.co.in
2.	GTI Capital Alpha Pvt Ltd	www.samhi.co.in
3.	Goldman Sachs Investment Holding (Asia) Limited*	N.A.

Nature and extent of interests of our Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion or formation of our Company. Our Group Companies do not have any interest in any property acquired by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of this Draft Red Herring Prospectus.

Our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Except as disclosed in "***Financial Statements – Annexure VII – Note 43 – Related party disclosures***" on page 333, our Group Companies and our Subsidiaries do not have any business interest in our Company.

Related Business Transactions

Except as set forth in "***Financial Statements – Annexure VII – Note 43 – Related party disclosures***" on page 333, no other related business transactions have been entered into between our Group Companies and our Company.

Common pursuits

There are no common pursuits between our Group Companies and our Company.

Litigation

As on date of this Draft Red Herring Prospectus, our Group Companies are not parties to any pending litigation which will have a material impact on our Company.

DIVIDEND POLICY

The declaration and payment of dividends on the Equity Shares will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association, the Companies Act and the dividend distribution policy of our Company adopted by our Board at a meeting dated March 27, 2023 (the "**Dividend Distribution Policy**").

The dividend to be paid, if any, will depend on a number of factors such as:

1. *Financial Parameters and Internal Factors*

   (a) operating cash flow of our Company;
   (b) profit after tax during the year and earnings per share;
   (c) working capital requirements;
   (d) capital expenditure requirement;
   (e) business expansion and growth;
   (f) likelihood of crystallization of contingent liabilities, if any;
   (g) additional investment in Subsidiaries and any associates of our Company;
   (h) upgradation of technology and physical infrastructure;
   (i) debt levels and cost of borrowings; and
   (j) past dividend pay-out ratio/trends.

2. *External Factors*

   (a) industry outlook and economic environment;
   (b) capital markets;
   (c) global conditions;
   (d) statutory provisions and guidelines; and
   (e) dividend pay-out ratio of competitors.

Our ability to pay dividends may be impacted by restrictive covenants under the loan or financing arrangements which our Company and Subsidiaries are currently availing of or may enter into to finance our fund requirements for our business activities. For details, see "***Financial Indebtedness***" on page 382.

Our Company has not made profits and has not declared any dividends in the last three Fiscals, the six months ended September 30, 2022 and the period from October 1, 2022 until the date of this Draft Red Herring Prospectus. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. 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, as set out above.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
SAMHI Hotels Limited
14th Floor, Tower C,
DLF Building No. 10,
DLF Cyber City, Phase II,
Gurugram, Haryana – 122002

Dear Sirs,

1. We, B S R & Co. LLP, Chartered Accountants ("**we**" or "**us**" or "**B S R**"), have examined the attached Restated Consolidated Financial Information of SAMHI Hotels Limited (the "**Company"** or the **"Holding Company"** or the **"Issuer"**) and its subsidiaries (the Company and its subsidiaries together referred to as the **"Group"**), comprising the Restated Consolidated Balance Sheet as at 30 September 2022, 31 March 2022, 31 March 2021 and 31 March 2020, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the six months period ended 30 September 2022 and for the years ended 31 March 2022, 31 March 2021 and 31 March 2020, the Summary of Significant Accounting Policies, the Statement of adjustments to restated consolidated financial information and the Notes to the restated consolidated financial information (collectively, the **"Restated Consolidated Financial Information"**), as approved by the Board of Directors of the Company at their meeting held on 27 March 2023 for the purpose of inclusion in the Draft Red Herring Prospectus **("DRHP")** prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared 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 from time to time (the "**Guidance Note**").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (**"SEBI"**), the stock exchanges where the equity shares of the Company are proposed to be listed (**"Stock Exchanges"**) and the Registrar of Companies, National Capital Territory of Delhi and Haryana, situated at New Delhi (**"ROC"**) in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 1.2 of Annexure V to the Restated Consolidated Financial Information.

    The respective Board of Directors of the companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 20 January 2023 in connection with the proposed IPO of equity shares 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 Financial Information; 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 proposed IPO.

4. These Restated Consolidated Financial Information have been compiled by the management:

a) As at and for the six months period ended 30 September 2022: From the audited special purpose consolidated interim financial statements of the Group as at and for the six months period ended 30 September 2022 prepared in accordance with recognition and measurement principles under Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under Section 133 of the Act and other accounting principles generally accepted in India (the **"Special Purpose Consolidated Interim Financial Statements"**) which have been approved by the Board of Directors of the Company at their meeting held on 27 March 2023.

b) As at and for the years ended 31 March 2022, 31 March 2021 and 31 March 2020: From the audited consolidated financial statements of the Group as at and for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 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 other accounting principles generally accepted in India (the "**consolidated financial statements**"), which have been approved by the Board of Directors of the Company at their meetings held on 29 November 2022, 14 February 2022 and 04 March 2021, respectively.

5. For the purpose of our examination, we have relied on auditor's report issued by us dated 27 March 2023 on the Special Purpose Consolidated Interim Financial Statements of the Group as at and for the six months period ended 30 September 2022 and auditor's reports issued by us dated 29 November 2022, 14 February 2022 and 04 March 2021 respectively on the consolidated financial statements as at and for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 respectively as referred in Paragraph 4 above.

6. Our audit reports on the consolidated financial statements issued by us included the following audit qualifications, material uncertainty related to going concern ("MUGC") paragraph and emphasis of matter ("EOM") paragraphs on the Special Purpose Consolidated Interim Financial Statements as at and for the six months period ended 30 September 2022 and the consolidated financial statements as at and for the years ended 31 March 2022, 31 March 2021 and 31 March 2020, as applicable (described in Annexure VI to the Restated Consolidated Financial Information):

(i) our audit of the Special Purpose Consolidated Interim Financial Statements as of and for the six months period ended 30 September 2022 which includes reference to:

(a) Emphasis of matter paragraph related to management's assessment of going concern assumption,

(b) Emphasis of matter paragraph which indicates that the financial information as at 1 April 2022 has been restated to correct the prior period error pertaining to measurement of Optionally Convertible Redeemable Debentures, and

(c) Emphasis of matter paragraph related to basis of accounting for special purpose consolidated interim financial statements.

(ii) our audit of the consolidated financial statements as of and for the year ended 31 March 2022 which includes reference to:

(a) Emphasis of matter paragraph related to management's assessment of going concern assumption,

(b) Emphasis of matter paragraph which indicates that the comparative information presented as at 1 April 2020 and as at and for the year ended 31 March 2021 has been restated to correct the accounting pertaining to subsequent measurement of Fully Compulsory Convertible Debentures, and

(c) Audit qualification (with respect to the internal financial controls with reference to consolidated financial statements) on material weakness identified in relation to appropriateness of internal control system with regard to subsequent measurement of Fully Compulsory Convertible Debentures in accordance with Ind AS 109.

(iii) our audit of the consolidated financial statements as of and for the year ended 31 March 2021 which includes reference to:

(a) Material uncertainty related to going concern ("MUGC") paragraph that explains the events or conditions which indicate that a material uncertainty exists that may cast a significant doubt on the Group's ability to continue as a going concern

(iv) our audit of the consolidated financial statements as of and for the year ended 31 March 2020 which includes reference to:

(a) Audit qualification in respect to inadequate disclosures relating to going concern in the consolidated financial statements,

and our audit reports for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 also includes reference to qualifications in the Companies (Auditor's Report) Order, 2020 / Companies (Auditor's Report) Order, 2016, as applicable, described in Annexure VI to the Restated Consolidated Financial Information.

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

a) has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended 31 March 2022, 31 March 2021 and 31 March 2020 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the six months period ended 30 September 2022;

b) does not contain any qualifications requiring adjustments, except for the matters as mentioned in paragraphs 6(i)(b) and 6(ii)(b) above. The adjustments required for matters specified in paragraphs 6(i)(b) and 6(ii)(b) above have been given effect in the Restated Consolidated Financial Information. Moreover, those qualifications in the Companies (Auditor's Report) Order, 2016 and Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act and matters as mentioned in paragraphs 6(i)(a), 6(i)(c), 6(ii)(a), 6(ii)(c), 6(iii)(a) and 6(iv)(a) which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Annexure VI to the Restated Consolidated Financial Information; and

c) has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. We have not audited any financial statements of the Group as of any date or for any period subsequent to 30 September 2022. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to 30 September 2022.

9. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Consolidated Interim Financial Statements and consolidated financial statements, respectively mentioned in paragraph 5 above.

10. This report should not in any way be 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 consolidated financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are proposed to be listed ("Stock Exchanges") and the Registrar of Companies, National Capital Territory of Delhi and Haryana, situated at New Delhi ("ROC") in connection with the proposed IPO. 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 without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

Rahul Nayar
Partner
Membership No: 508605
ICAI UDIN: 23508605BGZYHN9151

Place: Gurugram
Date: 27 March 2023

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure I - Restated Consolidated Balance Sheet
(All amounts in Rupees millions, unless otherwise stated)

	Notes	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
ASSETS					
Non-current assets					
Property, plant and equipment	1	18,886.70	19,236.15	20,659.89	21,710.70
Capital work-in-progress	1	197.37	197.37	177.34	189.47
Right-of-use assets	1	896.87	918.65	978.39	839.22
Investment property	1	147.63	149.17	152.25	139.75
Goodwill	2	66.96	66.96	66.96	66.96
Other intangible assets	2	44.02	50.95	67.88	91.02
Financial assets					
Loans	3	60.87	58.78	44.29	-
Other financial assets	4	462.35	354.06	312.50	692.17
Income tax assets (net)	5	159.02	131.69	95.59	227.47
Other non-current assets	7	93.14	95.27	93.23	238.51
Total non-current assets		**21,014.93**	**21,259.05**	**22,648.32**	**24,195.27**
Current assets					
Inventories	8	25.84	25.15	28.71	46.20
Financial assets					
Trade receivables	9	598.42	247.83	179.42	336.77
Cash and cash equivalents	10	1,128.62	1,513.98	1,450.68	746.61
Bank balances other than cash and cash equivalents above	11	330.85	92.85	99.94	106.23
Loans	12	4.26	4.26	-	38.76
Other financial assets	13	87.33	46.77	62.95	151.95
Other current assets	14a	339.02	305.87	339.99	383.80
Total current assets		**2,514.34**	**2,236.71**	**2,161.69**	**1,810.32**
Assets held for sale	14b	395.52	370.00	70.00	70.00
		2,909.86	**2,606.71**	**2,231.69**	**1,880.32**
TOTAL ASSETS		**23,924.79**	**23,865.76**	**24,880.01**	**26,075.59**
EQUITY AND LIABILITIES					
Equity					
Equity share capital	15	76.27	76.27	76.27	76.27
Other equity	16	(8,308.82)	(6,464.67)	(2,031.16)	2,746.77
Total equity		**(8,232.55)**	**(6,388.40)**	**(1,954.89)**	**2,823.04**
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings	17	24,316.80	23,742.21	18,706.29	18,638.45
Lease liabilities	19	428.87	430.98	497.29	536.54
Trade payables	18				
- total outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		112.06	79.97	-	-
Other financial liabilities	20	1,600.29	1,620.22	52.92	23.48
Provisions	21	53.74	44.35	48.27	47.75
Deferred tax liabilities (net)	6	-	-	-	16.18
Other non-current liabilities	22	271.80	283.21	305.62	326.72
Total non-current liabilities		**26,783.56**	**26,200.94**	**19,610.39**	**19,589.12**
Current liabilities					
Financial liabilities					
Borrowings	23	2,462.96	2,191.03	5,164.02	2,345.84
Lease liabilities	24	74.33	97.12	76.63	37.92
Trade payables	25				
- total outstanding dues of micro enterprises and small enterprises; and		26.81	30.30	10.10	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,322.44	1,194.75	992.53	682.70
Other financial liabilities	26	1,028.20	146.34	530.91	233.14
Other current liabilities	27	428.19	372.34	428.15	313.02
Provisions	28	25.85	21.34	22.17	24.42
Current tax liabilities (net)	29	-	-	-	26.39
Total current liabilities		**5,368.78**	**4,053.22**	**7,224.51**	**3,663.43**
Liability classified as held for sale	30	5.00	-	-	-
		5,373.78	**4,053.22**	**7,224.51**	**3,663.43**
TOTAL EQUITY AND LIABILITIES		**23,924.79**	**23,865.76**	**24,880.01**	**26,075.59**

The above Annexure should be read with Summary of Significant Accounting Policies appearing in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to the Restated Consolidated Financial Information in Annexure VII.

As per our examination report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

Rahul Nayar
Partner
Membership No.: 508605

Place: Gurugram
Date: 27 March 2023

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Place: Gurugram
Date: 27 March 2023

Manav Thadani
Director
DIN: 00534993

Place: Gurugram
Date: 27 March 2023

Rajat Mehra
Chief Financial Officer

Place: Gurugram
Date: 27 March 2023

Sanjay Jain
Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 27 March 2023

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure II - Restated Consolidated Statement of Profit and Loss
(All amounts in Rupees millions, unless otherwise stated)

	Notes	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Income					
Revenue from operations	31	3,430.60	3,227.43	1,695.80	6,056.27
Other income	32	109.45	103.61	96.70	220.12
Total income		**3,540.05**	**3,331.04**	**1,792.50**	**6,276.39**
Expenses					
Cost of materials consumed	33	282.26	327.68	185.52	534.83
Employee benefits expense	34	592.08	905.45	865.40	1,306.85
Other expenses	37	1,499.46	1,879.98	1,338.72	2,714.20
		2,373.80	**3,113.11**	**2,389.64**	**4,555.88**
Restated earnings/(loss) before finance cost, depreciation and amortisation, tax and exceptional items		**1,166.25**	**217.93**	**(597.14)**	**1,720.51**
Finance costs	35	2,644.18	3,460.09	3,087.29	2,079.69
Depreciation and amortisation expense	36	480.96	1,006.03	1,117.95	1,261.71
		3,125.14	**4,466.12**	**4,205.24**	**3,341.40**
Restated loss before tax and exceptional items		**(1,958.89)**	**(4,248.19)**	**(4,802.38)**	**(1,620.89)**
Exceptional items (gain) / loss	38	(112.99)	184.06	12.62	1,395.18
Restated loss before tax		**(1,845.90)**	**(4,432.25)**	**(4,815.00)**	**(3,016.07)**
Tax expense/(income)	6				
Current tax		0.14	0.28	(21.55)	29.63
Deferred tax credit		-	-	(16.18)	(47.07)
		0.14	**0.28**	**(37.73)**	**(17.44)**
Restated loss for the period/year		**(1,846.04)**	**(4,432.53)**	**(4,777.27)**	**(2,998.63)**
Restated other comprehensive income/(loss)					
Items that will not be reclassified to profit or loss					
- Re-measurement gain/(loss) on defined benefit obligations	41	1.89	(0.98)	(0.66)	3.62
- Income tax relating to items mentioned above		-	-	-	-
Restated other comprehensive income/(loss), net of tax		**1.89**	**(0.98)**	**(0.66)**	**3.62**
Restated total comprehensive (loss) for the period/year		**(1,844.15)**	**(4,433.51)**	**(4,777.93)**	**(2,995.01)**
Restated loss attributable to:					
Owners of the Group		(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Non-controlling interest		-	-	-	-
Restated loss for the period/year		**(1,846.04)**	**(4,432.53)**	**(4,777.27)**	**(2,998.63)**
Restated other comprehensive income attributable to:					
Owners of the Group		1.89	(0.98)	(0.66)	3.62
Non-controlling interest		-	-	-	-
Restated other comprehensive income/(loss) for the period/year		**1.89**	**(0.98)**	**(0.66)**	**3.62**
Restated total comprehensive income attributable to:					
Owners of the Group		(1,844.15)	(4,433.51)	(4,777.93)	(2,995.01)
Non-controlling interest		-	-	-	-
Restated total comprehensive (loss) for the period/year		**(1,844.15)**	**(4,433.51)**	**(4,777.93)**	**(2,995.01)**
Earnings/(losses) per equity share (Face value of INR 1 each):	39				
Basic (INR)		(24.20)	(58.12)	(62.64)	(39.65)
Diluted (INR)		(24.20)	(58.12)	(62.64)	(39.65)
(Not annualised for the period ended 30 September 2022)					

The above Annexure should be read with Summary of Significant Accounting Policies appearing in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to the Restated Consolidated Financial Information in Annexure VII.

As per our examination report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Rahul Nayar
Partner
Membership No.: 508605

Place: Gurugram
Date: 27 March 2023

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Place: Gurugram
Date: 27 March 2023

Manav Thadani
Director
DIN: 00534993

Place: Gurugram
Date: 27 March 2023

Rajat Mehra
Chief Financial Officer

Place: Gurugram
Date: 27 March 2023

Sanjay Jain
Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 27 March 2023

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure III - Restated Consolidated Statement of Changes in Equity
(All amounts in Rupees millions except for share details and unless otherwise stated)

a. Equity share capital

Particulars	Number of shares	Amount
As at 1 April 2019	74,896,690	74.90
Changes in equity share capital during the year	1,374,014	1.37
As at 31 March 2020	**76,270,704**	**76.27**
As at 1 April 2020	76,270,704	76.27
Changes in equity share capital during the year	-	-
As at 31 March 2021	**76,270,704**	**76.27**
As at 1 April 2021	76,270,704	76.27
Changes in equity share capital during the year	-	-
As at 31 March 2022	**76,270,704**	**76.27**
As at 1 April 2022	76,270,704	76.27
Changes in equity share capital during the period	-	-
As at 30 September 2022	**76,270,704**	**76.27**

b. Other equity (refer note 16)

Particulars	Reserves and surplus				Other comprehensive income	Total
	Capital reserve	Securities premium	Share options outstanding account	Retained earnings	Remeasurement of defined benefit plans	
Restated Balance as at 1 April 2019 (Refer note 58)	**637.87**	**10,721.36**	**77.14**	**(5,979.56)**	**-**	**5,456.81**
Restated loss for the year	-	-	-	(2,998.63)	-	**(2,998.63)**
Other comprehensive income (net of tax)	-	-	-	-	3.62	**3.62**
Total comprehensive (loss)/income	**-**	**-**	**-**	**(2,998.63)**	**3.62**	**(2,995.01)**
Transferred to retained earnings	**-**	-	**-**	3.62	(3.62)	**-**
Securities premium on issue of equity shares	**-**	285.53	**-**	-	-	**285.53**
Share based payments	**-**	-	(0.56)	-	-	**(0.56)**
Balance as at 31 March 2020	**637.87**	**11,006.89**	**76.58**	**(8,974.57)**	**-**	**2,746.77**
Balance as at 1 April 2020	**637.87**	**11,006.89**	**76.58**	**(8,974.57)**	**-**	**2,746.77**
Restated loss for the year	-	-	-	(4,777.27)	-	**(4,777.27)**
Other comprehensive loss (net of tax)	-	-	-	-	(0.66)	**(0.66)**
Total comprehensive loss	**-**	**-**	**-**	**(4,777.27)**	**(0.66)**	**(4,777.93)**
Transferred to retained earnings	**-**	**-**	**-**	(0.66)	0.66	**-**
Balance as at 31 March 2021	**637.87**	**11,006.89**	**76.58**	**(13,752.50)**	**-**	**(2,031.16)**
Balance as at 1 April 2021	**637.87**	**11,006.89**	**76.58**	**(13,752.50)**	**-**	**(2,031.16)**
Restated loss for the year	-	-	-	(4,432.53)	-	**(4,432.53)**
Other comprehensive loss (net of tax)	-	-	-	-	(0.98)	**(0.98)**
Total comprehensive loss	**-**	**-**	**-**	**(4,432.53)**	**(0.98)**	**(4,433.51)**
Transferred to retained earnings	**-**	**-**	**-**	(0.98)	0.98	**-**
Balance as at 31 March 2022	**637.87**	**11,006.89**	**76.58**	**(18,186.01)**	**-**	**(6,464.67)**
Balance as at 1 April 2022	**637.87**	**11,006.89**	**76.58**	**(18,186.01)**	**-**	**(6,464.67)**
Restated loss for the period	-	-	-	(1,846.04)	-	**(1,846.04)**
Other comprehensive income (net of tax)	-	-	-	-	1.89	**1.89**
Total comprehensive (loss)/income	**-**	**-**	**-**	**(1,846.04)**	**1.89**	**(1,844.15)**
Transferred to retained earnings	**-**	**-**	**-**	1.89	(1.89)	**-**
Balance as at 30 September 2022	**637.87**	**11,006.89**	**76.58**	**(20,030.16)**	**-**	**(8,308.82)**

The above Annexure should be read with Summary of Significant Accounting Policies appearing in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to the Restated Consolidated Financial Information in Annexure VII.

As per our examination report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Rahul Nayar
Partner
Membership No.: 508605

Place: Gurugram
Date: 27 March 2023

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Place: Gurugram
Date: 27 March 2023

Manav Thadani
Director
DIN: 00534993

Place: Gurugram
Date: 27 March 2023

Rajat Mehra
Chief Financial Officer

Place: Gurugram
Date: 27 March 2023

Sanjay Jain
Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 27 March 2023

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure IV - Restated Consolidated Statement of Cash Flows
(All amounts in Rupees millions, unless otherwise stated)

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
A. Cash flows from operating activities				
Restated loss before tax	**(1,845.90)**	**(4,432.25)**	**(4,815.00)**	**(3,016.07)**
Adjustments for:				
Depreciation and amortisation expense	480.96	1,006.03	1,117.95	1,261.71
Unrealized loss on foreign exchange fluctuation (net)	52.15	16.93	-	-
Finance costs	2,644.18	3,460.09	3,087.29	2,079.69
Interest income	(24.86)	(25.00)	(42.07)	(61.32)
Gain on lease assets	-	(2.34)	(3.17)	-
Loss allowance for trade receivables	1.19	1.67	3.22	19.35
Capital work-in-progress written off	-	-	12.62	-
COVID 19 related rent concessions	(2.99)	(11.95)	(11.66)	-
Share based payments	-	-	-	(0.55)
Bad debts written off	-	-	-	0.51
Loss/(Gain) on disposal of property, plant and equipment (net)	-	0.60	-	(0.03)
Profit on redemption of mutual funds (net)	-	-	-	(2.74)
(Gain)/Loss on fair valuation of derivative component of FCCDs	-	3.30	(2.69)	3.97
Net gain on fair valuation of equity component of convertible PIK obligation	(15.60)	(28.80)	-	-
Gain on modification of financial liabilities	(40.99)	(9.37)	-	-
Government grant written off	-	3.15	24.91	-
(Gain)/ Loss on reclassification of assets held for sale	(25.52)	186.40	-	-
Unwinding of discount on security deposits	(3.66)	(7.62)	(7.24)	(6.81)
Amortisation of income received in advance	(4.23)	(8.44)	(8.44)	-
Impairment of property, plant and equipment, right-of-use of assets and other intangible assets	(87.47)	-	-	1,033.59
Impairment of Goodwill	-	-	-	205.90
Provisions/liabilities no longer required written back	(12.26)	(1.60)	(10.45)	(60.46)
Operating profit/(loss) before movement in assets and liabilities	**1,115.00**	**150.80**	**(654.73)**	**1,456.74**
(Increase)/ decrease in trade receivables	(348.81)	(70.08)	154.13	24.14
(Increase)/ decrease in inventories	(0.69)	3.64	17.49	1.58
(Increase)/ decrease in loans	(2.09)	(18.76)	(3.03)	3.77
Decrease/(increase) in other financial assets	15.86	36.50	72.51	(50.66)
Decrease/(increase) in other assets	2.22	(23.41)	28.64	117.86
Increase/ (decrease) in provisions	15.64	(6.05)	(2.27)	9.97
Increase/ (decrease) in other financial liabilities	22.04	(12.42)	24.74	1.96
Increase/ (decrease) in other liabilities	54.07	(58.85)	115.57	(71.06)
Increase in liability classified as held for sale	5.00	-	-	-
Increase in trade payables	107.55	296.81	329.98	173.74
Cash generated from operations	**985.79**	**298.18**	**83.03**	**1,668.04**
Income taxes paid / refunded (net)	(25.36)	(35.08)	133.50	(45.33)
Net cash generated from operating activities (A)	**960.43**	**263.10**	**216.53**	**1,622.71**
B. Cash flows from investing activities				
Purchase of property, plant and equipment, capital work in progress and other intangible assets	(19.50)	(3.88)	(6.68)	(281.77)
Proceeds from sale of property, plant and equipment	-	3.90	-	0.04
Bank deposits matured	3,935.10	3,019.23	1,887.98	6,542.27
Bank deposits made	(4,329.48)	(3,082.78)	(1,520.71)	(6,705.11)
Interest received	18.24	38.17	62.30	78.77
Purchase of current investments	-	-	-	(554.76)
Proceeds from sale of current investments	-	-	-	834.13
Net cash (used in)/generated from investing activities (B)	**(395.64)**	**(25.36)**	**422.89**	**(86.43)**
C. Cash flows from financing activities				
Issue of equity share capital including securities premium	-	-	-	286.90
Lease payments	(21.91)	(33.87)	(23.93)	(40.58)
Interest on lease liabilities	(25.95)	(55.47)	(57.95)	(59.57)
Proceeds from long term borrowings	1,219.13	11,510.99	3,815.49	1,862.37
Repayment of long term borrowings	(1,014.56)	(8,284.25)	(2,137.94)	(1,277.59)
Proceeds/(repayment) from current borrowings - net	(77.23)	155.53	(156.42)	(230.33)
Finance costs paid	(1,029.63)	(3,467.37)	(1,374.60)	(1,776.81)
Net cash (used in)/ generated from financing activities (C)	**(950.15)**	**(174.44)**	**64.65**	**(1,235.61)**
Net (decrease)/increase in cash and cash equivalents (A + B + C)	**(385.36)**	**63.30**	**704.07**	**300.67**
Cash and cash equivalents at the beginning of the period/year	**1,513.98**	**1,450.68**	**746.61**	**445.94**
Cash and cash equivalents at the end of the period/year	**1,128.62**	**1,513.98**	**1,450.68**	**746.61**
i. **Components of cash and cash equivalents:**				
Cash on hand	4.03	4.24	3.22	4.32
Balances with banks				
- in current accounts	663.53	1,372.91	1,323.59	418.14
- in deposit accounts (with original maturity of 3 months or less)	461.06	136.83	123.87	324.15
	1,128.62	**1,513.98**	**1,450.68**	**746.61**

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure IV - Restated Consolidated Statement of Cash Flows (Continued)
(All amounts in Rupees millions, unless otherwise stated)

ii. Movement in financial liabilities - Borrowings including accrued interest

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening Balance	**25,976.89**	**24,244.01**	**21,061.94**	**20,442.77**
Changes from financing cash flows				
Proceeds from non-current borrowings	1,219.13	11,510.99	3,815.49	1,862.37
Repayment of non-current borrowings	(1,014.56)	(8,284.25)	(2,137.94)	(1,277.59)
(Repayment)/Proceeds of current borrowings (net)	(77.23)	155.53	(156.42)	(230.33)
Finance cost paid	(1,029.63)	(3,467.37)	(1,374.60)	(1,776.81)
Other non cash changes				
Finance cost expense	2,606.77	3,431.48	3,035.54	2,041.53
Equity component of convertible -PIK obligation	-	(1,613.50)	-	-
Closing Balance	**27,681.37**	**25,976.89**	**24,244.01**	**21,061.94**

iii. For movement in lease liabilities, refer note 50.

iv. The Cash Flows from operating activities section in Restated Consolidated Statement of Cash flows has been prepared in accordance with the 'Indirect Method' as set out in the Ind AS 7 "Statement of Cash Flows".

The above Annexure should be read with Summary of Significant Accounting Policies appearing in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to the Restated Consolidated Financial Information in Annexure VII.

As per our examination report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Rahul Nayar
Partner
Membership No.: 508605

Place: Gurugram
Date: 27 March 2023

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Place: Gurugram
Date: 27 March 2023

Manav Thadani
Director
DIN: 00534993

Place: Gurugram
Date: 27 March 2023

Rajat Mehra
Chief Financial Officer

Place: Gurugram
Date: 27 March 2023

Sanjay Jain
Senior Director-Corporate Affairs
& Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 27 March 2023

1.1 Corporate information

SAMHI Hotels Limited ('the Holding Company' or 'the Company') is a Company domiciled in India. The Company was incorporated in India on 28 December 2010 as per the provisions of Indian Companies Act and is limited by shares.

The Restated Consolidated Financial Information comprises financial statements of SAMHI Hotels Limited and its subsidiaries (collectively, "the Group") for the six months period ended 30 September 2022 and years ended 31 March 2022, 31 March 2021 and 31 March 2020.

The Group comprises following subsidiaries (including step-down subsidiary):

- SAMHI JV Business Hotels Private Limited ('SAMHI JV')
- SAMHI Hotels (Gurgaon) Private Limited ('SAMHI Gurgaon')
- Barque Hotels Private Limited ('Barque')
- SAMHI Hotels (Ahmedabad) Private Limited ('SAMHI Ahmedabad')
- CASPIA Hotels Private Limited ('CASPIA')
- Paulmech Hospitality Private Limited ('Paulmech') (step-down subsidiary)
- Ascent Hotels Private Limited ('Ascent')
- Argon Hotels Private Limited ('Argon')

The Group is a hotel development and investment Group with focus on operating internationally branded hotels across key cities in the Indian sub-continent.

1.2 Basis of preparation

A. Statement of compliance

The Restated Consolidated Financial Information of the Group comprises the Restated Consolidated Balance Sheet as at 30 September 2022, 31 March 2022, 31 March 2021 and 31 March 2020; the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the six months period ended 30 September 2022 and years ended 31 March 2022, 31 March 2021 and 31 March 2020, the Summary of Significant Accounting Policies, the Statement of adjustments to Restated Consolidated Financial Information and the Notes to the Restated Consolidated Financial Information (together referred to as 'Restated Consolidated Financial Information').

The Restated Consolidated Financial Information have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the Restated Consolidated Financial Information.

The Restated Consolidated Financial Information has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended; and

(iii) 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 Financial Information has been prepared by the Holding Company from:

- Audited special purpose consolidated interim financial statements of the Group as at and for the six months period ended 30 September 2022 prepared in accordance with the recognition and measurement principles under Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of the Act as amended and other accounting principles generally accepted in India and presentation requirements of Schedule III to the Companies Act, 2013.

- Audited consolidated financial statements of the Group as at and for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 prepared in accordance with Indian Accounting Standards ('Ind AS') as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

  Further, in Restated Consolidated Financial Information:

- there were no changes in accounting policies during the period / year;

- there were no material amounts which have been adjusted for in arriving at loss for the respective period / year except as disclosed in Annexure VI; and

- there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited special purpose consolidated interim financial statements of the Group as at and for six months period ended 30 September 2022. Refer note no 59.

The Restated Consolidated Financial Information of the Group for the six months period ended 30 September 2022 and years ended 31 March 2022, 31 March 2021 and 31 March 2020 were approved for issue in accordance with the resolution of the Board of Directors of the Holding Company on 27 March 2023.

B. **Functional and presentation currency**

The Restated Consolidated Financial Information is presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

C. **Basis of Measurement**

The Restated Consolidated Financial Information have been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Financial assets and liabilities i.e., derivative instruments	Fair Value

Also refer note 53 for going concern basis of accounting used by the management.

D. **Significant accounting judgments, estimates and assumptions**

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that may require material adjustment to the carrying value of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The following are the significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Restated Consolidated Financial Information:

i) Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets', which involves key assumptions about the likelihood and magnitude of an outflow of resources.

ii) Leases

Critical judgements in determining the lease period:

Ind AS 116 required lessees to determine the lease term as the non-cancellable period of a lease adjusted with an 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 there by 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 the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in the future possible 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 the portfolio of leases with similar characteristics.

iii) Useful lives, recoverable amounts and impairment of property, plant and equipment and intangible assets

The estimated useful lives and recoverable amounts of property, plant and equipment and intangible assets are based on estimates and assumptions regarding the expected market outlook, expected future cash flows, obsolescence, demand, competition, known technological advances. The Group reviews the useful lives and recoverable amounts of property, plant and equipment and intangible assets at the end of each reporting date.

iv) Employee benefit obligations

Employee benefit obligations (gratuity and compensated absences) are determined using actuarial valuations, which involves determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

v) Fair value measurement of financial instruments

The fair values of financial instruments recorded in the restated consolidated balance sheet in respect of which quoted prices in active markets are not available, are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Also, refer note 47 for further disclosures.

vi) Recognition of Deferred tax assets/liabilities

Recognition of deferred tax assets/liabilities involves making judgements and estimations about the availability of future taxable profit against which carried forward tax losses can be used. A deferred tax asset is recognised for unused tax losses and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

vii) Business combinations

Acquisition of assets along with related input, outputs and processes which qualify as a business combination is accounted for using the acquisition method involving fair valuation of consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed measured on a provisional basis, if any.

E. **Current and non-current classification**

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

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

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

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

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

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities (if any) are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

F. **Measurement of fair values**

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The finance team of the Holding Company has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Holding Company's Chief Financial Officer.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

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

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

• Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
• Level 2: inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety at the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 47.

2. Summary of significant accounting policies

1) Basis of consolidation

Business Combinations (other than common control business combinations)

In accordance with Ind AS 103, the Group accounts for business combinations using the acquisition method when control is transferred to the Group. The cost of an acquisition is measured as the fair value of the consideration transferred, equity instruments issued and liabilities incurred or assumed at the date of exchange. The consideration transferred does not include amounts related to the settlement of pre-existing relationships; such amounts are generally recognised in the Statement of Profit and Loss and Other Comprehensive Income. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business combination are expensed as incurred. The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

2) Principles of consolidation

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

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 Financial Information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Restated Consolidated Financial Information from the date on which control commences until the date on which control ceases.

Restated Consolidated Financial Information 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 Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the Restated Consolidated Financial Information to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding company, i.e., for the six months period ended 30 September 2022 and for the years ended 31 March 2022, 31 March 2021 and 31 March 2020.

Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

Procedure of consolidation

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding company.

Subsidiary:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the holding company with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the holding company's investment in each subsidiary and the holding company's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

3) Property, plant and equipment

Recognition and measurement

Property, plant and equipment including capital work in progress are measured at cost less accumulated depreciation and any accumulated impairment losses if any.

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

Cost comprises the purchase price, import duties and other non-refundable taxes or levies, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Any trade discounts and rebates are deducted in arriving at the purchase price.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs and disposal

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure, are charged to the profit or loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the profit or loss when the asset is derecognized.

Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management based on technical estimates). Further, leasehold improvements are depreciated over the shorter of lease term and their useful lives. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life.

Depreciation on addition/ (disposals) is provided on a pro-rata basis i.e. from / (up to) the date on which the asset is ready for use/ (disposed off).

The management estimate of the useful life of various categories of assets is as follows:

Asset Category*	Useful Life (Years)	Useful life as per Schedule II to the Companies Act, 2013 (Years)
Building	15-60	60
Computers and accessories	3-6	3-6
Plant and machinery	3-30	15
Furniture and fixtures	5-8	10
Vehicles	8	8
Office equipment	3-10	5

* For the above class of assets, the management based on internal technical evaluation, has determined that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives of few assets included in the above asset categories are different from the useful lives as prescribed under Part C of Schedule II to the Companies Act 2013.

Freehold land is not depreciated.

The residual values, useful lives and methods of depreciation of property plant and equipment's are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

4) Goodwill and Intangible assets

Goodwill

For measurement of goodwill that arises on a business combination (see note 2.1). Subsequent measurement is at cost less any accumulated impairment losses.

Intangible assets

Recognition and measurement
Intangible assets that are acquired by the Group are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Amortisation

Intangible assets of the Group represent computer software. Computer software are amortized using the straight-line method over the estimated useful life (at present three to ten years). The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

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 recognized in the profit or loss when the asset is derecognized.

5) 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. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

All financial instruments are initially recognised at fair value. 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 of a financial instrument on initial recognition is generally its transaction price (that is, the fair value of the consideration given or received). However, if there is a difference between the transaction price and the fair value of financial instruments whose fair value is based on a quoted price in an active market or a valuation technique that uses only data from observable markets, the Group recognizes the difference as a gain or loss at inception ('day 1 gain or loss'). In all other cases, the entire day 1 gain or loss is deferred and recognised in the Statement of Profit and Loss over the life of the transaction until the transaction matures or is closed out.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:
- Amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management, for instance the stated policies and objectives for the portfolio, frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:
- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features;

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

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

v. Financial guarantee

Financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Such guarantees are initially measured at fair value and subsequently at the higher of:

- the expected credit loss allowance determined in accordance with Ind AS 109; and
- the amount recognised initially less, when appropriate, cumulative amortisation recognised in accordance with Ind AS.

vi. Modification of financial assets and liabilities

Financial assets:

If the terms of a financial assets are modified, the Group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognized and a new financial asset is recognized at fair value.

If the cash flows of the modified asset carried at amortized cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Group recalculates the gross carrying amount of the financial asset and recognizes the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss.

Financial Liabilities:
The Group derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

vii. Fully Compulsorily convertible debentures

The Holding Company has issued fully compulsorily convertible debentures (FCCDs). As per the terms of debenture agreement, each debenture will be converted into equity shares based on an agreed conversion formula (fixed to variable conversion). Accordingly, the whole amount has been treated as financial liability in books and carried at amortised cost.

viii. Non-convertible debentures

The Holding Company has issued unsecured non-convertible debentures (NCDs). As per the terms of debenture agreement, each debenture will be redeemed within 36 months from the deemed date of allotment. Accordingly, the same amount has been treated as financial liability in books and carried at amortised cost.

ix. Embedded Derivative

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.

The Company has identified the redemption right as an equity component of convertible PIK obligation of non-convertible debentures issued by its subsidiaries i.e., Barque and SAMHI JV. As the risks associated with the underlying variable are not closely related to the host instrument, the equity component has been separately accounted for as deemed investment in subsidiaries. The equity component has been fair valued through profit or loss at each balance sheet date.

6) Impairment

A. Impairment of financial instruments

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at Fair value through profit and loss (FVTPL) are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses
- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses
Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables 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 analyzed.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

B. Impairment of non-financial assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount is the greater of the asset's (or Cash Generating Unit's) fair value less costs to sell and value in use. 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 risks specific to the asset (or cash generating unit (CGU)).
An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated, if any to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

7) Inventories

Inventories which comprises stock of food and beverages (including liquor), operating supplies and stock-in-trade are carried at the lower of cost and net realizable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. In determining the cost, first in first out ("FIFO") method is used. Net realizsable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs to make the sale.

8) Government grants and subsidies

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

Export Promotion Capital Goods scheme
The grant or subsidy received to compensate the import cost of assets, subject to an export obligation is recognised in the Statement of Profit and Loss in ratio of fulfilment of associated export obligations.

Service Exports from India scheme (SEIS)
The scheme entitles the Group to receive SEIS licenses basis the annual earnings in foreign currency. These licenses can be utilized by the Group or sold in the market. The grant is recognised in the Statement of Profit and Loss on an accrual basis at realizable value.

9) Provisions

A provision is recognized when the Group has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation.

The Group records a provision for site restoration costs to be incurred for the restoration of leasehold land at the end of the lease period. The provision is measured at the present value of the best estimate of the expected costs to settle the obligation and recognised as part of the cost of property, plant and equipment. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the costs of the asset and site restoration obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Provisions are reviewed by the management at each reporting date and adjusted to reflect the current best estimates at each reporting date.

10) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation, or a present obligation whose amount cannot be estimated reliably. The Group does not recognize a contingent liability but discloses its existence in the Restated Consolidated Financial Information.

11) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Group in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition and/or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of cost of that asset. Capitalisation of borrowing costs is suspended in the period during which active development is delayed due to interruption, other than temporary interruption. Other borrowing costs are recognised as an expense in the Restated Consolidated Statement of Profit and Loss in the period in which they are incurred.

12) Employee benefits

(a) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, short-term bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

(b) Share based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees under the Employee Stock Option Scheme is recognised as an employee stock option expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as an expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in "Employee stock option outstanding account", as a separate component in equity. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(c) Post-employment benefits

Defined contribution plan – Provident fund and Employee state insurance

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions and has no obligation to pay any further amounts. Provident fund scheme and employee state insurance are defined contribution schemes. The Group makes specified monthly contributions towards these schemes. The Group's contributions are recorded as an expense in the profit or loss during the period in which the employee renders the related service. If the contribution already paid is less than the contribution payable under the scheme for service received before the balance sheet date, the deficit payable under 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.

Defined benefit plan – Gratuity

The Group's gratuity scheme is a defined benefit plan. The present value of obligations under such defined benefit plans are determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, are based on the market yields on government securities as at the balance sheet date, having maturity period approximating to the terms of related obligations.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in restated consolidated other comprehensive income and are never reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the profit or loss as past service cost.

(d) Other long-term employee benefit obligations – Compensated absences

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the profit or loss.

13) Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue is net of indirect taxes and discounts.

Contract asset represents the Group’s right to consideration in exchange for services that the Group has transferred to a customer when that right is conditioned on something other than the passage of time.

When there is unconditional right to receive cash, and only passage of time is required to do invoicing, the same is presented as Unbilled revenue.

A contract liability is recognized if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services and the Group is under an obligation to provide only the goods or services under the contract. Contract liabilities are recognized as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

The specific recognition criteria described below must also be met before revenue is recognized:

Room revenue, sale of food and beverages, recreation services

Revenue is recognized at the transaction price that is allocated to the performance obligation. Revenue comprises room revenue, sale of food and beverages, recreation and other services relating to hotel operations. Revenue is recognised upon rendering of the services and sale of food and beverages.

Property management and Space rentals

Property management and Space rental income comprises amount earned for use of hotel premises space by other parties. The income is recognised when services are rendered as per the terms of the contract and no significant uncertainty exists regarding the collection of the consideration.

14) Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

15) Accounting for foreign currency transactions

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the profit or loss on a net basis.

16) Income taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

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

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

Deferred tax

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

Deferred tax is not recognised for
- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

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

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and Group intend to settle current tax liabilities and assets on a net basis or such tax assets and liabilities will be realized simultaneously.

17) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

Identification of segments

In accordance with Ind AS 108 "Operating Segments", the operating segments used to present segment information are identified on the basis of information reviewed by the CODM to allocate resources to the segments and assess their performance. An operating segment is a component of the Group that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Group's other components.

18) Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period.

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

19) Leases: Transition to Ind AS 116

Ministry of Corporate affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, had issued Ind AS 116 "Leases" which replaced the existing lease standard, Ind AS 17 and other interpretations. Ind AS 116 sets out the principles, for the recognition, measurement, presentation and disclosure of leases for both lessors and lessees. It introduces a single, on- balance sheet leases accounting model for leases.

Group as a Lessee

On inception of a contract, the Group (as a lessee) assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease contracts may contain both lease and non-lease components. The Group allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also adjusted for any re-measurement of lease liabilities. Unless the Group is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Group is reasonably certain to exercise and excludes the effect of early termination options where the Group is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Group is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Group changes its assessment if whether it will exercise an extension or a termination option and any lease modification.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

Lease liability and ROU asset have been separately presented in the restated consolidated balance sheet and lease payments have been classified as financing cash flows.

Group as a Lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognizes lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 "Revenue from contracts with customers" to allocate the consideration in the contract.

20) Cash and cash equivalents

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

21) Non-current assets held for sale

Non-current assets held for sale comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognized in profit or loss.

Once classified as held for sale, property, plant and equipment are no longer depreciated.

22) Investment property

Investment property consists of property principally held to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business.

Recognition and measurement

Property that is held either to earn rental income or for capital appreciation or for both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and impairment losses, if any.

Subsequent expenditure and disposal

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Any gain or loss from disposal of an investment property is recognized in the Statement of Profit and Loss.

Depreciation

Depreciation is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management based on technical estimates). Further, leased assets are depreciated over the shorter of lease term and their useful lives. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life.

Depreciation on addition/ (disposals) is provided on a pro-rata basis i.e. from/ (up to) the date on which the asset is ready for use/ (disposed off).

The management's estimate of useful life is as follows:

Asset Category	Useful Life (years)	Useful life as per Schedule II to the Companies Act, 2013
Building	60	60

(All amounts in Rupees millions, unless otherwise stated)

Part A- Statement of adjustments to Restated Consolidated Financial Information

a) Reconciliation between total equity as per audited financial statements and restated consolidated balance sheet

Particulars	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Total equity (as per audited financial statements)	(8,232.55)	(6,553.50)	(2,344.88)	2,119.20
Adjustments				
- Impact of remeasurement of Optionally convertible redeemable debentures (Refer note i)	-	165.10	157.93	159.94
- Impact of remeasurement of Fully compulsory convertible debentures (Refer note ii)	-	-	232.06	543.90
Total impact of adjustments	**-**	**165.10**	**389.99**	**703.84**
Total equity as per restated consolidated balance sheet	**(8,232.55)**	**(6,388.40)**	**(1,954.89)**	**2,823.04**

b) Reconciliation between loss after tax as per audited financial statements and restated consolidated statement of profit and loss

Particulars	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Loss for the period/year (as per audited financial statements)	(1,846.04)	(4,439.90)	(4,463.42)	(3,440.25)
Adjustments				
-Income/(expense) of remeasurement of Optionally convertible redeemable debentures (Refer note i)	-	7.01	(1.75)	98.06
-Income/(expense) of remeasurement of Fully compulsory convertible debentures (Refer note ii)	-	-	(311.56)	343.35
-Rounding impact	-	0.36	(0.54)	0.21
Total impact of adjustments	**-**	**7.37**	**(313.85)**	**441.62**
Restated loss for the period/year	**(1,846.04)**	**(4,432.53)**	**(4,777.27)**	**(2,998.63)**

Notes to adjustments:

(i) During the year ended 31 March 2016, the Group issued 6,726,394 Optionally convertible redeemable debentures (OCRDs) (unsecured) with a face value of INR 10 each at a premium of INR 35.23 each in March 2016 to Vascon Engineers Limited. These OCRDs were classified as a financial liability instrument and recorded at amortised cost. In the period ended 30 September 2022, it was noted that measurement of OCRDs was not in line with the prevailing accounting standards. This has been corrected by restating each of the affected financial statement line items for prior period.

(ii) During the year ended 31 March 2015, the Group issued 1,260,000 Fully Compulsory Convertible Debentures (FCCDs) of face value INR 1,000 each. These FCCDs were classified as a financial liability instrument and recorded at amortised cost. For the year ended 31 March 2022, it was noted that measurement of FCCDs was not in line with the prevailing accounting standards. This has been corrected by restating each of the affected financial statement line items for prior period.

Part B- Material regrouping

Appropriate regroupings have been made in the restated consolidated balance sheet, restated consolidated statement of profit and loss and restated consolidated statement 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 special purpose consolidated interim financial statements of the Group for the six months period ended 30 September 2022 prepared in accordance with Schedule III to the 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 and Disclosure Requirements) Regulations, 2018, as amended. Refer note 59.

Part C- Adjusting and non adjusting events (reproduced as per the signed financial statements for respective years)

Audit qualifications, Emphasis of matter paragraphs and material uncertainty related to going concern paragraph for the respective period/year, which require / do not require any corrective adjustments in the Restated Consolidated Financial Information are as follows:

For the six months period ended 30 September 2022

SAMHI Hotels Limited (Special Purpose Consolidated Interim Financial Statements)

Emphasis of matter paragraph in auditor's report for the respective period which requires any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 53 to the special purpose consolidated interim financial statements which indicates that the financial information as at 1 April 2022 has been restated to correct the prior period error pertaining to measurement of Optionally Convertible Redeemable Debentures.

Our Opinion is not modified in respect of this matter.

Emphasis of matter paragraphs in auditor's report for the respective period which do not require any corrective adjustments in the Restated Consolidated Financial Information

1. We draw attention to Note 1(a)(ii) to the special purpose consolidated interim financial statements, which describes the basis of accounting. The special purpose consolidated interim financial statements are prepared for the purpose of preparation of Restated Consolidated Financial Information, which will be included in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares of the Company and sale of equity shares by certain existing shareholders by way of initial public offer. As a result, the special purpose consolidated interim financial statements may not be suitable for any other purpose. Our report is intended solely for the Company and should not be used by or distributed to parties other than the Company.

2. We draw attention to Note 51 to the special purpose consolidated interim financial statements, which explains the management's assessment of going concern assumption and its assertion that based on best estimates made by it, the Group will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of these matters.

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure VI - Statement of adjustments to restated consolidated financial information (Continued)
(All amounts in Rupees millions, unless otherwise stated)

For the year ended 31 March 2022

SAMHI Hotels Limited (Consolidated financial statements)

Emphasis of matter paragraph in auditor's report for the respective year which requires any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 57 to the consolidated financial statements which indicates that the comparative information presented as at 1 April 2020 and as at and for the year ended 31 March 2021 has been restated to correct the accounting pertaining to subsequent measurement for Fully Compulsory Convertible Debentures.

Our opinion is not modified in respect of this matter.

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 53 to the consolidated financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID- 19 pandemic situation and its assertion that based on best estimates made by it, the Group will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Audit qualification in auditor's report for the respective year which which do not require any corrective adjustments in the Restated Consolidated Financial Information

Audit qualification with respect to the internal financial controls with reference to consolidated financial statements

According to the information and explanation given to us and based on our audit, the following material weakness has been identified as at 31 March 2022:

The Group did not have an appropriate internal control system with regard to subsequent measurement of Fully Compulsory Convertible Debentures in accordance with Ind AS 109 - "Financial Instruments " which has resulted in restatement of the corresponding figures relating to the year ended 31 March 2021 and as at 1 April 2020 in the consolidated financial statements for the year ended 31 March 2022.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (xxi) of Companies (Auditor's Report) Order, 2020

In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by its auditor in his reports under the Companies (Auditor's Report) Order, 2020 (CARO)

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary	Clause number of the CARO report which is unfavorable or qualified or adverse
1	SAMHI Hotels Limited	U55101DL2010PLC211816	Holding	Clause (i)(c), (vii)(a), (ix)(d), (xix) of annexure A to the Independent auditors report
2	Barque Hotels Private Limited	U55101DL2008PTC175957	Subsidiary	Clause (i)(c), (vii)(a), (xix) of annexure A to the Independent auditors report
3	Samhi JV Business Hotels Private Limited	U55101DL2011PTC214129	Subsidiary	Clause (i)(c), (vii)(a), (xix) of annexure A to the Independent auditors report
4	Argon Hotels Private Limited	U55101DL2007PTC161614	Subsidiary	Clause (i)(c), (vii)(a), (xix) of annexure A to the Independent auditors report
5	Paulmech Hospitality Private Limited	U55101WB2010PTC151700	Step down Subsidiary	Clause (xix) of annexure A to the Independent auditors report
6	CASPIA Hotels Private Limited	U55209MH2005PTC155010	Subsidiary	Clause (vii)(a), (xix) of annexure A to the Independent auditors report
7	Ascent Hotels Private Limited	U55101MH2005PTC154475	Subsidiary	Clause (i)(c), (vii)(a), (ix)(d), (xix) of annexure A to the Independent auditors report
8	SAMHI Hotels (Ahmedabad) Private Limited	U55101GJ2005PTC045397	Subsidiary	Clause (i)(c), (vii)(a), (xix) of annexure A to the Independent auditors report
9	Samhi Hotels (Gurgaon) Private Limited	U70109DL2006PTC151242	Subsidiary	Clause (i)(c), (vii)(a), (xix) of annexure A to the Independent auditors report

(All amounts in Rupees millions, unless otherwise stated)

SAMHI Hotels Limited (Standalone financial statements)

Emphasis of matter paragraph in auditor's report for the respective year which requires any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 46 to the standalone financial statements which indicates that the comparative information presented as at 1 April 2020 and as at and for the year ended 31 March 2021 has been restated to correct the accounting pertaining to subsequent measurement for Fully Compulsory Convertible Debentures.

Our Opinion is not modified in respect of this matter.

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 49 to the standalone financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID- 19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our Opinion is not modified in respect of this matter.

Audit qualification in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

Audit qualification with respect to the internal financial controls with reference to standalone financial statements

According to the information and explanation given to us and based on our audit, the following material weakness has been identified as at 31 March 2022:

The Company did not have an appropriate internal control system with regard to subsequent measurement of Fully Compulsory Convertible Debentures in accordance with Ind AS 109 - "Financial Instruments" which has resulted in restatement of the corresponding figures relating to the year ended 31 March 2021 and as at 1 April 2020 in the standalone financial statements for the year ended 31 March 2022.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property ("Freehold Land") disclosed in the standalone financial statements are not held in the name of the Company, details of which are as follows:

Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company
4th Block, Municipal No.1/2, 59th 'C' Cross, 4th 'M' Block, Rajajinagar, Bangalore	INR 548.00 million	SAMHI Hotels Private Limited	No	April 2012	Refer Note 52 to the standalone financial statements
S.Nos. 153/5,153/6, 153/7, and 153/8 Mambakkam village, Sriperambudur Taluk, Kanchipuram district, Chennai	INR 235.11 million	SAMHI Hotels Private Limited	No	November 2011	Refer Note 52 to the standalone financial statements

However, original title deeds are under lien with bank for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmation from bank.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise and Sales tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Value Added Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Provident fund and Employees State Insurance. Further, in respect of Income-Tax, the Company has been irregular in depositing the sum due throughout the year and the amount involved is INR 75.58 million.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Value Added Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable, except as mentioned below:

(All amounts in Rupees millions, unless otherwise stated)

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement) Refer Note 37 to the standalone financial statements	INR 0.15 million	March 2019	15 April 2019	Not yet paid
Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 and Integrated Goods and Services Act, 2017	Interest liability on Goods and Service Tax	INR 0.32 million	April 2021 - August 2021	#	Not yet paid
Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 and Integrated Goods and Services Act, 2017	Interest liability on Goods and Service tax	INR 0.18 million	April 2020 - August 2021	##	Paid on 13 June 2022
Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 and Integrated Goods and Services Act, 2017	Interest liability on Goods and Service tax	INR 0.57 million	April 2020 - August 2021	##	Not yet paid
Income Tax Act, 1961	Tax deducted at source	INR 18.01 million	April 2021 - August 2021	#	Paid on 30 June 2022
Income Tax Act, 1961	Tax deducted at source	INR 0.62 million	April 2021 - August 2021	#	Paid on 01 July 2022
Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 and Integrated Goods and Services Act, 2017	Goods and Service Tax	INR 2.98 million	April 2020 - March 2021	20 April 2021	Paid on 13 June 2022
Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 and Integrated Goods and Services Act, 2017	Goods and Service Tax	INR 6.50 million	April 2020 - March 2021	20 April 2021	Adjusted with Input tax credit on 20 July 2022
Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 and Integrated Goods and Services Act, 2017	Goods and Service Tax	INR 2.98 million	April 2020 - March 2021	20 April 2021	Adjusted with Input tax credit on 20 October 2022

These amounts have fallen due at various points of time during the current year.
These amounts have fallen due at various points of time during the previous year and current year.

Clause (vii) (b) of Companies (Auditor’s Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Value Added Tax, Provident Fund, Employees State Insurance, Income-Tax, cess and other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable Income	INR 18.13 million	FY 2015-16	Commissioner of Income Tax (Appeals)

Clause (ix) (d) of Companies (Auditor’s Report) Order, 2020

According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has not used funds raised on short-term basis for long-term purposes except for funding operations for the year.

(All amounts in Rupees millions, unless otherwise stated)

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 49 to the standalone financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, the Company's current liabilities exceed its current assets as at 31 March 2022 by INR 317.82 million.

The note also explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Barque Hotels Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 49 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and based on our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company. However, original title deeds are under lien with debenture trustee for the non-convertible debentures issued by the Company during the current year. Therefore, we could not verify those title deeds and have not received independent confirmation from the debenture trustee.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value Added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess and Other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Income tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess and Other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund (Additional liability due to Supreme court judgement)	INR 0.18 million	March 2019	15 April 2019	Not yet paid
The Haryana Tax on Luxuries Act, 2007	Luxury Tax	INR 0.35 million	October 2016	15 November 2016	Not yet paid
The Haryana Tax on Luxuries Act, 2007	Luxury Tax	INR 0.42 million	November 2016	15 December 2016	Not yet paid
The Haryana Tax on Luxuries Act, 2007	Luxury Tax	INR 0.32 million	December 2016	15 January 2017	Not yet paid
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Interest liability on Goods and Services Tax	INR 0.34 million	April 2021 - August 2021	20 September 2021	Not yet paid

Clause (vii) (b) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess and other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Penalty u/s 271C	INR 0.12 million	2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty u/s 271C	INR 1.01 million	2016-17	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Addition to the taxable income	INR 296.97 million*	2016-17	Commissioner of Income Tax (Appeals)

*Amounts represents additions to taxable income

(All amounts in Rupees millions, unless otherwise stated)

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 49 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. The note also explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e., continue its operations and will be able to discharge its liabilities and realize its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Argon Hotels Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 42 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property as disclosed in the financial statements are not held in the name of the Company, details of which are as follows:

Relevant items in the Balance sheet	Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Property, plant and equipment -Freehold Land	Survey No. 13/1A/2A/11/2 and parts of Survey No. 13/1A/2A/11, Mundhwa- Kharadi Rd, Thite Nagar, Kharadi, Pune, Maharashtra 411014	INR 219 million	Premier Inn India Private Limited	No	October 2008	Refer Note 49 to the financial statements
Property, plant and equipment -Freehold Land	Survey No 11/14 Plot B, C & E Anjuna, Simvaddo Goa 403509	INR 126 million	Premier Inn India Private Limited	No	July 2011	Refer Note 49 to the financial statements
Asset held for sale	169 Rajiv Gandhi Salai, Old, Mahabalipuram Road, Semmancheri, Chennai, Tamil Nadu, 600119	INR 139 million	Premier Inn India Private Limited	No	March 2012	Refer Note 49 to the financial statements
Right of Use Assets (Land)	District Centre, Crossing, Outer Ring Rd, opposite Galaxy Toyota, Haiderpur, Shalimar Bagh, New Delhi 110088	INR 322.14 million	Premier Inn India Private Limited	No	February 2011	Refer Note 49 to the financial statements
Right of Use Assets (Building)	3-A1 Kundanahalli Main Road Mahadevpura, opposite Ifb Campus, Whitefield, Bengaluru, Karnataka 560048	INR 168.28 million	True Value Hotels India Private Limited	No	September 2008	Refer Note 49 to the financial statements

However, original title deeds are under lien with bank for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmation from bank.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise and Sales tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value added tax, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Income- Tax and Provident Fund.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value added tax, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement (refer note 37)	INR 0.23 million	March 2019	15 April 2019	Not paid yet
Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 and Integrated Goods and Services Tax Act, 2017	Interest liability on Goods and Services Tax	INR 0.92 million	April 2021 to August 2021	20 September 2021	Not paid yet

(All amounts in Rupees millions, unless otherwise stated)

Clause (vii) (b) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value Added tax, Cess and other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	INR 76.81 million	INR 15.36 million	AY 2017-18	Commissioner of Goods and Service Tax (Appeals)

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 42 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, the Company's current liabilities exceeds its current assets as at 31 March 2022 by INR 201.24 million. The note also explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

SAMHI JV Business Hotels Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 42 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property disclosed in the financial statements are held in the name of the Company. However, original title deeds are under lien with debenture trustee for the non- convertible debentures issued by the Company during the current year. Therefore, we could not verify those title deeds and have not received independent confirmation from the debenture trustee.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise and Sales tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value added tax, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Income tax and Provident fund.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value added tax, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund (Additional liability due to Supreme Court Judgement)	INR 0.29 million	March 2019	15 April 2019	Not yet paid
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Interest liability on Goods and Services Tax	INR 0.68 million	April 2021 - August 2021	20 September 2021	Not yet paid

(All amounts in Rupees millions, unless otherwise stated)

Clause (vii) (b) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value Added tax, Cess and other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994 (Service Tax)	Excess availment of CENVAT credit and short payment of service tax	INR 89.28 million (Including Interest)	2014-15 to 2017-18	Commissioner of Goods and Service Tax (Appeals)

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 42 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, the Company's current liabilities exceed its current assets as at 31 March 2022 by INR 5.77 million.

The note also explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

SAMHI Hotels (Gurgaon) Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 37 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property ("Freehold Land") disclosed in the financial statements are not held in the name of the Company, details of which are as follows:

Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also, Indicate if in dispute
Khasra No. 22/1/2/1/1, 2/1/1, 3, 4/1 in the revenue estate of village Mollahera, Distt Gurugram	INR 801.80 million	Milestone Landbase Estates Private Limited	No	04 August 2009	The sale deed of land is in the name of Milestone Landbase Estates Private Limited, erstwhile name of the company which was changed to SAMHI Hotels (Gurgaon) Private Limited. Fresh Certificate of Incorporation consequent to change of name dated 16 April 2012 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

However orignal title deeds are under lien for the loan facilities availed by the company. Therefore, we could not verify these title deeds and have not received independent confirmation from the bank.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise and Sales tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Value Added Tax, Cess and Other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Income-Tax, Provident fund and Goods and Services Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Value Added Tax, Cess and Other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

(All amounts in Rupees millions, unless otherwise stated)

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 37 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, the Company's current liabilities exceed its current assets as at 31 March 2022 by INR 116.79 million. The note also explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Ascent Hotels Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 38 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property disclosed in the financial statements is held in the name of the Company. However, original title deed is under lien with bank for the loan facilities availed by the Company. Therefore, we could not verify that title deed and have not received independent confirmation from bank.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise and Sales tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value Added Tax, Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund and Employees State Insurance. Further, in respect of Income-Tax, the Company has been irregular in depositing the sum due throughout the year and the amount involved is INR 21.82 million.

As explained to us, the Company did not have any dues on account of Duty of Customs.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Value Added Tax, Cess or other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment
Income Tax Act, 1961	TDS Liability	INR 10.07 million	April 2021 to August 2021	#	Not yet paid
Income Tax Act, 1961	Interest on TDS	INR 1.30 million	April 2021 to August 2021	#	Not yet paid
Central Goods and Service Tax Act, 2017 and State Goods and Service Tax Act, 2017	Interest Liability on GST Reversal	INR 1.04 million	July 2017 to August 2021	#	Not yet paid

These amounts have fallen due at various points of time during the previous and current year.

(All amounts in Rupees millions, unless otherwise stated)

Clause (ix) (d) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has not used funds raised on short-term basis for long-term purposes except for funding operations for the year.

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 38 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, it explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

SAMHI Hotels (Ahmedabad) Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 41 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also, Indicate if in dispute
Freehold Land- Sub Plot No. 4 of Final Plot No. 578 of Town Planning Scheme No. 3/5 (varied) of Ahmedabad, situated at Mousie Chhadavad, Taluka City, District Ahmedabad	INR 275 million	Satkar Realties Pvt. Ltd.	No	27 March 2006	The sale deed of land is in the name of Satkar Realities Pvt. Ltd., erstwhile name of the company which was changed to Royal Orchid Ahmedabad Private Limited and after that Samhi Hotels (Ahmedabad) Private Limited. Fresh Certificate of Incorporation consequent to change of name dated 14 May 2010 and 16 August 2012 respectively was issued by the Registrar of Companies, National Capital Territory of Gujarat.

However, original title deeds of lands are under lien with bank for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmation from bank.

(All amounts in Rupees millions, unless otherwise stated)

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax ('GST'), Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Goods and Service Tax ('GST'), Provident fund, Employees State Insurance, Professional Tax and Labour Welfare Fund. Further, in respect of Income-Tax, the Company has been irregular in depositing the sum due throughout the year and the amount involved is INR 40.10 million.
As explained to us, the Company did not have any dues on account of Duty of Customs.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund (Additional liability due to Supreme Court Judgement) Refer Note 35	INR 0.27 million	March 2019	15 April 2019	Not yet paid
Bombay Provincial Municipal Corporations Act, 1949	Property Tax	INR 2.18 million	FY 2019-20	30 April 2019	Not yet paid
Bombay Provincial Municipal Corporations Act, 1949	Property Tax	INR 2.18 million	FY 2020-21	30 April 2020	Not yet paid
Bombay Provincial Municipal Corporations Act, 1949	Property Tax	INR 1.80 million	FY 2021-22	30 April 2021	Not yet paid
Central Goods and Service Tax Act, 2017 and State Goods and Service Tax Act, 2017	Interest Liability on Goods and Service Tax	INR 0.30 million	December 2017 to August 2021	#	Not yet paid

#These amounts have fallen due at various points of time during the previous and current year.

Clause (vii) (b) of Companies (Auditor's Report) Order, 2020
According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Value added tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Value Added Tax Act, 2003	VAT Liability	INR 1.71 million	FY 2014-15	Dy. State Tax Commissioner, Ahmedabad	NA

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 41 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, it explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(All amounts in Rupees millions, unless otherwise stated)

CASPIA Hotels Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 40 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (vii) (a) of Companies (Auditor's Report) Order, 2020

The Company does not have liability in respect of Service tax, Duty of excise and Sales tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax ('GST'), Value Added Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Goods and Service Tax ('GST'), Provident Fund, Employees State Insurance, Income-Tax, Professional Tax and Labour Welfare Fund.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Value Added Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment	Remarks, if any
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund (Additional liability due to Supreme Court Judgement) Refer Note 32	INR 0.34 million	March 2019	15 April 2019	Not yet paid	NA

Clause (vii) (b) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Income tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Addition to the Taxable income	INR 9.17 million*	FY 2015-16	Commissioner of Income Tax (Appeals)	NA
Income Tax Act, 1961	Addition to the Taxable income	INR 2.46 million**	FY 2016-17	Commissioner of Income Tax (Appeals)	NA
Income Tax Act, 1961	Addition to the Taxable income	INR 5.68 million	FY 2017-18	Commissioner of Income Tax (Appeals)	NA

* Amount paid under protest INR 4.50 million
** Amount paid under protest INR 0.49 million

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 40 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, it explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(All amounts in Rupees millions, unless otherwise stated)

Paulmech Hospitality Private Limited

Emphasis of matter paragraph in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 26 to the financial statements, which explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (vii) (b) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Income tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Addition to the Taxable income	INR 13.72 million*	FY 2013-14	Commissioner of Income Tax (Appeals)	NA

* Amount paid under protest INR 2.06 million

Clause (xix) of Companies (Auditor's Report) Order, 2020

We draw attention to Note 26 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, the Company's current liabilities exceed its current assets as at 31 March 2022 by INR 5.25 million.

Further, it explains the management's assessment of going concern assumption and financial impact on account of COVID-19 pandemic situation and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise its assets, for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(All amounts in Rupees millions, unless otherwise stated)

For the year ended 31 March 2021

SAMHI Hotels Limited (Consolidated financial statements)

Material Uncertainty Related to Going Concern for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 56 in the consolidated financial statements, which indicates that the Group incurred a net loss of INR 4,464.08 million during the year ended 31 March 2021 and, as of that date, the Group's current liabilities exceeded its current assets by INR 4,982.43 million and there are significant repayments due of INR 5,537.72 million (including interest accrued and due) within 12 months of the balance sheet date. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

The Group's ability to continue as a going concern is dependent on ability to refinance loans, get necessary approval of application to lenders under Emergency Credit Line Guarantee Scheme and the ability to generate profits from operations which are subject to COVID- 19 related material uncertainties. Further, loans and related obligations in group entities have cross default clauses which may impact the Group.

Subsequent to the balance sheet date, till the date of signing of these financial statements, the Group has met significant part of its short-term obligation of INR 4,878.30 million that were due within 12 months. It has refinanced certain of its borrowings and negotiations with lenders for refinancing other borrowings are pending conclusion; Group has availed disbursement of additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme 2.0 & 3.0 to the extent of INR 2,515.59 million, additional sanction letters under ECLGS 3.0 to the extent of INR 285.97 million are available and Group has made application to lender under Emergency Credit Line Guarantee Scheme 3.0 for INR 1,207 million which is pending approval. Further management is confident that defaults, if any, in compliance with loan covenants in other group entities will not have any adverse impact on the Group.

In view of the above, the management and the Board of Directors believe that the Group will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these consolidated financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

SAMHI Hotels Limited (Standalone financial statements)

Material Uncertainty Related to Going Concern for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 54 in the standalone financial statements, which indicates that the Company incurred a net loss of INR 558.28 million during the year ended 31 March 2021 and, as of that date, the Company's current liabilities exceeded its current assets by INR 608.75 million. The Company has been largely funded by loans from banks/ financial institutions and there are significant repayments due of INR 1,083.02 million (including interest accrued and due) within 12 months of the balance sheet date. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent interalia on funding arrangements with its subsidiary, approval of application to lenders under Emergency Credit Line Guarantee Scheme and the ability to generate profits from operations which are subject to COVID- 19 related material uncertainties.

Subsequent to the balance sheet date, till the date of signing of these standalone financial statements, the Company has met substantial portion of its short term obligation aggregating to INR 1,032.83 million that were due within 12 months based on funding arrangements concluded at the subsidiary. Further it has made application to lender under Emergency Credit Line Guarantee Scheme which is pending approval. Management is confident that defaults, if any, in compliance with loan covenants in other group entities will not have any adverse impact on the Company.

Further, the business performance has shown improvement. In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these standalone financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor’s Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with bank for the loan facility availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations from the bank.

Clause (vii) (a) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, duty of customs and other material statutory dues have been regularly deposited with the appropriate authorities, however there have been serious delays in a large number of cases in Income tax and Goods and Services tax. With introduction of Goods and services tax, the provisions of Duty of excise, Value added tax, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer Note 37)	March 2019	INR 0.15 million	15 April 2019	Not yet paid
Central Goods and Services Tax Act, 2017 and State Goods and ServicesTax Act, 2017	Goods and services Tax	April 2020 - August 2020	INR 0.37 million	#	Not yet paid

These amounts have fallen due at various points of time during the current year.

(All amounts in Rupees millions, unless otherwise stated)

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the Statute	Nature of the dues	Amount*	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 18.13 million	-	2015-16	Commissioner of Income Tax (Appeals)

*Amount represents additions to taxable income

Barque Hotels Private Limited

Material Uncertainty Related to Going for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 47 in the financial statements, which indicates that the Company incurred a net loss of INR 622.05 million during the year ended 31 March 2021 and, as of that date, the Company's current liabilities exceeded its current assets by INR 2,643.44 million. As stated therein. these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) and the ability to generate profits from operations which are subject to COVID- 19 related material uncertainties. Subsequent to the balance sheet date, the Company has been able to refinance loan due within 12 months of the balance sheet date. Further, the business performance has shown improvement. In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with financial institution for the loan facility availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by financial institutions.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, duty of customs and other material statutory dues have been regularly deposited with the appropriate authorities, however there have been serious delays in a large number of cases in Income tax and Good and Services tax. With introduction of Goods and services tax, the provisions of Duty of excise, Value added tax, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer Note 37)	March 2019	INR 0.18 million	15 April 2019	Not yet paid
The Haryana Tax on Luxuries Act, 2007	Luxury Tax	October 2016	INR 0.35 million	15 November 2016	Not yet paid
		November 2016	INR 0.42 million	15 December 2016	Not yet paid
		December 2016	INR 0.32 million	15 January 2017	Not yet paid
Income Tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 15.80 million	#	*
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Goods and Services tax	May 2020	INR 0.21 million	20 June 2020	19 November 2021

These amounts have fallen due at various points of time during the current year.
*The Company has paid the dues towards Tax deducted at source subsequent to year end on multiple dates.

(All amounts in Rupees millions, unless otherwise stated)

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the Statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 1.13 million*	Nil	2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty u/s 271C	INR 0.12 million	Nil	2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty u/s 271C	INR 1.01 million	Nil	2016-17	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Addition to the taxable income	INR 296.97 million*	Nil	2016-17	Commissioner of Income Tax (Appeals)

* Amount represents additions to taxable income.

Argon Hotels Private Limited

Material Uncertainty Related to Going Concern for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 42 in the financial statements, which indicates that the Company incurred a net loss of INR 619.66 million during the year ended 31 March 2021 and, as of that date, the Company's current liabilities exceeded its current assets by INR 89.22 million. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company); approval of application to lenders under Emergency Credit Line Guarantee Scheme and the ability to generate profits from operations which are subject to COVID- 19 related material uncertainties. Further, loans and related obligations in other group entities have cross default clauses which may impact the Company. The Management is confident that defaults, if any, in compliance with loan covenants in other group entities will not have any adverse impact on the Company.

In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Value added tax, Duty of customs, Provident fund, Employees' state insurance, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been serious delays in cases of Income tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income tax, Goods and Services tax, Value added tax, Duty of Customs and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer Note 36)	March 2019	INR 0.23 million	15 April 2019	Not yet paid
Income tax Act, 1961	Tax deducted at source	April'20 to September'20	INR 3.05 million	#	Paid in April' 21

These amounts have fallen due at various points of time during the current year.

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the Statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Income tax	INR 76.81 million	INR 15.36 million	2016-17	Commissioner of Income Tax (Appeals)

(All amounts in Rupees millions, unless otherwise stated)

SAMHI JV Business Hotels Private Limited

Material Uncertainty Related to Going Concern which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 43 in the financial statements, which indicates that the Company incurred a net loss of INR 719.39 million during the year ended 31 March 2021 and, as of that date, the Company's current liabilities exceeded its current assets by INR 204.97 million. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company); ability to refinance certain loans; approval of application to lenders under Emergency Credit Line Guarantee Scheme and the ability to generate profits from operations which are subject to COVID-19 related material uncertainties. Further, loans and related obligations in other group entities have cross default clauses which may impact the Company.

Subsequent to the balance sheet date, till the date of signing of these financial statements, the Company has availed disbursement of additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme, additional sanction letters under ECLGS 3.0 are available. Management is confident that defaults, if any, in compliance with loan covenants in other group entities will not have any adverse impact on the Company. Further, the business performance has shown improvement. In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor’s Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks/financial institutions for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations from banks/ financial institutions.

Clause (vii) (a) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues provident fund, employees' state insurance, duty of customs, value added tax and any other statutory dues to the appropriate authorities have been regularly deposited with the appropriate authorities, however there have been serious delays in a large number of cases in Income tax , Goods and Services tax and Property Tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable:

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
Income Tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 11.42 million	#	15 December 2021
Income Tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 0.91 million	#	30 September 2021
Income Tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 1.33 million	#	30 June 2021
Income Tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 0.07 million	#	28 April 2021
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer note 35)	March 2019	INR 0.29 million	15 April 2019	Not yet paid
Karnataka Municipal Corporations Act, 1976	Property Tax	April 2020 to March 2021	INR 17.46 million	30 April 2020	29 October 2021
Karnataka Municipal Corporations Act, 1976	Property Tax	April 2019 to March 2020	INR 21.34 million	30 April 2019	30 September 2021

These amounts have fallen due at various points of time during the current year.

Clause (vii) (b) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Service Tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the Statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates (Financial year)	Forum where dispute is pending
Finance Act, 1994 (Service tax)	Excess availment of CENVAT credit and short payment of service tax	INR 89.28 million (including interest)	-	2014-15 to 2017-18	Commissioner of Goods and Services Tax (Appeals)

SAMHI Hotels (Gurgaon) Private Limited

Material Uncertainty Related to Going Concern which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 39 in the financial statements, which indicates that the Company incurred a net loss of INR 199.10 million during the year ended 31 March 2021 and, as of that date, the Company's current liabilities exceeded its current assets by INR 60.25 million. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) and the ability to generate profits from operations which are subject to COVID- 19 related material uncertainties.

Subsequent to the balance sheet date, till the date of signing of these financial statements, the Company has availed disbursement of additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. Further, the business performance has shown improvement. In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks/financial institutions for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks/ financial institutions.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, duty of customs and other material statutory dues have been regularly deposited with the appropriate authorities, however there have been serious delays in a large number of cases in Income tax and Good and Services tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

Ascent Hotels Private Limited

Material Uncertainty Related to Going Concern which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 42 in the financial statements, which indicates that the Company incurred a net loss of INR 806.98 million during the year ended 31 March 2021 and, as of that date, the Company's current liabilities exceeded its current assets by INR 1,350.98 million. As stated therein. these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company); approval of application to lenders under Emergency Credit Line Guarantee Scheme; ability to refinance/renegotiate its loans and related obligations falling due within 12 months from the balance sheet date; and the ability to generate profits from operations which are subject to COVID 19 related material uncertainties. Further, loans and related obligations in other group entities have cross default clauses which may impact the Company

Subsequent to the balance sheet date, till the date of signing of these financial statements. the Company has availed disbursement of additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. Additional sanction letters under ECLGS 3.0 are available and the Company has made application to lender under Emergency Credit Line Guarantee Scheme which is pending approval. The Company is also in the preliminary stages of renegotiating/refinancing of its borrowings falling due within 1 year from the Balance Sheet date. Further, the business performance has shown improvement. The Management is also confident that defaults, if any, in compliance with loan covenants in other group entities will not have any adverse impact on the Company.

In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks/financial institutions for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks/financial institutions.

(All amounts in Rupees millions, unless otherwise stated)

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, duty of customs and other material statutory dues have been regularly deposited with the appropriate authorities, however there have been serious delays in a large number of cases in Income tax, Good and Services tax, professional tax, and Value added tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable:

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
Income tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 1.99 million	#	30 May 2021
Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017	Goods and Service Tax	April 2020 to August 2020	INR 6.42 million	#	28 May 2021

These amounts have fallen due at various points of time during the current year.

SAMHI Hotels (Ahmedabad) Private Limited

Material Uncertainty Related to Going Concern which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 48 in the financial statements, which indicates that the Company incurred a net loss of INR 696.77 million during the year ended 31 March 2021 and as of that date, the Company's current liabilities exceeded its current assets by INR 217.15 million. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) and the ability to generate profits from operations which are subject to COVID- 19 related material uncertainties. Further, loans and related obligations in other group entities have cross default clauses which may impact the Company.

Subsequent to the balance sheet date till the date of signing of these financial statements. The Company has availed disbursement of additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme, additional sanction letters under ECLGS 3.0 are available. Management is confident that defaults, if any, in compliance with loan covenants in other group entities will not have any adverse impact on the Company. Further the business performance has shown improvement.

In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks/financial institutions for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks/financial institutions.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis or our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, goods and services tax, duty of customs and other material statutory dues have been regularly deposited with the appropriate authorities, however there have been serious delays in a large number of cases in Income tax, Goods and Services tax and professional tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable:

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
Income tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 13.82 million	#	Not yet paid
Income tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 0.58 million	#	10 April 2021
Income tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 0.16 million	#	29 May 2021
Income tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 0.54 million	#	02 June 2021
Income tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 0.45 million	#	24 June 2021
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer note 38)	March 2019	INR 0.07 million	15 April 2019	Not yet paid
Bombay Provincial Municipal Corporations Act. 1949	Property Tax (Including interest)	April 2020 to March 2021	INR 9.27 million	30 April 2020	Not yet paid

These amounts have fallen due at various points of time during the current year.

(All amounts in Rupees millions, unless otherwise stated)

CASPIA Hotels Private Limited

Material Uncertainty Related to Going Concern which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 44 in the financial statements, which indicates that the Company incurred a net loss of INR 417.16 million during the year ended 31 March 2021. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) and the ability to generate profits from operations which are subject to COVID- 19 related material uncertainties. Subsequent to the balance sheet date, the Company has availed disbursement of additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. Further, the business performance has shown improvement. In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks/financial institutions for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks/ financial institutions.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, duty of customs and other material statutory dues have been regularly deposited with the appropriate authorities, however there have been serious delays in a large number of cases in Income tax, Goods and Service tax and professional tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable:

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
Income tax Act, 1961	Tax deducted at source	April 2020 to August 2020	INR 1.13 million	#	9 April 2021

These amounts have fallen due at various points of time during the current year.

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the Statute	Nature of the dues	Amount*	Amount paid under protest	Period to which the amount relates (Financial year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 9.17 million	INR 4.5 million	2015-16	Commissioner of Income Tax (Anneals)
Income Tax Act, 1961	Addition to the taxable income	INR 2.46 million	INR 0.49 million	2016-17	Commissioner of Income Tax (Anneals)

*Amount represents addition to taxable income

(All amounts in Rupees millions, unless otherwise stated)

Paulmech Hospitality Private Limited

Material Uncertainty Related to Going Concern which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 26 in the financial statements, which indicates that the Company incurred a net loss of INR 21.31 million during the year ended 31 March 2021 and, as of that date, the Company's current liabilities exceeded its current assets by INR 5.93 million. As stated therein, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the ultimate holding company) and the successful completion of the Kolkata Hotel which is currently under construction and the ability to generate profits from operations all of which are subject to COVID- 19 related material uncertainties.

In view of the above, the management and the Board of Directors believe that the Company will be able to meet all its contractual obligations and liabilities as and when they fall due and accordingly. these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Statements / comments included in the Companies (Auditor’s Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property is held in the name of the Company. However, original title deed of the immovable property is held by financial institution under lien for the loan facility availed by Barque Hotels Private Limited, the Holding Company. Therefore, we could not verify this title deed and have not received independent confirmation by financial institution.

Clause (vii) (a) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records or the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory clues including Goods and Services tax and other material statutory dues have been regularly deposited with the appropriate authorities however there have been serious delays in a large number of cases in Income tax. With introduction of Goods and services tax, the provisions or Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Goods and Services tax and other material statutory clues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

Clause (vii) (b) of Companies (Auditor’s Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the Statute	Nature of the dues	Amount*	Amount paid under protest	Period to which the amount relates (Financial year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 13.72 million	INR 2.06 million	2013-14	Commissioner of Income Tax (Anneals)

*Amount represents addition to taxable income

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure VI - Statement of adjustments to restated consolidated financial information (Continued)
(All amounts in Rupees millions, unless otherwise stated)

For the year ended 31 March 2020

SAMHI Hotels Limited (Consolidated financial statements)

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 59 of the consolidated financial statements regarding preparation of the financial statements on going concern basis. The Group has incurred significant losses in current and previous years. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 2,119.11 million and INR 5,880.24 million respectively. Current liabilities exceed current assets by INR 1,774.92 million as at 31 March 2020.

The Group is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme and discussions with lenders for refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses impacting other companies in the Group. Further, there are ongoing discussions subsequent to the balance sheet date for proposed capital infusion by existing shareholders and for investment into the Group by a strategic investor.

The Management and the Board of Directors have prepared these consolidated financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Group will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Group has the ability to continue as a going concern.

In our view, the Group's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding is subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding group's ability to continue as a going concern. The consolidated financial statements do not adequately disclose this uncertainty.

SAMHI Hotels Limited (Standalone financial statements)

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 54 of the standalone financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current year. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 1,573.53 million and INR 1,641.18 million respectively. Current liabilities exceed current assets by INR 511.62 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme and discussions with lenders for refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses at present impacting companies in the Group. Further, there are ongoing discussions subsequent to the balance sheet date for proposed capital infusion by existing shareholders and for investment into the Company by a strategic investor.

The Management and the Board of Directors have prepared these standalone financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding is subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The standalone financial statements do not adequately disclose this uncertainty.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company. However, original title deeds of immovable properties are held by bank under lien for the loan facility availed by Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in a few cases. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Provident Fund, Employee State Insurance, Income tax, Duty of customs, Value added tax, Service tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer Note 39)	March 2019	INR 0.15 million	15 April 2019	Not yet paid

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the statute	Nature of the dues	Amount *	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to taxable income	INR 18.13 million	-	2015-16	Commissioner of Income Tax (Appeals)

* Amount represents addition to taxable income

(All amounts in Rupees millions, unless otherwise stated)

Barque Hotels Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 49 of the financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current and previous years. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 22.91 million and INR 2,750.00 million respectively. Current liabilities exceed current assets by INR 62.22 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme and refinancing of loan due within 0-24 months of the balance sheet date. In addition, the funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with financial institution for the loan facility availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by financial institutions.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Value added tax, Duty of customs, Provident fund, Employees' state insurance, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. Undisputed statutory dues on account of Income tax have generally been regularly deposited during the year by the Company with appropriate authorities though there have been slight delays in a few cases. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer Note 39)	March 2019	INR 0.18 million	15 April 2019	Not yet paid
The Haryana Tax on Luxuries Act, 2007	Luxury Tax	October 2016	INR 0.35 million	15 November 2016	Not yet paid
		November 2016	INR 0.42 million	15 December 2016	Not yet paid
		December 2016	INR 0.32 million	15 January 2017	Not yet paid

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 1.13 million*	-	2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty u/s 271C	INR 0.12 million	-	2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty u/s 271C	INR 1.01 million	-	2016-17	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Addition to the taxable income	INR 296.96 million*	-	2016-17	Commissioner of Income Tax (Appeals)

* Amount represents addition to taxable income

(All amounts in Rupees millions, unless otherwise stated)

Argon Hotels Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 43 of the financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current and previous years. As at the balance sheet date, borrowings due for repayment within 0-1 years amount to INR 353.59 million. Current liabilities exceed current assets by INR 350.27 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme and refinancing of loan due within 0-12 months of the balance sheet date. In addition, the funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses impacting the Company.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in few cases of Income tax, Provident fund, Employees' state insurance, Professional tax and Value added tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income tax, Goods and Services tax, Value added tax, Duty of Customs and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer Note 37)	March 2019	INR 0.23 million	15 April 2019	Not yet paid

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below:

Name of the statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	INR 76.81 million	INR 15.36 million	2016-17	Commissioner of Income Tax (Appeals)

SAMHI JV Business Hotels Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 45 of the financial statements regarding preparation of the financial statements on going concern basis. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 10.77 million and INR 33.60 million respectively. Current liabilities exceed current assets by INR 32.92 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. In addition, the funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses impacting the Company.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

(All amounts in Rupees millions, unless otherwise stated)

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with financial institutions for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by financial institutions.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in a few cases of Income tax, Provident fund, Employees' state insurance and Property tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer Note 36)	March 2019	INR 0.29 million	15 April 2019	Not yet paid
Karnataka Municipal Corporations Act, 1976	Property Tax	April 2019 to March 2020	INR 18.43 million	30 April 2019	Not yet paid

SAMHI Hotels (Gurgaon) Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 39 of the financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current and previous years. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 37.50 million and INR 81.25 million respectively. Current liabilities exceed current assets by INR 191.74 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. In addition, the funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses impacting the Company.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information.

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property is held in the name of the Company. However, original title deed of the immovable property is held by bank under lien for the loan facility availed by Company. Therefore, we could not verify this title deed and have not received independent confirmation by bank.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Duty of customs, Provident fund, Employees' state insurance, Goods and Services tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Undisputed statutory dues on account of Value added tax and Income tax have generally been regularly deposited during the year by the Company with appropriate authorities though there have been slight delays in a few cases. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable:

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer note 32)	March 2019	INR 0.12 million	15 April 2019	Not yet paid

(All amounts in Rupees millions, unless otherwise stated)

Ascent Hotels Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 44 of the financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current and previous years. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 49.41 million and INR 1,204.70 million respectively. Current liabilities exceed current assets by INR 303.47 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. In addition, the funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses impacting the Company.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks/financial institutions for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks/ financial institutions.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Duty of customs, Provident fund and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Undisputed statutory dues on account of Value added tax, Employees' state insurance, Income tax, Goods and Services tax and Professional tax have generally been regularly deposited during the year by the Company with appropriate authorities though there have been slight delays in a few cases. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount*	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer note 35)	March 2019	INR 0.09 million	15 April 2020	Not yet paid

* Excludes interest

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, except as disclosed below, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

Name of the statute	Nature of the dues	Amount*	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 39.97 million	-	2016-17	Commissioner of Income Tax (Appeals)

* Amount represents addition to taxable income

SAMHI Hotels (Ahmedabad) Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 49 of the financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current and previous years. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 25.56 million and INR 82.87 million respectively. Current liabilities exceed current assets by INR 141.21 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. In addition, the funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses impacting the Company.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

(All amounts in Rupees millions, unless otherwise stated)

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with bank/financial institution for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by bank/ financial institution.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Duty of customs, Provident fund and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Undisputed statutory dues on account of Value added tax, Employees' state insurance, Income tax, Goods and Services tax and Professional tax have generally been regularly deposited during the year by the Company with appropriate authorities though there have been slight delays in a few cases. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer note 38)	March 2019	INR 0.07 million	15 April 2019	Not yet paid

* Excludes interest

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, except as disclosed below, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

Name of the statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Gujarat Value Added Tax Act, 2003	Value added tax	INR 1.71 million	-	2014-15	Deputy Commissioner of State Tax (Appeal), Ahmedabad

CASPIA Hotels Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 45 of the financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current and previous years. As at the balance sheet date, borrowings due for repayment within 0-1 years and 1-2 years amount to INR 45.84 million and INR 86.64 million respectively. Current liabilities exceed current assets by INR 171.29 million as at 31 March 2020.

The Company is exploring ways of raising additional funds including additional loan facilities from lenders under Emergency Credit Line Guarantee Scheme. In addition, the funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date which at present have cross default clauses impacting the Company.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company. However, original title deeds are under lien with banks for the loan facilities availed by the Company. Therefore, we could not verify those title deeds and have not received independent confirmations by banks.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in a few cases. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company.

According to the information and explanations given to us, except as disclosed below, no undisputed amounts payable in respect of Value added tax, Duty of customs, Provident fund, Employees' state insurance, Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Name of the statute	Nature of the dues	Period to which the amount relates	Amount*	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund (Additional liability due to Supreme Court judgement. Refer note 36)	March 2019	INR 0.12 million	15 April 2019	Not yet paid

* Excludes Interest

(All amounts in Rupees millions, unless otherwise stated)

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, except as disclosed below, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

Name of the statute	Nature of the dues	Amount*	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 9.17 million	INR 4.50 million	2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Addition to the taxable income	INR 2.46 million	INR 0.49 million	2016-17	Commissioner of Income Tax (Appeals)

* Amount represents addition to taxable income

Paulmech Hospitality Private Limited

Audit qualifications in auditor's report for the respective year which do not require any corrective adjustments in the Restated Consolidated Financial Information

We draw attention to Note 25 of the financial statements regarding preparation of the financial statements on going concern basis. The Company has incurred significant losses in current and previous years. Current liabilities exceed current assets by INR 10.47 million as at 31 March 2020.

The funding requirements of the Company in future years will be dependent on continued financial and operational support provided to the Company by SAMHI Hotels Limited (the ultimate holding company) where, subsequent to the balance sheet date, discussions are in progress for (i) proposed capital infusion by existing shareholders; (ii) investment into the ultimate holding company by a strategic investor; (iii) refinancing of certain loans due within 0-24 months of the balance sheet date.

The Management and the Board of Directors have prepared these financial statements on a going concern basis as they have high expectations that the funding options being discussed will materialise and that the Company will be able to meet its contractual obligations and liabilities as they fall due in near future and therefore the Company has the ability to continue as a going concern.

In our view, the Company's operational performance and liquidity position as at the date of signing of the financial statements especially in the context of the uncertainty arising due to impact of COVID-19 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern particularly due to the fact that negotiations for each of the above sources of funding including those at the ultimate holding company level are subject to many substantive conditionalities and their outcome is not ascertainable at this stage. Thus, in our view, there is material uncertainty regarding company's ability to continue as a going concern. The financial statements do not adequately disclose this uncertainty.

Statements / comments included in the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Consolidated Financial Information.

Clause (i) (c) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property is held in the name of the Company. However, original title deed of the immovable property is held by financial institution under lien for the loan facility availed by Barque Hotels Private Limited, the Holding Company. Therefore, we could not verify this title deed and have not received independent confirmation by financial institution.

Clause (vii) (a) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Income tax, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in a few cases for Income tax. With introduction of Goods and services tax, the provisions of Duty of excise, Sales tax, Service tax and Cess are not applicable to the Company. As explained to us, the Company did not have any dues on account of Provident fund, Duty of customs, value added tax and Employees' state insurance.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Goods and Services tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

Clause (vii) (b) of Companies (Auditor's Report) Order, 2016

According to the information and explanations given to us, there are no dues of Income tax, Value added tax, Goods and Services tax and Duty of customs which have not been deposited with the appropriate authorities on account of any dispute, except as disclosed below.

Name of the statute	Nature of the dues	Amount	Amount paid under protest	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Addition to the taxable income	INR 13.72 million	INR 2.06 million	2013-14	Commissioner of Income Tax (Appeals)

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure VII - Notes to the Restated Consolidated Financial Information
(All amounts in Rupees millions, unless otherwise stated)

1 **Property, plant and equipment, Right-of-use assets, Investment property and Capital work-in-progress**

Reconciliation of carrying amount

	Freehold land	Building	Plant and machinery	Leasehold improvements	Furniture and fixtures	Vehicles	Computers and accessories	Office equipment	Total Property, plant and equipment	Right of Use (Building)	Right of Use (Land)	Total Right-of-use assets	Investment properties (Building)	Capital work-in-progress
Gross carrying amount														
Balance as at 1 April 2019	**7,223.66**	**13,015.82**	**4,962.98**	**14.87**	**1,782.70**	**57.99**	**369.42**	**206.65**	**27,634.09**	**584.72**	**324.24**	**908.96**	**148.72**	**182.31**
Additions during the year	-	23.32	34.19	0.03	4.63	-	15.12	0.01	77.30	-	-	-	-	50.73
Adjustment during the year #	-	(20.61)	3.24	-	(0.32)	-	19.55	1.44	3.30	-	-	-	-	-
Deletions/transfer during the year	-	-	-	-	-	-	(0.06)	-	(0.06)	-	-	-	-	(43.57)
Balance as at 31 March 2020	**7,223.66**	**13,018.53**	**5,000.41**	**14.90**	**1,787.01**	**57.99**	**404.03**	**208.10**	**27,714.63**	**584.72**	**324.24**	**908.96**	**148.72**	**189.47**
Accumulated depreciation/amortisation and impairment losses														
Balance as at 1 April 2019	**-**	**1,583.94**	**1,049.99**	**11.73**	**826.07**	**18.23**	**205.86**	**108.79**	**3,804.61**	**5.71**	**5.44**	**11.15**	**6.52**	**-**
Depreciation/Amortisation charge for the year	-	522.14	351.51	0.31	217.07	6.74	66.16	28.19	1,192.12	35.75	3.34	39.09	2.45	-
Reversal on disposal of assets	-	-	-	-	-	-	(0.06)	-	(0.06)	-	-	-	-	-
Impairment loss	-	741.66	214.04	0.01	35.51	0.80	9.31	5.93	1,007.26	19.50	-	19.50	-	-
Balance as at 31 March 2020	**-**	**2,847.74**	**1,615.54**	**12.05**	**1,078.65**	**25.77**	**281.27**	**142.91**	**6,003.93**	**60.96**	**8.78**	**69.74**	**8.97**	**-**
Net carrying amount														
Balance as at 31 March 2020	**7,223.66**	**10,170.79**	**3,384.87**	**2.85**	**708.36**	**32.22**	**122.76**	**65.19**	**21,710.70**	**523.76**	**315.46**	**839.22**	**139.75**	**189.47**

	Freehold land	Building	Plant and machinery	Leasehold improvements	Furniture and fixtures	Vehicles	Computers and accessories	Office equipment	Total Property, plant and equipment	Right of Use (Building)	Right of Use (Land)	Total Right-of-use assets	Investment properties (Building)	Capital work-in-progress
Gross carrying amount														
Balance as at 1 April 2020	**7,223.66**	**13,018.53**	**5,000.41**	**14.90**	**1,787.01**	**57.99**	**404.03**	**208.10**	**27,714.63**	**584.72**	**324.24**	**908.96**	**148.72**	**189.47**
Additions during the year	-	-	0.34	-	-	-	1.29	-	1.63	189.63	-	189.63	15.58	0.49
Deletions/transfer during the year	-	-	-	-	-	-	-	-	-	(26.64)	-	(26.64)	-	(12.62)
Balance as at 31 March 2021	**7,223.66**	**13,018.53**	**5,000.75**	**14.90**	**1,787.01**	**57.99**	**405.32**	**208.10**	**27,716.26**	**747.71**	**324.24**	**1,071.95**	**164.30**	**177.34**
Accumulated depreciation/amortisation and impairment losses														
Balance as at 1 April 2020	**-**	**2,847.74**	**1,615.54**	**12.05**	**1,078.65**	**25.77**	**281.27**	**142.91**	**6,003.93**	**60.96**	**8.78**	**69.74**	**8.97**	**-**
Depreciation/Amortisation charge for the year	-	476.37	320.40	0.33	182.54	6.40	48.95	17.45	1,052.44	34.96	3.33	38.29	3.08	-
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-	(14.47)	-	(14.47)	-	-
Balance as at 31 March 2021	**-**	**3,324.11**	**1,935.94**	**12.38**	**1,261.19**	**32.17**	**330.22**	**160.36**	**7,056.37**	**81.45**	**12.11**	**93.56**	**12.05**	**-**
Net carrying amount														
Balance as at 31 March 2021	**7,223.66**	**9,694.42**	**3,064.81**	**2.52**	**525.82**	**25.82**	**75.10**	**47.74**	**20,659.89**	**666.26**	**312.13**	**978.39**	**152.25**	**177.34**

	Freehold land	Building	Plant and machinery	Leasehold improvements	Furniture and fixtures	Vehicles	Computers and accessories	Office equipment	Total Property, plant and equipment	Right of Use (Building)	Right of Use (Land)	Total Right-of-use assets	Investment properties (Building)	Capital work-in-progress
Gross carrying amount														
Balance as at 1 April 2021	**7,223.66**	**13,018.53**	**5,000.75**	**14.90**	**1,787.01**	**57.99**	**405.32**	**208.10**	**27,716.26**	**747.71**	**324.24**	**1,071.95**	**164.30**	**177.34**
Additions during the year	-	3.66	3.23	-	-	-	1.68	-	8.57	-	-	-	-	20.03
Deletions/transfer during the year	-	-	-	-	-	(8.08)	-	-	(8.08)	(17.22)	-	(17.22)	-	-
Reclassified to asset held for sale**	(139.00)	(406.76)	(86.15)	-	(53.89)	-	(21.68)	(13.81)	(721.29)	-	-	-	-	-
Balance as at 31 March 2022	**7,084.66**	**12,615.43**	**4,917.83**	**14.90**	**1,733.12**	**49.91**	**385.32**	**194.29**	**26,995.46**	**730.49**	**324.24**	**1,054.73**	**164.30**	**197.37**
Accumulated depreciation/amortisation and impairment losses														
Balance as at 1 April 2021	**-**	**3,324.11**	**1,935.94**	**12.38**	**1,261.19**	**32.17**	**330.22**	**160.36**	**7,056.37**	**81.45**	**12.11**	**93.56**	**12.05**	**-**
Depreciation/Amortisation charge for the year	-	460.74	310.90	0.31	127.57	5.97	26.94	9.61	942.04	41.08	3.33	44.41	3.08	-
Additional amortisation charge*	-	-	-	-	-	-	-	-	-	15.33	-	15.33	-	-
Reversal on disposal of assets	-	-	-	-	-	(3.58)	-	-	(3.58)	(17.22)	-	(17.22)	-	-
Reclassified to asset held for sale**	-	(133.29)	(35.00)	-	(35.64)	-	(20.59)	(11.00)	(235.52)	-	-	-	-	-
Balance as at 31 March 2022	**-**	**3,651.56**	**2,211.84**	**12.69**	**1,353.12**	**34.56**	**336.57**	**158.97**	**7,759.31**	**120.64**	**15.44**	**136.08**	**15.13**	**-**
Net carrying amount														
Balance as at 31 March 2022	**7,084.66**	**8,963.87**	**2,705.99**	**2.21**	**380.00**	**15.35**	**48.75**	**35.32**	**19,236.15**	**609.85**	**308.80**	**918.65**	**149.17**	**197.37**

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure VII - Notes to the Restated Consolidated Financial Information (Continued)
(All amounts in Rupees millions, unless otherwise stated)

1 Property, plant and equipment, Right-of-use assets, Investment property and Capital work-in-progress (Continued)

	Freehold land	Building	Plant and machinery	Leasehold improvements	Furniture and fixtures	Vehicles	Computers and accessories	Office equipment	Total Property, plant and equipment	Right of Use (Building)	Right of Use (Land)	Total Right-of-use assets	Investment properties (Building)	Capital work-in-progress
Gross carrying amount														
Balance as at 1 April 2022	**7,084.66**	**12,615.43**	**4,917.83**	**14.90**	**1,733.12**	**49.91**	**385.32**	**194.29**	**26,995.46**	**730.49**	**324.24**	**1,054.73**	**164.30**	**197.37**
Additions during the period	-	1.16	5.43	-	0.49	-	4.72	1.86	13.66	-	-	-	-	-
Balance as at 30 September 2022	**7,084.66**	**12,616.59**	**4,923.26**	**14.90**	**1,733.61**	**49.91**	**390.04**	**196.15**	**27,009.12**	**730.49**	**324.24**	**1,054.73**	**164.30**	**197.37**
Accumulated depreciation/amortisation and impairment losses														
Balance as at 1 April 2022	**-**	**3,651.56**	**2,211.84**	**12.69**	**1,353.12**	**34.56**	**336.57**	**158.97**	**7,759.31**	**120.64**	**15.44**	**136.08**	**15.13**	**-**
Depreciation/Amortisation charge for the period	-	233.47	153.07	0.15	52.71	2.52	5.09	3.24	450.25	20.11	1.67	21.78	1.54	-
Reversal of impairment loss (refer note 54)	-	(73.98)	(13.00)	-	(0.10)	(0.01)	(0.01)	(0.04)	(87.14)	-	-	-	-	-
Balance as at 30 September 2022	**-**	**3,811.05**	**2,351.91**	**12.84**	**1,405.73**	**37.07**	**341.65**	**162.17**	**8,122.42**	**140.75**	**17.11**	**157.86**	**16.67**	**-**
Net carrying amount														
Balance as at 30 September 2022	**7,084.66**	**8,805.54**	**2,571.35**	**2.06**	**327.88**	**12.84**	**48.39**	**33.98**	**18,886.70**	**589.74**	**307.13**	**896.87**	**147.63**	**197.37**

a) Refer to Note 40 and 23 for information on property, plant and equipment pledged as security by the Group.
b) Refer Note 55 for disclosures in relation to Investment property
c) Refer Note 54 for disclosures in relation to impairment of assets.
d) There has been no revaluation of property, plant and equipment for the period ended 30 September 2022 and years ended 31 March 2022, 31 March 2021 and 31 March 2020.
** Refer Note 14b for disclosure of Asset held for sale
* During the year ended 31 March 2022, the Group had terminated the lease agreement for Goregaon (Mumbai, Maharashtra) property. Accordingly, additional amortisation charge of INR 15.33 was recorded on ROU assets.
#The Group had raised claims for indemnity against Premier Travel Inn Limited for an aggregate amount of INR 84.28 with respect to certain specific issues identified in claim letters. During the year ended 31 March 2020, the Group has received INR 35.00 as full and final settlement for such claims. An amount of INR 16.46 has been adjusted against the carrying value of buildings and the balance amount of INR 14.84 (Net of expenses INR 3.70) has been shown as exceptional income (refer note 38).

Description	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Accumulated Depreciation and amortisation includes impairment loss on property, plant and equipment and ROU assets	835.77	922.91	1,026.76	1,026.76

(All amounts in Rupees millions, unless otherwise stated)

Capital-Work-in Progress (CWIP)

i) CWIP aging schedule

Ageing for capital work in progress as on 30 September 2022 :

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.27	-	5.24	5.11	10.62
Projects temporarily suspended	0.10	0.15	2.13	184.37	186.75
Total	**0.37**	**0.15**	**7.37**	**189.48**	**197.37**

Ageing for capital work in progress as on 31 March 2022 :

CWIP	Amount in CWIP for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.30	0.45	6.37	3.50	10.62
Projects temporarily suspended	0.10	0.15	2.20	184.30	186.75
Total	**0.40**	**0.60**	**8.57**	**187.80**	**197.37**

Ageing for capital work in progress as on 31 March 2021 :

CWIP	Amount in CWIP for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.45	6.42	3.06	0.47	10.40
Projects temporarily suspended	0.15	2.20	4.64	159.95	166.94
Total	**0.60**	**8.62**	**7.70**	**160.42**	**177.34**

Ageing for capital work in progress as on 31 March 2020 :

CWIP	Amount in CWIP for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	5.59	9.50	0.45	6.99	22.53
Projects temporarily suspended	2.20	4.74	35.98	124.02	166.94
Total	**7.79**	**14.24**	**36.43**	**131.01**	**189.47**

ii) CWIP completion schedule

For capital-work-in progress, whose completion is overdue compared to its original plan, the project-wise details of when the project is expected to be completed as of 30 September 2022, 31 March 2022, 31 March 2021 and 31 March 2020 are as follows :

As on 30 September 2022

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	9.29	-	-	9.29
Project 2	-	1.44	-	-	1.44
Project 3	-	122.64	-	-	122.64
Project 4	-	-	-	64.00	64.00
Total	**-**	**133.37**	**-**	**64.00**	**197.37**

As on 31 March 2022

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	9.29	-	-	9.29
Project 2	-	1.44	-	-	1.44
Project 3	-	122.64	-	-	122.64
Project 4	-	-	64.00	-	64.00
Total	**-**	**133.37**	**64.00**	**-**	**197.37**

As on 31 March 2021

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	9.01	-	9.01
Project 2	-	-	1.24	-	1.24
Project 3	-	-	103.09	-	103.09
Project 4	-	-	-	64.00	64.00
Total	**-**	**-**	**113.34**	**64.00**	**177.34**

As on 31 March 2020

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	1.44	1.44
Project 2	-	-	-	1.44	1.44
Project 3	-	-	-	122.59	122.59
Project 4	-	-	-	64.00	64.00
Total	**-**	**-**	**-**	**189.47**	**189.47**

The Group does not have any capital work in progress where cost has exceeded from its original plan.

(All amounts in Rupees millions, unless otherwise stated)

2 Other intangible assets and Goodwill

Reconciliation of carrying amount

	Other Intangible assets Computer software	Goodwill (Refer note 54)
Gross carrying amount		
Balance as at 1 April 2019	**184.72**	**272.86**
Additions during the year	3.53	-
Adjustment during the year	1.52	-
Balance as at 31 March 2020	**189.77**	**272.86**
Accumulated amortisation and impairment losses		
Balance as at 1 April 2019	**63.86**	**-**
Amortisation expense for the year	28.05	-
Impairment loss (refer note 54)	6.84	205.90
Balance as at 31 March 2020	**98.75**	**205.90**
Net carrying amount		
Balance as at 31 March 2020	**91.02**	**66.96**

	Other Intangible assets Computer software	Goodwill (Refer note 54)
Gross carrying amount		
Balance as at 1 April 2020	**189.77**	**272.86**
Additions during the year	1.00	-
Balance as at 31 March 2021	**190.77**	**272.86**
Accumulated amortisation and impairment losses		
Balance as at 1 April 2020	**98.75**	**205.90**
Amortisation expense for the year	24.14	-
Balance as at 31 March 2021	**122.89**	**205.90**
Net carrying amount		
Balance as at 31 March 2021	**67.88**	**66.96**

	Other Intangible assets Computer software	Goodwill (Refer note 54)
Gross carrying amount		
Balance as at 1 April 2021	**190.77**	**272.86**
Additions during the year	0.19	-
Reclassified to asset held for sale	(12.28)	-
Balance as at 31 March 2022	**178.68**	**272.86**
Accumulated amortisation and impairment losses		
Balance as at 1 April 2021	**122.89**	**205.90**
Amortisation expense for the year	16.50	-
Reclassified to asset held for sale	(11.66)	-
Balance as at 31 March 2022	**127.73**	**205.90**
Net carrying amount		
Balance as at 31 March 2022	**50.95**	**66.96**

	Other Intangible assets Computer software	Goodwill (Refer note 54)
Gross carrying amount		
Balance as at 1 April 2022	**178.68**	**272.86**
Additions during the period	0.13	-
Balance as at 30 September 2022	**178.81**	**272.86**
Accumulated amortisation and impairment losses		
Balance as at 1 April 2022	**127.73**	**205.90**
Amortisation expense for the period	7.39	-
Reversal of impairment loss (refer note 54)	(0.33)	-
Balance as at 30 September 2022	**134.79**	**205.90**
Net carrying amount		
Balance as at 30 September 2022	**44.02**	**66.96**

Description	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Accumulated amortisation includes impairment loss on other intangible assets	6.51	6.84	6.84	6.84
Accumulated amortisation includes impairment loss on goodwill	205.90	205.90	205.90	205.90

(All amounts in Rupees millions, unless otherwise stated)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
3 Non-current financial assets - Loans				
(Unsecured, considered good)				
Other loans				
Loan to employees	12.03	11.46	-	-
Loan to Key Management Person* #	48.84	47.32	44.29	-
	60.87	**58.78**	**44.29**	**-**

* Represent loan given to Managing Director of the Holding Company on 29 March 2014 for a period of 3 years at an interest rate of 14.75% per annum. The initial loan period has been extended till 31 March 2024. Also, includes interest free loan amounting to INR 2.50 extended to Mr. Rajat Mehra (Chief Financial Officer). Refer note 42 related party disclosure.

Accrued interest on	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
#Loan to Key Management Person	25.80	24.30	21.30	18.22

Loans and advances to specified person

Type of Borrower	As at 30 September 2022	% to total loan & advances	As at 31 March 2022	% to total loan & advances	As at 31 March 2021	% to total loan & advances	As at 31 March 2020	% to total loan & advances
Key Management Person (Refer note 3 and 12)	48.84	74.99%	47.32	75.06%	44.29	100.00%	38.76	100.00%

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
4 Non-current financial assets - Others				
(Unsecured, considered good)				
Bank deposits (due to mature after 12 months from the reporting date)*#	322.73	211.38	152.44	534.48
Security deposits	137.71	133.33	133.36	121.86
Lease receivable	1.91	9.35	23.40	35.22
Derivative component of Fully compulsorily convertible debentures ^	-	-	3.30	0.61
	462.35	**354.06**	**312.50**	**692.17**

Bank deposits (due to mature after 12 months from the reporting date) includes	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
* Bank deposits under lien	254.88	193.90	137.60	502.74
# Interest accrued	8.82	5.90	14.84	31.74

^ The Holding company had issued 1,260,000 fully compulsorily convertible debentures (FCCDs) to International Financial Corporation (IFC). As per the terms of FCCDs, the conversion of FCCDs into equity shares is based on the Holding company achieving certain IRR % in foreign currency (USD) terms. The Holding company has identified the foreign currency IRR as an embedded derivative. As the risks associated with the underlying variable are not closely related to the host instrument, the embedded derivative has been separately accounted for from the FCCDs. The embedded derivative has been fair valued through profit or loss at each balance sheet date. Refer Note 47 for financial instruments disclosure (including fair value disclosure). During the year ended 31 March 2022, due to modification in terms of the agreement the derivative has been charged off to the consolidated statement of profit and loss in the year ended 31 March 2022. Also, refer note 40(a).

5 Income tax assets (net)	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Tax deducted at source	159.02	131.69	95.59	227.47
	159.02	**131.69**	**95.59**	**227.47**

(All amounts in Rupees millions, unless otherwise stated)

6 Income tax

A. The major components of income tax expense/(income) are

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Recognised in profit or loss				
Current tax	0.14	0.28	(21.55)	29.63
Deferred tax	-	-	(16.18)	(47.07)
	0.14	**0.28**	**(37.73)**	**(17.44)**
Recognised in Other comprehensive income				
Income tax on Other comprehensive income	-	-	-	-
	-	-	-	-

B. Deferred tax assets / liabilities

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Deferred tax assets				
Disallowance under section 43B of Income-tax Act, 1961 for accrued interest	336.72	420.30	546.15	232.65
Unabsorbed business losses and depreciation	5,815.40	5,402.30	4,001.61	3,123.72
Loss allowance for doubtful debts	8.39	8.80	8.60	8.37
Provision for employee benefits	57.08	53.00	56.58	54.35
Others	1,096.48	1,278.00	1,280.06	252.31
	7,314.07	**7,162.40**	**5,893.00**	**3,671.40**
Deferred tax liabilities				
Property, plant and equipment, Right-of-use assets, Capital work-in-progress and other Intangible assets	(1,494.41)	(1,708.00)	(1,641.37)	(1,353.21)
Others	(468.46)	(582.10)	(77.15)	(323.17)
	(1,962.87)	**(2,290.10)**	**(1,718.52)**	**(1,676.38)**
Net Deferred tax asset	**5,351.20**	**4,872.30**	**4,174.48**	**1,995.02**
Net deferred tax asset / (liability) recognised*	-	-	-	**(16.18)**

*The Group has significant unabsorbed depreciation and carry forward business losses as per Income Tax Act, 1961. In view of absence of reasonable certainty of sufficient future taxable profits, deferred tax assets has been recognised to the extent of deferred tax liabilities only.

C. Movement in temporary differences

	Balance as at 1 April 2019 (recognised) (A)	Balance as at 1 April 2019 (Not recognised) (D)	Recognised in profit or loss during 2019-20 (B)	Deferred tax on differences generated but not recognised during 2019-20 (E)	Recognised in other equity during 2019-20 (F)	Balance as at 31 March 2020 (Not Recognised) G = (D+E)	Balance as at 31 March 2020 (Recognized) C= (A+B+F)	Total H=(C+G)
31 March 2020								
Deferred tax assets								
Unabsorbed business losses and depreciation	230.54	2,604.99	(184.77)	472.96	-	3,077.95	45.77	3,123.72
Disallowance under section 43B of Income-tax Act, 1961 for accrued interest	-	49.10	-	183.55	-	232.65	-	232.65
Loss allowance for doubtful debts	-	2.78	0.29	5.30	-	8.08	0.29	8.37
Provision for employee benefits	36.34	18.17	(34.74)	34.58	-	52.75	1.60	54.35
Others	15.57	59.12	92.03	85.59	-	144.71	107.60	252.31
	282.45	**2,734.16**	**(127.19)**	**781.98**	-	**3,516.14**	**155.26**	**3,671.40**
Deferred tax liabilities								
Property, plant and equipment, Right-of-use assets, Capital work-in-progress and other Intangible assets	(346.58)	(1,300.90)	173.01	119.13	2.13	(1,181.77)	(171.44)	(1,353.21)
Investments measured at fair value	(0.79)	(0.40)	0.80	0.40	-	-	-	-
Others	(0.45)	(104.40)	0.45	(218.77)	-	(323.17)	-	(323.17)
	(347.82)	**(1,405.70)**	**174.26**	**(99.24)**	**2.13**	**(1,504.94)**	**(171.44)**	**(1,676.38)**
								-
Net deferred tax asset / (liability)	**(65.37)**	**1,328.46**	**47.07**	**682.74**	**2.13**	**2,011.20**	**(16.18)**	**1,995.02**

(All amounts in Rupees millions, unless otherwise stated)

	Balance as at 1 April 2020 (recognised)	Balance as at 1 April 2020 (Not recognised) (A)	Recognised in profit or loss during 2020-21	Deferred tax on differences generated but not recognised during 2020-21 (B)	Recognised in other equity during 2020-21	Balance as at 31 March 2021 (Not Recognised) C=(A+B)	Balance as at 31 March 2021 (Recognized)	Total
31 March 2021								
Deferred tax assets								
Unabsorbed business losses and depreciation	45.77	3,077.95	45.77	923.66	-	4,001.61	-	4,001.61
Disallowance under section 43B of Income-tax Act, 1961 for accrued interest	-	232.65	-	313.50	-	546.15	-	546.15
Loss allowance for doubtful debts	0.29	8.08	0.29	0.52	-	8.60	-	8.60
Provision for employee benefits	1.60	52.75	1.60	3.83	-	56.58	-	56.58
Others	107.60	144.71	107.60	1,135.35	-	1,280.06	-	1,280.06
	155.26	**3,516.14**	**155.26**	**2,376.86**	**-**	**5,893.00**	**-**	**5,893.00**
								-
Deferred tax liabilities								-
Property, plant and equipment, Right-of-use assets, Capital work-in-progress and other intangible assets	(171.44)	(1,181.77)	(171.44)	(459.60)	-	(1,641.37)	-	(1,641.37)
Others	-	(323.17)	-	246.02	-	(77.15)	-	(77.15)
	(171.44)	**(1,504.94)**	**(171.44)**	**(213.58)**	**-**	**(1,718.52)**	**-**	**(1,718.52)**
Net deferred tax asset / (liability)	**(16.18)**	**2,011.20**	**(16.18)**	**2,163.28**	**-**	**4,174.48**	**-**	**4,174.48**

	Balance as at 1 April 2021 (recognised)	Balance as at 1 April 2021 (Not recognised) (A)	Recognised in profit or loss during 2021-22	Deferred tax differences generated but not recognised during 2021-22 (B)	Recognised in other equity during 2021-22	Balance as at 31 March 2022 (Not Recognised) C=(A+B)	Balance as at 31 March 2022 (Recognized)	Total
31 March 2022								
Deferred tax assets								
Unabsorbed business losses and depreciation	-	4,001.61	-	1,400.69	-	5,402.30	-	5,402.30
Disallowance under section 43B of Income-tax Act, 1961 for accrued interest	-	546.15	-	(125.85)	-	420.30	-	420.30
Loss allowance for doubtful debts	-	8.60	-	0.20	-	8.80	-	8.80
Provision for employee benefits	-	56.58	-	(3.58)	-	53.00	-	53.00
Others	-	1,280.06	-	(2.06)	-	1,278.00	-	1,278.00
	-	**5,893.00**	**-**	**1,269.40**	**-**	**7,162.40**	**-**	**7,162.40**
Deferred tax liabilities								
Property, plant and equipment, Right-of-use assets, Capital work-in-progress and other intangible assets	-	(1,641.37)	-	(66.63)	-	(1,708.00)	-	(1,708.00)
Others	-	(77.15)	-	(504.95)	-	(582.10)	-	(582.10)
	-	**(1,718.52)**	**-**	**(571.58)**	**-**	**(2,290.10)**	**-**	**(2,290.10)**
								-
Net deferred tax asset / (liability)	**-**	**4,174.48**	**-**	**697.82**	**-**	**4,872.30**	**-**	**4,872.30**

	Balance as at 1 April 2022 (recognised)	Balance as at 1 April 2022 (Not recognised) (A)	Recognised in profit or loss during the period	Deferred tax on differences generated but not recognised during the period (B)	Recognised in other equity during the period	Balance as at 30 September 2022 (Not Recognised) C=(A+B)	Balance as at 30 September 2022 (Recognized)	Total
30 September 2022								
Deferred tax assets								
Unabsorbed business losses and depreciation	-	5,402.30	-	413.10	-	5,815.40	-	5,815.40
Disallowance under section 43B of Income-tax Act, 1961 for accrued interest	-	420.30	-	(83.58)	-	336.72	-	336.72
Loss allowance for doubtful debts	-	8.80	-	(0.41)	-	8.39	-	8.39
Provision for employee benefits	-	53.00	-	4.08	-	57.08	-	57.08
Others	-	1,278.00	-	(181.52)	-	1,096.48	-	1,096.48
	-	**7,162.40**	**-**	**151.67**	**-**	**7,314.07**	**-**	**7,314.07**
Deferred tax liabilities								
Property, plant and equipment, Right-of-use assets, Capital work-in-progress and other Intangible assets	-	(1,708.00)	-	213.59	-	(1,494.41)	-	(1,494.41)
Others	-	(582.10)	-	113.64	-	(468.46)	-	(468.46)
	-	**(2,290.10)**	**-**	**327.23**	**-**	**(1,962.87)**	**-**	**(1,962.87)**
Net deferred tax asset / (liability)	**-**	**4,872.30**	**-**	**478.90**	**-**	**5,351.20**	**-**	**5,351.20**

(All amounts in Rupees millions, unless otherwise stated)

D. Reconciliation of effective tax rate (tax expense and the accounting profit multiplied by Group's domestic tax rate)

	For the period 1 April 2022 to 30 September 2022		For the year ended 31 March 2022		For the year ended 31 March 2021		For the year ended 31 March 2020	
	%	Amount	%	Amount	%	Amount	%	Amount
Loss before tax		(1,845.90)		(4,432.25)		(4,815.00)		(3,016.07)
Tax using the Group's domestic tax rate	25.17%	(464.58)	25.17%	(1,115.60)	25.17%	(1,211.94)	25.17%	(759.13)
Tax effect of:								
Non recognition of deferred taxes on temporary differences	(25.94%)	478.90	(15.74%)	697.82	(44.93%)	2,163.28	(22.64%)	682.74
Non-deductible expenses	(0.11%)	2.04	(0.45%)	19.88	(1.02%)	48.90	(1.77%)	53.36
Non Convertible Debentures (PIK Obligation recognised through equity)	-	-	(9.16%)	406.12	-	-	-	-
Others	0.88%	(16.22)	0.18%	(7.94)	21.56%	(1,037.97)	(0.19%)	5.59
Effective tax rate	**(0.01%)**	**0.14**	**(0.01%)**	**0.28**	**0.78%**	**(37.73)**	**0.58%**	**(17.44)**

E. Tax losses carried forward

Tax losses for which no deferred tax asset was recognised with expiry date are as follows:

	As at 30 September 2022		As at 31 March 2022		As at 31 March 2021		As at 31 March 2020	
	Amount	Expiry period (FY)	Amount	Expiry period (FY)	Amount	Expiry period (FY)	Amount	Expiry period (FY)
Business loss	150.99	2022-23	150.99	2022-23	23.90	2021-22	40.96	2020-21
Business loss	267.04	2023-24	267.04	2023-24	150.80	2022-23	23.05	2021-22
Business loss	428.33	2024-25	428.33	2024-25	267.40	2023-24	148.05	2022-23
Business loss	692.16	2025-26	704.50	2025-26	428.00	2024-25	267.04	2023-24
Business loss	1,141.25	2026-27	1,141.25	2026-27	703.80	2025-26	428.33	2024-25
Business loss	681.64	2027-28	681.64	2027-28	1,140.80	2026-27	704.48	2025-26
Business loss	2,264.99	2028-29	2,264.99	2028-29	678.50	2027-28	1,141.25	2026-27
Business loss	4,457.82	2029-30	4,299.40	2029-30	2,349.90	2028-29	669.05	2027-28
Business loss	999.38	2030-31	-	-	-	-	-	-
Unabsorbed depreciation	12,022.59	Never expire	11,525.50	Never expire	10,231.20	Never expire	8,987.71	Never expire

		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
7	**Other non-current assets**				
	(Unsecured, considered good)				
	Capital advances	40.83	37.59	38.89	39.27
	Advances other than capital advances				
	Taxes paid under appeal (refer note 43)	22.42	24.12	24.12	22.42
	Prepaid expenses	12.98	11.95	4.65	151.48
	Balance with statutory authorities	8.60	8.67	8.39	8.07
	Other receivables	8.31	12.94	17.18	17.27
		93.14	**95.27**	**93.23**	**238.51**
8	**Inventories**				
	(valued at lower of cost and net realizable value)				
	Food and beverages	25.84	25.15	28.71	42.85
	Stores and operating supplies	-	-	-	3.35
		25.84	**25.15**	**28.71**	**46.20**

(All amounts in Rupees millions, unless otherwise stated)

9 Current financial assets - Trade receivables
(Unsecured)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Trade receivables				
-Considered good	495.93	177.66	142.90	283.71
-Credit impaired	33.32	35.10	34.16	33.25
Unbilled revenue *				
-Considered good	102.49	70.17	36.52	53.06
	631.74	**282.93**	**213.58**	**370.02**
Loss allowance	(33.32)	(35.10)	(34.16)	(33.25)
	598.42	**247.83**	**179.42**	**336.77**

a) The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 47.
b) For receivables secured against borrowings, refer to note 23 and 40.

***Unbilled Revenue**	**As at 30 September 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Net of advances from customers	47.74	44.00	25.80	58.47

As at 30 September 2022

	Outstanding for following periods from date of transaction						
Particulars	**Unbilled revenue**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	102.49	459.66	22.54	4.29	3.98	5.46	**598.42**
Undisputed Trade Receivables – credit impaired	-	-	5.62	4.40	4.66	18.64	**33.32**
Total	**102.49**	**459.66**	**28.16**	**8.69**	**8.64**	**24.10**	**631.74**

As at 31 March 2022

	Outstanding for following periods from date of transaction						
Particulars	**Unbilled revenue**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	70.17	139.10	18.60	9.70	6.10	4.16	**247.83**
Undisputed Trade Receivables – credit impaired	-	-	3.60	5.30	9.70	16.50	**35.10**
Total	**70.17**	**139.10**	**22.20**	**15.00**	**15.80**	**20.66**	**282.93**

As at 31 March 2021

	Outstanding for following periods from date of transaction						
Particulars	**Unbilled revenue**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	36.52	44.00	70.60	18.50	7.20	2.60	**179.42**
Undisputed Trade Receivables – credit impaired	-	-	4.20	13.50	6.10	10.36	**34.16**
Total	**36.52**	**44.00**	**74.80**	**32.00**	**13.30**	**12.96**	**213.58**

As at 31 March 2020

	Outstanding for following periods from date of transaction						
Particulars	**Unbilled revenue**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	53.06	239.46	22.87	13.19	7.58	0.61	**336.77**
Undisputed Trade Receivables – credit impaired	-	9.38	3.24	11.28	8.44	0.91	**33.25**
Total	**53.06**	**248.84**	**26.11**	**24.47**	**16.02**	**1.52**	**370.02**

10 Current financial assets - Cash and cash equivalents

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Balances with banks				
- in current accounts	663.53	1,372.91	1,323.59	418.14
- in deposit accounts (with original maturity of 3 months or less)*	461.06	136.83	123.87	324.15
Cash on hand	4.03	4.24	3.22	4.32
	1,128.62	**1,513.98**	**1,450.68**	**746.61**

***Deposit Accounts (with original maturity of 3 months or less) includes**	**As at 30 September 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Interest accrued	1.46	0.50	0.20	0.30

(All amounts in Rupees millions, unless otherwise stated)

11 Current financial assets - Bank balances other than cash and cash equivalents above

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Bank deposits (original maturity of more than 3 months but less than 12 months) * #	330.85	92.85	99.94	106.23
	330.85	**92.85**	**99.94**	**106.23**

Bank deposits (original maturity of more than 3 months but less than 12 months) includes	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
*Interest accrued	3.35	2.00	3.18	2.23
# Bank deposits under lien	1.70	25.70	96.70	18.89

12 Current financial assets - Loans
(Unsecured, considered good)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Loan to employees	4.26	4.26	-	-
Loan to Key Management Person (Refer note 42)	-	-	-	38.76
	4.26	**4.26**	**-**	**38.76**

13 Current financial assets - Others
(Unsecured, considered good)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Security deposits	6.66	6.50	4.58	10.42
Government grant #	-	5.42	37.69	120.79
Lease receivable	14.60	14.06	11.81	10.24
Bank deposits (due to mature within 12 months from the reporting date)$**	51.78	2.09	-	-
Other receivables				
Considered good	14.29	18.70	8.87	10.50
Credit impaired	-	3.05	3.05	-
	87.33	**49.82**	**66.00**	**151.95**
Allowance for credit impaired	-	(3.05)	(3.05)	-
	87.33	**46.77**	**62.95**	**151.95**

represents export incentive under Service Exports from India Scheme (SEIS). Under the scheme, the Group is entitled to receive SEIS licenses based on the annual earnings in foreign currency.

Bank deposits (due to mature within 12 months from the reporting date) includes	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
$ Interest accrued	0.69	0.30	-	-
** Bank deposits under lien	1.20	2.10	-	-

14a Other current assets
(Unsecured, considered good)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Balance with statutory authorities	136.75	174.81	233.83	241.18
Prepaid expenses #	125.35	85.74	62.15	85.06
Advance to suppliers	76.92	45.32	44.01	57.56
	339.02	**305.87**	**339.99**	**383.80**

Particulars	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
# Includes current portion of non-current prepaid expenses	5.24	2.50	3.00	16.33

14b Assets held for sale

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Asset held for sale (refer notes below)	395.52	370.00	70.00	70.00
	395.52	**370.00**	**70.00**	**70.00**

i) The Group reclassified its Hotel Land and Building at Fairfield by Marriott, Chennai as asset held for sale. As at 31 March 2022, the asset held for sale was measured at fair value less cost to sell of INR 300.00 and the difference of INR 186.40 between the carrying value and fair value was recognised as loss under the head 'exceptional item'. The fair value less cost to sell was determined basis an agreement to sale with an unrelated party. Subsequent to 30 September 2022, the Group has sold the asset and realized a sales consideration of INR 325.52. Accordingly, as at 30 September 2022, the asset has been measured at fair value less cost to sell of INR 325.52 and the difference of INR 25.52 has been recorded as gain under the head 'exceptional item' in the current period (Refer note 38).

ii) The Group reclassified a parcel of land and capital work-in-progress as asset held for sale. The asset held for sale was measured at fair value less cost to sell of INR 70 in the year ended 31 March 2019. The fair value less cost to sell was determined by an independent valuer basis the market approach by reference to sales in the market of comparable properties. Also refer note 43.

(All amounts in Rupees millions except for share details and unless otherwise stated)

	As at 30 September 2022		As at 31 March 2022		As at 31 March 2021		As at 31 March 2020	
	Number of shares	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**
15 Equity share capital								
Authorised share capital								
Equity Shares of INR 1 each	130,000,000	130.00	130,000,000	130.00	130,000,000	130.00	130,000,000	1,300.00
	130,000,000	**130.00**	**130,000,000**	**130.00**	**130,000,000**	**130.00**	**130,000,000**	**1,300.00**
Issued, subscribed and fully paid up								
Equity Shares of INR 1 each	76,270,704	76.27	76,270,704	76.27	76,270,704	76.27	76,270,704	76.27
	76,270,704	**76.27**	**76,270,704**	**76.27**	**76,270,704**	**76.27**	**76,270,704**	**76.27**

a) Reconciliation of the equity shares outstanding at the beginning and at the end of period/year

	For the period 1 April 2022 to 30 September 2022		For the year ended 31 March 2022		For the year ended 31 March 2021		For the year ended 31 March 2020	
	Number of shares	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**
Equity shares								
At the beginning of the period/year	76,270,704	76.27	76,270,704	76.27	76,270,704	76.27	74,896,690	74.90
Add : Issued during the period/year	-	-	-	-	-	-	1,374,014	1.37
Balance at the end of the period/year	**76,270,704**	**76.27**	**76,270,704**	**76.27**	**76,270,704**	**76.27**	**76,270,704**	**76.27**

b) Rights, preferences and restrictions attached to equity shares

The Holding company has only one class of equity shares having the par value of INR 1 per share. Each holder of equity share is entitled to one vote per share. The equity shares are entitled to receive dividend as and when declared. In the event of liquidation of the Holding company, the holder of equity shares will be entitled to receive remaining assets of the Holding company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% shares

Name of shareholder	As at 30 September 2022		As at 31 March 2022		As at 31 March 2021		As at 31 March 2020	
	Number of shares	**%**	**Number of shares**	**%**	**Number of shares**	**%**	**Number of shares**	**%**
Equity shares								
Blue Chandra Pte. Limited	37,641,140	49.35%	37,641,140	49.35%	37,641,140	49.35%	37,641,140	49.35%
GTI Capital Alpha Private Limited	13,747,395	18.02%	13,747,395	18.02%	13,747,395	18.02%	13,747,395	18.02%
Goldman Sachs Investment Holding (Asia) Limited	22,023,692	28.88%	22,023,692	28.88%	22,023,692	28.88%	22,023,692	28.88%

d) Shares reserved for issue under options
Refer note 52 for details of shares issued under Employee stock option plan of the Holding company.

e) No shares have been allotted without payment of cash or by way of bonus shares during the period of five years immediately preceding the balance sheet date.

f) Refer note 40 for shares reserved and conversion terms in respect of Fully Compulsory Convertible Debentures (FCCD), Optionally convertible redeemable debentures (OCRDs), Optionally convertible debentures and Non Convertible Debentures (secured).

g) There in no Promotor shareholding in the Holding company.

h) Refer note 60 for changes to authorized share capital during the year ended 31 March 2020.

(All amounts in Rupees millions except for share details and unless otherwise stated)

16 Other equity

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Share options outstanding account	76.58	76.58	76.58	76.58
Capital reserve	637.87	637.87	637.87	637.87
Securities premium	11,006.89	11,006.89	11,006.89	11,006.89
Retained earnings	(20,030.16)	(18,186.01)	(13,752.50)	(8,974.57)
	(8,308.82)	**(6,464.67)**	**(2,031.16)**	**2,746.77**

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
a) Share options outstanding account				
Balance at the beginning of the period/year	76.58	76.58	76.58	77.14
Share based payments expense (refer note 52)	-	-	-	(0.56)
	76.58	**76.58**	**76.58**	**76.58**

The Group has established equity settled shared based payment plan for certain categories of employees of the Group. Refer note 52 for further details on this plan.

b) Capital reserve				
Balance at the beginning of the period/year	637.87	637.87	637.87	637.87
Add : Additions made during the period/year	-	-	-	-
	637.87	**637.87**	**637.87**	**637.87**

This represents capital reserve on business combination being the difference between purchase consideration and fair value of net assets/liabilities acquired.

c) Securities premium				
Balance at the beginning of the period/year	11,006.89	11,006.89	11,006.89	10,721.36
Add : Additions made during the period/year	-	-	-	285.53
	11,006.89	**11,006.89**	**11,006.89**	**11,006.89**

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act ,2013.

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
d) Retained earnings				
Balance at the beginning of the period/year	(18,186.01)	(13,752.50)	(8,974.57)	(5,979.56)
Restated loss for the period/year	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Transfer from other comprehensive income	1.89	(0.98)	(0.66)	3.62
	(20,030.16)	**(18,186.01)**	**(13,752.50)**	**(8,974.57)**

Retained earnings represent the amount of accumulated profits/(losses) of the Group.

e) Other comprehensive income - Remeasurement of defined benefit plans				
Balance at the beginning of the period/year	-	-	-	
Remeasurement of defined benefit liability (net of tax)	1.89	(0.98)	(0.66)	3.62
Transferred to retained earnings	(1.89)	0.98	0.66	(3.62)
	-	-	-	-

Remeasurements of defined benefit liability comprises actuarial gains and losses.

(All amounts in Rupees millions, unless otherwise stated)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
17 Non-current financial liabilities - Borrowings				
a) Fully Compulsory Convertible Debentures (unsecured)				
30 September 2022: 1,260,000; 31 March 2022: 1,260,000;31 March 2021: 1,260,000; 31 March 2020: 1,260,000; 8.50 % Fully Compulsory Convertible Debentures (FCCD) of INR 1,000 each held by International Finance Corporation (IFC)	1,906.35	1,880.84	1,923.52	1,438.46
b) Optionally convertible redeemable debentures (OCRD) (unsecured)				
30 September 2022: 6,726,394; 31 March 2022: 6,726,394; 31 March 2021: 6,726,394; 31 March 2020: 6,726,394 OCRDs of INR 100 each held by Vascon Engineers Limited	81.21	86.80	61.87	30.24
c) Optionally convertible debentures (unsecured)				
30 September 2022: 680; 31 March 2022: 680; 31 March 2021: Nil; 31 March 2020: Nil, 25 % Optionally Convertible Debentures of INR 100,000 each	90.86	81.81	-	-
30 September 2022: 100; 31 March 2022: 100; 31 March 2021: Nil; 31 March 2020: Nil, 18 % Optionally Convertible Debentures of INR 100,000 each	12.49	11.55	-	-
d) Non Convertible Debentures (unsecured)				
30 September 2022: 1,095; 31 March 2022: 1,095; 31 March 2021: 870, 31 March 2020 : Nil, 25 % Non Convertible Debentures of INR 1,000,000 each	1,633.60	1,417.38	857.81	-
e) Non Convertible Debentures (secured)				
30 September 2022: 6,950; 31 March 2022: 6,950; 31 March 2021: Nil, 31 March 2020 : Nil, 19.50 % Non Convertible Debentures of INR 1,000,000 each	6,807.04	5,556.70	-	-
f) From banks				
Term loans (secured)^	9,290.00	9,233.26	8,466.81	7,461.39
Vehicle loans (secured)	3.64	3.95	8.22	9.40
Less: Interest accrued on borrowings (refer note 26)	(5.99)	(6.33)	(229.43)	(37.92)
Less: Current maturities of long term borrowings (refer note 23)	(1,198.12)	(930.46)	(669.79)	(1,998.10)
	8,089.53	8,300.42	7,575.81	5,434.77
g) From financial institutions (secured)				
Term loan ^	7,629.93	7,401.12	12,777.83	11,110.83
Revolving credit facility	-	-	-	707.24
Less: Interest accrued on borrowings (refer note 26)	(895.62)	(37.32)	(144.27)	(39.73)
Less: Current maturities of long term borrowings (refer note 23)	(1,038.59)	(957.09)	(4,346.28)	(43.36)
	5,695.72	6,406.71	8,287.28	11,734.98
	24,316.80	**23,742.21**	**18,706.29**	**18,638.45**

^ For the period 1 March 2020 to 31 August 2020, the Group had taken Moratorium with reference to Reserve Bank of India ('RBI') circular DOR.No.BP.BC.47/21.04.048/2019-20 dated 27 March 2020 and DOR.No.BP.BC.71/21.04.048/2019-20 dated 23 May 2020. Accordingly, interest on secured loan of INR 80.78 was capitalised in the loan balance. Basis correspondence with respective bank/financial institution, it was agreed that this amount will be paid in proportion to ratio of the original principal repayments or will be paid along with the last installment of loan.

Refer note 40 for terms and conditions in respect of non-current borrowings.
Information about the Group's exposure to interest rate and liquidity risks is included in note 47.

(All amounts in Rupees millions, unless otherwise stated)

		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
18	**Non-current financial liabilities**				
	Trade payables				
	- total outstanding dues of micro enterprises and small enterprises (MSME)	-	-	-	-
	- total outstanding dues of creditors other than micro enterprises and small enterprises	112.06	79.97	-	-
		112.06	**79.97**	**-**	**-**

The Group exposure to currency and liquidity risks related to trade payables is disclosed in note 47.

As at 30 September 2022

Particulars	Outstanding for following periods from the date of transaction					
	Accrued Expenses	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	-	102.39	9.67	-	-	112.06
Total	**-**	**102.39**	**9.67**	**-**	**-**	**112.06**

As at 31 March 2022

Particulars	Outstanding for following periods from the date of transaction					
	Accrued Expenses	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	-	51.40	26.20	2.37	-	79.97
Total	**-**	**51.40**	**26.20**	**2.37**	**-**	**79.97**

		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
19	**Non-current financial liabilities - Lease liabilities**				
	Lease liabilities (Refer Note 50)	428.87	430.98	497.29	536.54
		428.87	**430.98**	**497.29**	**536.54**
20	**Non-current financial liabilities - Others**				
	(unsecured unless otherwise stated)				
	Security deposit received	31.19	34.84	31.23	22.96
	Payable for capital assets	-	0.68	1.27	0.52
	Derivative component of Non Convertible Debentures (FVTPL)	-	-	20.42	-
	Derivative component of Convertible-PIK (secured)* (FVTPL)	1,569.10	1,584.70	-	-
		1,600.29	**1,620.22**	**52.92**	**23.48**

* This represents the fair value of Convertible PIK obligation of Non-Convertible Debentures issued during the year ended 31 March 2022. Convertible PIK is portion of accrued interest on the debentures convertible into equity shares in accordance with the share allotment agreement of subsidiaries (Barque Hotels Private Limited [Barque] and SAMHI JV Business Hotels Private Limited [SAMHI JV]) with the debentures holder dated 22 October 2021 and 19 January 2022 respectively. For details refer note 40 (e).

(All amounts in Rupees millions, unless otherwise stated)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
21 Non-current provisions				
Provision for employee benefits				
Gratuity (refer note 41)	24.95	27.17	27.65	23.00
Compensated absences (refer note 41)	27.76	16.16	19.61	23.71
Other provisions				
Decommissioning liabilities*	1.03	1.02	1.01	1.04
	53.74	**44.35**	**48.27**	**47.75**

*** Movement in provision for decommissioning liabilities**

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening balance	1.02	1.01	1.04	0.92
Provisions made during the period/year	0.01	0.01	-	0.12
Provisions utilised during the period/year	-	-	(0.03)	-
Closing balance	**1.03**	**1.02**	**1.01**	**1.04**

A provision has been recognised for decommissioning liabilities associated with office premises taken on operating lease. As per the lease agreement, the Group is required to restore the office premises to the original condition.

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
22 Other non-current liabilities				
Income received in advance	135.10	139.32	147.76	156.20
Unamortised premium on OCRDs #	135.41	140.83	151.66	162.50
Advance rental	1.29	3.06	6.20	8.02
	271.80	**283.21**	**305.62**	**326.72**

 # Unamortised premium on OCRDs: (Also refer note 40b)
The difference between the fair value at initial recognition (the transaction price) and the value that would have been derived had valuation techniques been applied at initial recognition, less subsequent releases, is as follows:

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Unamortised balance at the beginning of the period/year	151.67	162.50	173.33	184.16
Amortisation recognised in Restated Consolidated Statement of Profit and Loss	(5.42)	(10.83)	(10.83)	(10.83)
Unamortised balance at the end of the period/year	**146.25**	**151.67**	**162.50**	**173.33**
Non-current portion	135.41	140.83	151.66	162.50
Current portion	10.84	10.84	10.84	10.83

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
23 Current financial liabilities - Borrowings				
(Secured)				
Cash credit and overdraft facilities from bank #	226.25	144.98	147.95	304.38
Loan from bank	-	158.50	-	-
Current maturities of long-term borrowings (refer note 17)	2,236.71	1,887.55	5,016.07	2,041.46
	2,462.96	**2,191.03**	**5,164.02**	**2,345.84**

Interest accrued	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
# Cash credit and overdraft facilities from bank	-	0.70	-	-

Cash credit and overdraft facilities from bank

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
SAMHI Hotels Limited							
IndusInd Bank Limited	50.00	8.65%	8.65%	MCLR + 0.2% i.e. 10.05%	MCLR + 0.2% i.e. 10.05%	Repayable on demand.	This is secured by exclusive: 1.First charge on all immovable fixed assets of Fairfield by Marriott Bengaluru, Rajajinagar and Fairfield by Marriott, Sriperumbudur (Hotels). 2.First charge on all movable fixed assets of the Hotels, both present and future. 3. First charge on all current assets of the Hotels both present and future. 4. First charge on all the cash flows of the Hotels both present and future.

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
SAMHI Hotels (Ahmedabad) Private Limited [SAMHI Ahmedabad]							
Standard Chartered Bank	180.00	10.75%	10.75%	10.80%	12.50%	Repayable on demand.	This is secured by first exclusive charge over the hotel asset (Four Points by Sheraton, Ahmedabad) (both Immovable property and movable fixed assets) and charge on current and future receivables and cash flows of the hotel. The Holding Company has provided a cash shortfall undertaking.
SAMHI Hotels (Gurgaon) Private Limited [SAMHI Gurgaon]							
IndusInd Bank Limited	90.00	9.50%	9.10%	9.10%	9.10%	Repayable on demand.	These are secured by: (a) First charge on all immovable fixed assets of the Hotel (Hyatt Place, Gurgaon) (b) First charge on all movable fixed assets of the Hotel (c) First charge on all current assets of the Hotel (d) First charge on all the cash flows of the Hotel to be routed through lnduslnd Account of the Hotel (e) Non disposal undertaking for 100% equity share capital from the SAMHI Hotels Limited ('Holding Company').
CASPIA Hotels Private Limited [CASPIA]							
HDFC Bank Limited	20.00	1 year MCLR plus 135bps i.e. 8.65%	1 year MCLR plus 135bps i.e. 8.65%	1 year MCLR plus 135bps i.e. 9.65%	1 year MCLR plus 135bps i.e. 10.05%	Repayable on demand.	This is secured by an exclusive charge over : (i) Movable fixed assets of the hotel. (Four Points By Sheraton, Visakhapatnam) (ii) Current assets of the hotel (iii) Immovable assets of the hotel . (iv) First exclusive pari passu charges over Escrow account.

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
State Bank of India	15.00	NA	NA	MCLR plus 2.55% i.e. 10.65%	MCLR plus 2.55% i.e. 11.05%	Repayable on demand. The loan has been repaid in full.	Secured by first charge by the way of: (i). First charge by the way of equitable mortgage on the project entire fixed assets of the project Hotel land Area & Hotel Building. (Fairfield by Marriott Hotel, Coimbatore) (ii). First charge by the way of hypothecation on the entire moveable fixed assets of the hotel. (iii). First charge on all the monies lying in the designated account, all project revenues and insurance proceeds of the hotel. (iv). First charge over all the rights, titles, benefits, claims and demands of borrower under project contracts. (v). Pledge of shares to the extent of 30% of the total paid up equity share capital of CASPIA held by the Holding Company. (vi) Non-disposal undertaking from the Holding Company to the extent of 51% of paid-up share capital of CASPIA. (vii) Project shortfall undertaking by the Holding Company.
Short term loan from Banks							
SAMHI Hotels Limited							
DBS Bank India Limited	158.50	NA	13.00%	NA	NA	The loan is repayable as bullet payment after 6 months from first disbursement date. The loan has been repaid in full.	Term loan from DBS bank is secured by: 1. Second charge on all immovable fixed assets of the Ascent Hotels Private Limited ("Subsidiary") in the Project (including the hotel property and land) both present and future. 2. Second charge on all movable fixed assets of the Subsidiary in the Project, both present and future. 3. Second charge on all current assets of the Subsidiary in the Project, both present and future. 4. Charge by way of pledge over shares of the Ascent Hotels Private Limited ("Subsidiary")

(All amounts in Rupees millions, unless otherwise stated)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
24 Current financial liabilities - Lease liabilities				
Lease liabilities (Refer Note 50)	74.33	97.12	76.63	37.92
	74.33	**97.12**	**76.63**	**37.92**
25 Current financial liabilities - Trade payables				
Trade payables				
- total outstanding dues of micro enterprises and small enterprises (MSME)	26.81	30.30	10.10	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,322.44	1,194.75	992.53	682.70
	1,349.25	**1,225.05**	**1,002.63**	**682.70**

a) The Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 47.
b) Refer note 42 for related party balances.

As at 30 September 2022

Particulars	Outstanding for following periods from the date of transaction					
	Accrued Expenses	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	-	24.32	0.77	1.37	0.35	26.81
Others	487.60	410.24	184.09	172.75	67.76	1,322.44
Total	**487.60**	**434.56**	**184.86**	**174.12**	**68.11**	**1,349.25**

As at 31 March 2022

Particulars	Outstanding for following periods from the date of transaction					
	Accrued Expenses	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	-	28.40	1.20	0.60	0.10	30.30
Others	356.20	430.60	155.70	204.50	47.75	1,194.75
Total	**356.20**	**459.00**	**156.90**	**205.10**	**47.85**	**1,225.05**

As at 31 March 2021

Particulars	Outstanding for following periods from the date of transaction					
	Accrued Expenses	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	-	7.80	2.10	0.20	-	10.10
Others	298.90	398.40	236.68	27.29	31.26	992.53
Total	**298.90**	**406.20**	**238.78**	**27.49**	**31.26**	**1,002.63**

As at 31 March 2020

Particulars	Outstanding for following periods from the date of transaction					
	Accrued Expenses	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	-	-	-	-	-	-
Others	271.61	309.04	27.93	70.63	3.49	682.70
Total	**271.61**	**309.04**	**27.93**	**70.63**	**3.49**	**682.70**

26 Current financial liabilities - Others	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Interest accrued on borrowings (refer note 17)	901.61	43.65	373.70	77.65
Payable for capital assets	19.57	21.36	51.44	55.28
Employee related payables	98.05	79.53	103.83	98.72
Security deposits received	8.97	1.80	1.94	1.49
	1,028.20	**146.34**	**530.91**	**233.14**

(All amounts in Rupees millions, unless otherwise stated)

		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
27	**Other current liabilities**				
	Advance from customers	120.50	81.94	52.24	63.59
	Income received in advance	8.44	8.44	8.44	8.44
	Statutory dues payable	284.68	267.51	350.50	222.52
	Deferred government grant*	-	-	2.52	4.78
	Unamortised premium on OCRDs (refer note 22)	10.84	10.84	10.84	10.83
	Advance rental	3.73	3.61	3.61	2.86
		428.19	**372.34**	**428.15**	**313.02**

*Represents assistance received under the Export Promotion Capital Goods Scheme of the Government of India in the form of custom duty exemption on import of capital equipment for use in its hotel projects.

		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
28	**Current provisions**				
	Provision for employee benefits				
	Gratuity (refer note 41)	9.46	9.90	9.63	8.05
	Compensated absences (refer note 41)	12.51	7.71	9.09	13.21
	Other provisions				
	Provision for income-tax litigation	3.88	3.73	3.45	3.16
		25.85	**21.34**	**22.17**	**24.42**
	Movement of provision for income-tax litigation				
	Opening Balance	3.73	3.45	3.16	2.88
	Provision created during the period/year	0.15	0.28	0.29	0.28
	Closing Balance	**3.88**	**3.73**	**3.45**	**3.16**
29	**Income tax liability (net)**				
	Provision for income tax	-	-	-	26.39
		-	**-**	**-**	**26.39**
30	**Liability classified as held for sale**				
	Liability classified as held for sale	5.00	-	-	-
		5.00	**-**	**-**	**-**

(All amounts in Rupees millions, except for share details and unless otherwise stated)

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
31 Revenue from operations				
Sale of services				
- Room revenue	2,464.28	2,136.62	1,084.27	4,107.32
- Food and beverage revenue	856.97	949.67	509.93	1,675.68
- Recreation and other services	69.59	64.34	34.59	229.81
	3,390.84	**3,150.63**	**1,628.79**	**6,012.81**
Other operating revenues				
- Property management and space rental	39.76	76.80	67.01	43.46
	39.76	**76.80**	**67.01**	**43.46**
	3,430.60	**3,227.43**	**1,695.80**	**6,056.27**

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognized when the performance obligation is over/ services delivered. Advance collection is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards rooms / restaurant/ banquets. Revenue is recognised once the performance obligation is met i.e. on room stay/ sale of food and beverage / provision of banquet services. Excess of revenue over invoicing is recorded as unbilled revenue.

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Advance from customers	120.50	81.94	52.24	63.59
Income received in advance	143.54	147.76	156.20	164.64
Unbilled revenue	102.49	70.17	36.52	53.06

Note: Considering the nature of business of the Group, the above contract liabilities are generally materialised as revenue and unbilled revenue is converted into cash/trade receivables within the same operating cycle.

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
32 Other income				
Interest income from financial assets at amortised cost				
- on bank deposits	19.58	18.12	24.64	33.80
- on security deposits	-	-	0.69	0.54
- on others	2.00	3.10	3.03	3.03
Interest on advance recoverable	1.32	3.05	7.25	11.79
Amortisation of income received in advance	4.23	8.44	8.44	8.44
Interest on income tax refund	1.96	0.73	6.46	12.16
Provisions/ liabilities no longer required written back	12.26	1.60	10.45	60.46
Rental income	2.04	4.03	4.00	3.56
Lease income	0.78	2.29	3.11	3.86
Unwinding of discount on security deposits	3.66	7.62	7.24	6.81
Gain on fair valuation of derivative component of FCCDs	-	-	2.69	-
Net gain on fair valuation of equity component of convertible PIK obligation	15.60	28.80	-	-
Government grant	0.72	3.45	2.63	71.80
COVID 19 related rent concessions	2.99	11.95	11.66	-
Gain on modification of financial liabilities	40.99	9.37	-	-
Gain on modification of leased assets	-	-	3.17	-
Miscellaneous income	1.32	1.06	1.24	3.87
	109.45	**103.61**	**96.70**	**220.12**
33 Cost of materials consumed				
Consumption of food and beverages				
Inventory at the beginning of the period/year	25.15	28.71	42.85	44.42
Add: Purchases during the period/year	282.95	324.12	171.38	533.26
Inventory at the end of the period/year	(25.84)	(25.15)	(28.71)	(42.85)
	282.26	**327.68**	**185.52**	**534.83**
34 Employee benefit expense				
Salaries, wages and bonus	478.72	760.74	750.36	1,073.67
Contribution to provident fund and other funds [refer note 41 and 43(i)]	27.58	46.99	42.59	68.53
Compensated absences (refer note 41)	21.71	4.50	2.07	19.13
Gratuity expense (refer note 41)	3.31	6.94	7.56	7.62
Share based payments (refer note 52)	-	-	-	(0.55)
Staff welfare expenses	60.76	86.28	62.82	138.45
	592.08	**905.45**	**865.40**	**1,306.85**

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
35 Finance costs				
Interest expense on financial liabilities carried at amortised cost				
- Loans from banks and financial institutions *	974.25	2,423.70	2,461.86	2,251.30
- Vehicle loan	0.19	0.69	0.86	0.99
- On security deposit received	1.98	3.51	3.02	2.35
- Fully Compulsory Convertible Debentures#	25.47	(42.67)	484.95	(184.88)
- Non Convertible Debentures (NCDs)	1,554.87	807.59	9.53	-
- Optionally Convertible Debentures	11.10	17.07	-	-
- Optionally convertible redeemable debentures (OCRD) **	(11.01)	14.10	20.79	(80.89)
- Lease liabilities	25.95	55.47	57.95	59.57
- Others	17.74	1.87	-	-
Interest expense on delay in deposit of statutory dues	17.79	43.35	7.01	0.23
Unwinding of discount on asset retirement obligation	-	-	0.16	0.12
Other finance costs	25.85	135.41	41.16	30.90
	2,644.18	**3,460.09**	**3,087.29**	**2,079.69**

(All amounts in Rupees millions, except for share details and unless otherwise stated)

*Particulars	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Gross interest expense on loans from banks and financial institutions	978.60	2,428.00	2,489.56	2,284.50
Less:-Interest income on loan funds	4.35	4.30	27.70	33.20
Net interest expense on loans from banks and financial institutions	974.25	2,423.70	2,461.86	2,251.30

Particulars	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
# Includes gain/(loss) on remeasurement of cashflows	42.95	169.66	(369.39)	289.46
** Net of amortisation of premium on Optionally convertible redeemable debentures (OCRD)	5.42	10.84	10.84	10.83

36 Depreciation and amortisation expense	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation on property, plant and equipment	450.25	942.04	1,052.44	1,192.12
Depreciation of investment property	1.54	3.08	3.08	2.45
Amortisation of right-of-use assets	21.78	44.41	38.29	39.09
Amortisation of other intangible assets	7.39	16.50	24.14	28.05
	480.96	**1,006.03**	**1,117.95**	**1,261.71**

37 Other expenses	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Rates and taxes	72.45	161.96	138.92	169.12
Consumption of stores and supplies	139.90	184.24	89.94	221.59
Management and incentive fees	152.82	89.09	46.77	220.05
Commission	127.70	144.76	72.48	232.66
Communication	31.04	58.29	52.29	83.17
CSR Expense	-	-	1.90	-
Training expenses	4.03	7.13	5.50	10.22
Rent (refer note 50)	50.40	45.08	27.93	62.86
Power, fuel and water	302.21	414.86	313.06	527.14
Repair and maintenance				
- Building	39.83	62.58	48.91	76.15
- Machinery	61.34	95.30	85.05	102.01
- Others	31.28	54.21	25.70	76.25
Insurance	13.12	28.33	28.58	24.66
Travelling and conveyance	57.32	57.49	30.52	134.57
Loss allowance for trade receivables	1.19	1.67	3.22	19.35
Hotel running expenses	15.84	12.32	5.96	24.52
Legal and professional fees	96.97	155.40	143.81	198.13
Contractual labour	97.01	116.18	58.72	165.02
Payment to auditors	7.39	14.30	12.59	12.06
General administration expenses	21.61	26.89	19.32	61.65
Advertisement and business promotion	109.14	99.85	74.15	249.04
Loss on foreign exchange fluctuation (net)	52.15	16.93	0.13	3.05
Loss on fair valuation of derivative component of FCCD	-	3.30	-	3.97
Government grant written off	-	3.15	24.91	-
Miscellaneous expenses	14.72	26.67	28.36	36.96
	1,499.46	**1,879.98**	**1,338.72**	**2,714.20**

38 Exceptional items				
Initial Public Offering (IPO) related costs*	-	-	-	170.53
(Gain)/Loss on reclassification of asset held for sale (refer note 14b)	(25.52)	186.40	-	-
Compensation against claim	-	-	-	(14.84)
CWIP written off	-	-	12.62	-
Gain on lease assets	-	(2.34)	-	-
Provision for impairment in value of property, plant and equipment, right-of-use assets and other	(87.47)	-	-	1,033.59
Provision for impairment in value of Goodwill (refer note 54)	-	-	-	205.90
	(112.99)	**184.06**	**12.62**	**1,395.18**

* Represents cost incurred in relation to Company's plan of raising funds from capital market through IPO.

39 Earnings /(losses) per share (EPS)

Restated basic EPS amounts are calculated by dividing the loss for the period/ year attributable to equity holders by the weighted average number of equity shares outstanding during the period/ year.
Restated diluted EPS are calculated by dividing the loss for the period/ year attributable to the equity holders by weighted average number of equity shares outstanding during the period/ year plus the weighted average number of equity shares
that would be issued on conversion of all the dilutive potential equity shares into equity shares.

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Restated net loss attributable to equity shareholders	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Weighted average number of equity shares for calculation of basic EPS #	76,270,704	76,270,704	76,270,704	75,621,238
Weighted average number of equity shares for calculation of diluted EPS* #	76,270,704	76,270,704	76,270,704	75,621,238
Nominal value of equity share (INR)	1.00	1.00	1.00	1.00
Basic earnings/(losses) per share (INR)	(24.20)	(58.12)	(62.64)	(39.65)
Diluted earnings/(losses) per share (INR)	(24.20)	(58.12)	(62.64)	(39.65)
(Not annualised for the period ended 30 September 2022)				

* The outstanding potential equity shares have an anti-dilutive effect on EPS. Hence, the same have not been considered for calculation of diluted loss per share.
# Also refer note 52

40 Terms and conditions in respect of non-current borrowings

a) Fully compulsory convertible debentures (FCCDs) (unsecured)

As per the debenture agreement dated 12 August 2014 between the Holding Company and International Financial Corporation (IFC), each debenture must be mandatorily converted on liquidity event or maturity date whichever is earlier. Further, IFC also has a right of voluntary conversion upon giving notice to the Holding Company within maturity date. Conversion ratio will be as provided under the Subscription Agreement. The Interest shall accrue for a period of first thirty six (36) months from the date of the IFC Subscription and shall be compounded on an annual basis until such interest has been paid by the Holding Company to IFC. IFC CCD shall be converted into equity shares or settled in cash in September 2024 as per the terms of the agreement.

The IFC Fully compulsory convertible debentures (FCCD's) bear interest at the rate of 8.5% per annum. If all IFC CCDs have not been converted in accordance with the provisions hereof by the seventh (7th) anniversary of the IFC Subscription, the Base Interest shall increase to 10% per annum (compounded on an annual basis). Any Interest that is due but not paid by the Holding Company shall carry an additional interest of 2% per annum (compounded on an annual basis) from the date of default in payment of such Interest until the date of payment. However, no additional interest shall be payable with respect to the Interest accrued during the Grace Period (first 36 months) until the seventh (7th) anniversary of the IFC Subscription.

During the financial year ended 31 March 2022, the following amendments were made to the IFC debenture agreement:

1. Removal of 21% IRR Cap for return on investment (foreign currency derivative)
2. Prior to payment of interest, IFC will have the option to choose either of the following:

a) Receive the interest; or

b) Convert CCDs to equity shares of the Holding Company in accordance with the agreed conversion formula. In the event IFC does choose this option, the Holding Company shall have no further liability with respect to the CCDs after such conversion (including payment of any interest) or

c) Receive the interest at a later date.

Also, refer note 4 for derivative component of FCCDs and note 58 for restatement impact of remeasurement of FCCDs.

b) Optionally convertible redeemable debentures (OCRDs) (unsecured)

Ascent Hotels Private Limited (Ascent) issued 6,726,394 OCRDs with a face value of INR 10 each at a premium of INR 35.23 each in March 2016 to Vascon Engineers Limited

Redemption -

(i) The OCRDs are redeemable on 1 April 2036.

(ii) The OCRDs are redeemable for an amount equivalent to the fair market value of such number of equity shares as are equivalent to 1.43 times the number of OCRDs in case Ascent achieves the target of EBITDA of INR 700 in any financial year prior to 1 April , 2036, or

(iii) The OCRDs are redeemable for an amount equivalent to the fair market value of such number of equity shares as are equivalent to the number of OCRDs in case Ascent does not achieve the target of EBITDA of INR 700 in any financial year prior to 1 April, 2036.

(All amounts in Rupees millions, except for share details and unless otherwise stated)

Terms of Conversion : -

(i) The OCRDs can be converted at the option of the subscriber at any time after 1 April 2021.
(ii) The OCRDs will be converted into equity shares in the ratio of 1:1.43 in case Ascent achieves the target of EBITDA of INR 700 in any financial year prior to date of exercise of option to convert.
(iii) In any other case, the OCRDs will be converted into equity shares in the ratio of 1:1.

The effective interest rate on OCRDs is 7.81% per annum.

	March 2016 (Date of issue)
Proceeds from issue of OCRDs	304.20
Less: Fair value of OCRDs *	(87.54)
Unamortised premium on OCRDs	**216.66**

	30 September 2022	31 March 2022	31 March 2021	31 March 2020
OCRDs balance at the beginning of the period/year	86.80	61.87	30.24	100.30
(Gain)/Loss recognised in statement of profit and loss	(5.59)	24.93	31.63	(70.06)
OCRDs balance at the end of the period/year	**81.21**	**86.80**	**61.87**	**30.24**

* The derived fair value has been calculated on March 2016 (date of issue of OCRDs) based on the present value of expected cashflows/ convertible value of OCRDs on maturity (Level 3). Significant unobservable inputs for measurement of fair value include risk free rate, terminal growth rate and discount rate.

c) Optionally convertible debentures (unsecured)

As per debenture agreement between the Holding Company and the debenture holders, debentures shall be redeemed/converted after 36 months from the deemed date of allotment. These debentures shall bear interest at 18% p.a. to 25% p.a. The Interest payable on the OCDs shall be calculated from the deemed date of allotment to the Interest Payment Date as per debenture agreement. On the maturity date, OCDs shall be redeemed in cash or converted into equity shares at the sole discretion of the debenture holders such that the debenture obligations are satisfied in full. Also refer note 61.

d) Non Convertible Debentures (unsecured)

As per debenture agreement dated 10 March 2021 between the Holding Company and the debenture holders, debentures shall be redeemed after 36 months from the deemed date of allotment. These debentures shall bear interest at 25% p.a. As per the repayment terms agreed, if the redemption date is after 6 months from the deemed date of allotment, then a return of 2.5 times the principal amount will be paid to the debenture holders. These debentures carry an effective interest rate of 35.72% p.a. The Interest payable on the NCDs shall be calculated from the deemed date of allotment to the interest payment date as per debenture agreement.

e) Non Convertible Debenture (secured)

(i) Barque Hotels Private Limited [Barque]

1.On 22 October 2021, Debenture Trust Deed ('DTD') was executed between Barque Hotels Private Limited ('Barque'), Paulmech Hospitality Private Limited (wholly owned subsidiary of the Barque), SAMHI Hotels Limited ('Holding Company') and Vistra ITCL (India) Limited ('Debenture Trustee'). Basis aforesaid Debenture Trust Deed, during the financial year ended 31 March 2022, the Barque had issued 2,850 unlisted, secured, redeemable, non-convertible debentures of a face value of INR 1,000,000 each aggregating to INR 2,850 on a private placement basis to Sarvara Investment Fund I on the terms and conditions set out in DTD.

2. These non-convertible debentures are secured by following:-
(a) a first ranking mortgage on all immovable assets of Barque and its subsidiary, Paulmech Hospitality Private Limited ("Subsidiary"), both present and future, including the Barque's and its subsidiary's hotel properties.
(b) a first ranking charge on all the movable assets (current, non-current and movable fixed assets) of Barque and the Subsidiary, both present and future, including but not limited to:
i) movable properties including plant and machinery, machine spares, tools and accessories, furniture, fixtures, vehicle and other non-current assets;
ii) the Permitted Investments which includes government securities, fixed deposits in any scheduled commercial bank in India, which is not a lender to the Group, liquid mutual fund debt schemes.
iii) intangible assets,
iv) all current assets of the Barque and its subsidiary, including but not limited to the receivables of the Barque and its subsidiary including cash in hand, investments classified as "held for trading", raw materials, consumable stores and spares, book debts, operating cash flow and stock in trade,
v) all investments and bank accounts of Barque and its subsidiary and monies lying therein,
(c) a first ranking exclusive charge over all rights and receivables of the Holding Company which includes all amounts receivable by the Holding Company (whether as operational payments or otherwise) from Barque including but not limited to the receivables of the Holding Company under the inter-company loan agreement dated 1 December , 2017 (as amended on 1 April , 2019) for unsecured and interest free inter-corporate deposit of INR 2,436.10.
(d) a first ranking exclusive pledge over the shares and securities constituting 100% shareholding held by the Holding Company save and except the 1 equity share held by a nominee shareholder of the Holding Company.
(e) the Corporate Guarantees provided by Paulmech Hospitality Private Limited in favour of debenture trustee;
(f) all encumbrances created or to be created to secure the unlisted, secured, redeemable, non-convertible debentures ("SAMHI JV Debentures") issued by SAMHI JV Business Hotels Private Limited ("SAMHI JV") in favour of the debenture holders, ranking pari passu inter-se the Barque Debentures and the SAMHI JV Debentures.

3. As per Debenture Trust Deed, return on non-convertible debentures is sum of Cash PIK and Convertible PIK.
(i) At all times during the tenure of non-convertible debentures, the debenture holder is entitled to a minimum IRR of not less than 21.34% per annum (i.e. 19.5% per annum compounded monthly).
(ii) Cash PIK is an amount that would give the debenture holder a return equal to 14.5% per annum compounded monthly during the term of debentures. Cash PIK obligation on non-convertible debentures is to be serviced at 1% p.a. payable monthly for the first year, at 14.5% p.a. payable monthly for balance term of 3 years (to the extent applicable) and remaining obligation on redemption of debentures.
(iii) Convertible PIK is portion of accrued interest on the non-convertible debentures that will be converted into equity shares of SAMHI Hotels Limited (Holding Company) in accordance with the SAMHI shares allotment agreement dated 22 October 2021 between Barque, holding company and debenture trustee.
(iv) During the financial year ended 31 March 2022, Barque paid debenture holder upfront interest of 3% of the nominal value of each non-convertible debentures issued as an additional interest.
(v) After lock-in-period for the non-convertible debentures of 12 months from the date of first disbursement i.e. 25 October 2021, these debentures are redeemable within 4 years at the option of Barque or at the end of 4 years from date of first disbursement. Further, the non-convertible debentures will be mandatorily redeemed within 30 days of occurrence of an IPO event.

(ii) **SAMHI JV Business Hotels Private Limited [SAMHI JV]**

1. On 19 January 2022, Debenture Trust Deed ('DTD') was executed between SAMHI JV Business Hotels Private Limited ('SAMHI JV'), SAMHI Hotels Limited ('holding company') and Vistra ITCL (India) Limited ('Debenture Trustee'). Basis aforesaid Debenture Trust Deed, during the financial year ended 31 March 2022, SAMHI JV has issued 4,100 unlisted, secured, redeemable, non-convertible debentures of a face value of INR 1,000,000 each, aggregating to INR 4,100 on a private placement basis to Sarvara Investment Fund I on the terms and conditions set out in DTD.

2. These non-convertible debentures are secured by following:

a) a first ranking mortgage on all immovable assets of SAMHI JV, both present and future, including the SAMHI JV's properties at Bengaluru.
b) a first ranking charge on all the movable assets (current, non-current and movable fixed assets) of the SAMHI JV, both present and future, including but not limited to:
i) movable properties including plant and machinery, machine spares, tools and accessories, furniture, fixtures, vehicle and other non-current assets;
ii) the permitted investments which includes government securities, fixed deposits in any scheduled commercial bank in India, which is not a lender to the Group, liquid mutual fund debt schemes.
iii) intangible assets,
iv) all current assets of SAMHI JV, including but not limited to the receivables of the SAMHI JV including cash in hand, investments classified as "held for trading", raw materials, consumable stores and spares, book debts, operating cash flow and stock in trade, and
v) all investments and bank accounts of SAMHI JV and monies lying therein.

c) a first ranking exclusive charge over all rights and receivables of the Holding Company which includes all amounts receivable by the Holding Company (whether as operational payments or otherwise) from SAMHI JV.

d) a first ranking exclusive pledge over the shares and securities constituting 100% shareholding held by the Holding Company.

e) the Corporate Guarantees provided by Barque Hotels Private Limited and Paulmech Hospitality Private Limited in favour of debenture trustee;

f) all encumbrances created or to be created to secure the Barque Hotels Private Limited Debentures (Barque Debentures), ranking pari passu inter-se the SAMHI JV Debentures and the Barque Debentures., other than the Promoter Guarantee issued by SAMHI Hotels Limited (Promoter) for securing the Barque Debentures.

3. As per Debenture Trust Deed, return on non-convertible debentures is sum of Cash PIK and Convertible PIK.
(i) At all times during the tenure of non-convertible debentures, the debenture holder is entitled to a minimum IRR of not less than 21.34% per annum (i.e. 19.5% per annum compounded monthly).
(ii) Cash PIK is an amount that would give the debenture holder a return equal to 14.50% p.a. compounded monthly during the term of debentures. Cash PIK obligation on non-convertible debentures is to be serviced at 1.00% p.a. payable monthly for the first 6 months, at 3.50% p.a. payable monthly from the commencement of 7th month until the expiry of 12 months and at 14.50% p.a. payable monthly for balance term of 3 years (to the extent applicable) and remaining obligation on redemption of debentures.
(iii) Convertible PIK is portion of accrued interest on the non-convertible debentures that will be converted into equity shares of SAMHI Hotels Limited (Holding Company) in accordance with the SAMHI shares allotment agreement dated 19 January 2022 between SAMHI JV, holding company and debenture trustee.
(iv) During the financial year ended 31 March 2022, SAMHI JV paid debenture holder upfront interest of 3.00% of the nominal value of each non-convertible debentures issued as an additional interest.
(v) After lock-in-period for the non-convertible debentures of 12 months from the date of first disbursement i.e. 21 January 2022, these debentures are redeemable within 4 years at the option of SAMHI JV or at the end of 4 years from date of first disbursement. Further, the non-convertible debentures will be mandatorily redeemed within 30 days of occurrence of an IPO event.

Also refer note 61.

f) **Term loans from banks and financial institutions:**

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
Term Loans from Banks							
SAMHI Hotels Limited							
Standard Chartered Bank	310.00	9.25%	9.25%	9.25%	NA	The loan is repayable in 48 monthly installments after 12 months from the first disbursement date i.e 25 March 2021.	Working capital term loan from bank is secured by second charge: 1) Second charge on five hotel properties of Argon Hotels Private Limited (subsidiary) 2) Second charge/hypothecation on moveable fixed assets of five hotel properties of subsidiary 3) Second charge on present and future receivables of five hotel properties of subsidiary.
Standard Chartered Bank	1,550.00	NA	NA	NA	12.30%	The entire loan is repayable after three years from date of disbursement i.e. 21 August 2017. The loan has been repaid in full.	Term loan from bank is secured with a first pari passu charge by way of mortgage of the hotel properties of Argon Hotel Private Limited and development rights, thereto and of the receivables, moveable assets of the hotel properties owned or taken on lease by Argon Hotel Private Limited.
IndusInd Bank Limited	1,378.52	9.25%	9.25%	9.25%	NA	**Tranche 1** During the year ended 31 March 2021, the Holding Company had obtained working capital term loan amounting to INR 488.40 (under ECLGS scheme). The loan is repayable in 48 monthly installments after 12 months from first disbursement date i.e. 6 February 2021. Interest shall be payable at monthly intervals. **Tranche 2** During the year ended 31 March 2022, the Holding Company had obtained working capital term loan amounting to INR 488.40 (under ECLGS scheme). The loan is repayable in 48 monthly installments after 24 months from first disbursement date i.e. 30 September 2021. Interest shall be payable at monthly intervals. **Tranche 3** During the period ended 30 September 2022, the Holding Company had obtained working capital term loan amounting to INR 401.72 (under ECLGS scheme). The loan is repayable in 48 monthly installments after 24 months from first disbursement date i.e. 29 August 2022. Interest shall be payable at monthly intervals.	Term loans from bank is secured by- **Primary Security:** 1. Second charge on all immovable fixed assets of Fairfield by Marriott Bengaluru Rajajinagar and Fairfield by Marriott, Sriperumbudur (Hotels). 2. Second charge on all movable fixed assets of the above hotels, both present and future. 3. Second charge on all current assets of the above hotels both present and future. 4. Second charge on all the cash flows of the above hotels both present and future. **Collateral Security:** Second charge on hotels

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security Details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
DBS Bank India Limited	249.39	11.00%	11.00%	NA	NA	The loan is repayable as bullet repayment after 24 months from first disbursement date i.e. 24 February 2022.	Term loans from bank is secured by 1. Second charge on all immovable fixed assets of the Ascent Hotels Private Limited ("Subsidiary") in the Project (including the hotel property and land) both present and future. 2. Second charge on all movable fixed assets of the Subsidiary in the Project, both present and future. 3. Second charge on all current assets of the Subsidiary in the Project, both present and future. 4. Charge by way of pledge over 99% shares of the subsidiary.
IndusInd Bank Limited	1,603.10	8.65%	8.65%	MCLR + 0.2% i.e. 10.05%	MCLR + 0.2% i.e. 10.05%	The loan is repayable in 56 structured quarterly installments after 15 months of moratorium commencing from 30 September 2020 till 30 June 2034.	Term loan from bank is secured by first charge: 1.First charge on all immovable fixed assets of Fairfield by Marriott Bengaluru, Rajajinagar and Fairfield by Marriott, Sriperumbudur (Hotels). 2.First charge on all movable fixed assets of the Hotels, both present and future. 3.Security cover/FACR of 1.25x (considering value of movable and immovable fixed assets) during the entire tenor of facilities. 4. First charge on all current assets of the Hotels both present and future. 5. First charge on all the cash flows of the Hotels both present and future. 6. Cross collateralization of all assets and cash flows of hotels. 7. Further, the Holding Company shall maintain DSRA equivalent to one quarter principal and interest repayment due in the form of fixed deposits duly lien marked in favor of the bank.
Ascent Hotels Private Limited [Ascent]							
DBS Bank India Limited	358.50	NA	NA	9.20%	9.20%	The loan amount is repayable by bullet payment after 6 years from the date of first disbursement (12 February 2016). The loan has been repaid in full.	Bullet loans from banks is secured by way of: (i) Registered mortgage creating second charge over the immovable fixed assets of Ascent Hotels Private Limited both present and future. (ii) Charge by way of hypothecation creating second charge over entire movable fixed assets and the current assets of Ascent Hotels Private Limited. (iii) Charge by way of a pledge over shares of Ascent Hotels Private Limited. (iv) Corporate Guarantee by SAMHI Hotels Limited (Holding Company)
DBS Bank India Limited	105.00	7.95% to 8.65%	7.80%	NA	NA	The loan amount is repayable in 48 equal monthly installments starting after 12 months of first date of disbursement i.e. 17 June 2021.	Secured working capital term loan from bank (ECLGS) is secured by way of: (i) Registered mortgage creating second charge over the immovable fixed assets of Ascent Hotels Private Limited both present and future. (ii) Charge by way of hypothecation creating second charge over entire movable fixed assets and the current assets of Ascent Hotels Private Limited. (iii) Charge by way of a pledge over shares of Ascent Hotels Private Limited.

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security Details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
CASPIA Hotels Private Limited [CASPIA]							
HDFC Bank	610.00	1 year MCLR + 135 bps i.e. 8.55%	1 year MCLR + 135 bps i.e. 8.55%	1 year MCLR + 135 bps i.e. 9.65%	1 year MCLR + 135 bps i.e. 9.65%	The loan is repayable in 56 quarterly installments starting from February 2019.	Term loan from HDFC Bank is secured by an exclusive charge over : (i) Movable fixed assets of the hotel. (Four Points By Sheraton, Visakhapatnam) (ii) Current assets of the hotel (iii) Immovable assets of the hotel. (iv) First exclusive pari passu charges over Escrow account.
HDFC Bank	245.60	ECLGS 2.0 : 1 year MCLR + 25 bps i.e. 7.90% ECLGS 3.0: 1 year MCLR + 30 bps i.e.- 7.60%	ECLGS 2.0 : 1 year MCLR + 25 bps i.e. 7.50% ECLGS 3.0: 1 year MCLR + 30 bps i.e.- 7.50%	1 year MCLR + 25 bps i.e. 7.50%	NA	**Tranche 1** During the year ended 31 March 2021, the Company had obtained working capital term loan amounting to INR 122.80 (under ECLGS scheme). The loan is repayable in 48 monthly installments after 12 months from first disbursement date i.e. 11 February 2021. Interest shall be payable at monthly intervals. **Tranche 2** During the year ended 31 March 2022, the Company had obtained working capital term loan amounting to INR 122.80 (under ECLGS scheme). The loan is repayable in 48 monthly installments after 24 months from first disbursement date i.e. 28 September 2021. Interest shall be payable at monthly intervals.	The working capital term loan is secured by extension of second-ranking charge over existing securities provided for the term loan (Four Points By Sheraton, Visakhapatnam)
Standard Chartered Bank	900.00	MCLR + Margin of 2.35% p.a. i.e. 11.25%	MCLR + Margin of 2.35% p.a. i.e. 11.20%	MCLR + Margin of 2.35% p.a. i.e. 11.20%	MCLR + Margin of 2.35% p.a. i.e. 11.35%	The loan is repayable in 45 quarterly installments starting after 12 months from the date of disbursement i.e. 31 May 2017	Term loan from Standard Chartered Bank is secured by: (i) First exclusive mortgage / charge on Renaissance Ahmedabad (Hotel). (ii) First exclusive charge / hypothecation on the movable fixed assets of the Hotel (iii) First exclusive charge on present and future receivables of the Hotel (iv) Cash shortfall undertaking by the Holding Company
Standard Chartered Bank	340.00	9.25%	9.25%	9.25%	NA	**Tranche 1** The working capital term loan amount of INR 170.00 is repayable in 48 monthly instalments after 12 months of moratorium from date of first disbursement i.e. 31 March 2021.	Working capital Term Loan is secured by: (i) Second charge on Renaissance Ahmedabad (Hotel). (ii) Second charge on the movable fixed assets of the Hotel (iii) Second charge on present and future receivables of the Hotel (iv) Second charge over DSRA amount of 1 quarter's interest and principal instalment amount
State Bank of India	545.30	6 Month MCLR + 4.55% i.e. 11.50%	6 Month MCLR + 8.10% i.e. 15.05%	1 Year MCLR + 225 bps. i.e. 10.85%	1 Year MCLR + 225 bps. i.e. 10.85%	The loan is repayable in 48 quarterly installments starting from June 2020.	Term Loan from State Bank of India is secured by : (i). First charge by the way of equitable mortgage on entire fixed assets of the project Hotel land Area & Hotel Building. (Fairfields Hotel, Coimbatore) '(ii). First charge by the way of hypothecation on the entire moveable fixed assets of the hotel. '(iii). First charge on all the monies lying in the designated account, all project revenues and insurance proceeds of the hotel. '(iv). First charge over all the rights, titles, benefits, claims and demands of borrower under project contracts. '(v). Pledge of shares to the extent of 30% of the total paid up equity share capital of CASPIA held by the Holding Company. '(vi). First charge over the DSRA maintained with the Rupee lender

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020	Repayment Terms	Security Details
State Bank of India	222.80	ECLGS 2.0 : 1% above External Benchmark Linked Rate (EBLR) i.e. 8.35% ECLGS 3.0 : 1% above External Benchmark Linked Rate (EBLR) i.e. 8.05%	ECLGS 2.0 : 1% above External Benchmark Linked Rate (EBLR) i.e. 7.95% ECLGS 3.0 : 1% above External Benchmark Linked Rate (EBLR) i.e. 7.95%	NA	NA	**Tranche 1** The working capital term loan amount of INR 111.40 is repayable in 48 monthly instalments after 12 months of moratorium from date of first disbursement i.e. INR 20.00 on 5 February 2021 and INR 91.40 on 11 February 2021. **Tranche 2** The working capital term loan amount of INR 111.40 is repayable in 48 monthly instalments after 24 months of moratorium from date of first disbursement i.e. 03 November 2021.	The working capital term loan is secured by extension of second ranking charge over existing securities provided for the Term loan mentioned below: (i). Second charge by the way of equitable mortgage on entire fixed assets of the project Hotel land Area & Hotel Building. (Fairfields Hotel, Coimbatore) '(ii). Second charge by the way of hypothecation on the entire moveable fixed assets of the hotel. '(iii). Second charge on all the monies lying in the designated account, all project revenues and insurance proceeds of the hotel. '(iv). Second charge over all the rights, titles, benefits, claims and demands of borrower under project contracts. '(v). Pledge of shares to the extent of 30% of the total paid up equity share capital of CASPIA held by the Holding Company. '(vi). Second charge over the DSRA maintained with the Rupee lender
SAMHI Hotels (Ahmedabad) Private Limited [SAMHI Ahmedabad]							
Standard Chartered Bank	430.00	10.80%	10.80%	10.80%	10.80%	The loan is repayable in 48 amortizing quarterly instalments starting from immediate quarter of first disbursement i.e December 2017.	Term loan is secured by first exclusive charge over the hotel asset located at Ahmedabad (both Immovable property and movable fixed assets) and charge on current and future receivables and cash flows of the hotel. Further, Debt Service Reserve Account (DSRA) equivalent to principal and interest falling due in next 3 months is be maintained at all times. The holding company has also provided a cash shortfall undertaking. Property - Four Points by Sheraton, Ahmedabad
Standard Chartered Bank		9.25%	9.25%	9.25%	NA	**Tranche 1** The loan amount of INR 115.40 is repayable in 48 equal monthly instalments after 1 year of moratorium from date of first disbursement i.e. 31 March 2021. However, there is no moratorium for interest. It shall be payable at monthly intervals. **Tranche 2** The term loan amount of INR 115.40 is repayable in 48 equal monthly instalments after 2 year of moratorium from date of first disbursement i.e. 12 March 2022. However, there is no moratorium for interest. It shall be payable at monthly intervals.	Working capital loan (Tranche 1 & 2) is secured by second charge over the assets of Four Points by Sheraton, Ahmedabad (hotel) located at Ahmedabad (both Immovable property and movable fixed assets) and second charge on current and future receivables and cash flows of the hotel. Further, second charge on Debt Service Reserve Account (DSRA) equivalent to principal and interest falling due in next 3 months is be maintained at all times.
SAMHI Hotels (Gurgaon) Private Limited [SAMHI Gurgaon]							
IndusInd Bank	1,200.00	1 year MCLR plus 1.20% i.e 8.25% - 8.70%	1 year MCLR plus 1.20% i.e 8.25% - 9.65%	1 year MCLR plus 1.20% i.e 9.50% - 9.65%	1 year MCLR plus 1.20% i.e 9.5%	The term loan amount is repayable in 42 quarterly installments starting from 16 February 2019.	Loan is secured by the way: a) First charge on all immovable fixed assets of the Hyatt Place Gurgaon (Hotel). b) First charge on all movable fixed assets of the Hotel. c) First charge on all current assets of the Hotel. d) First charge on all the cash flows of the Hotel to be routed through lndusInd Account of the Hotel. e) Debt Service Reserve Account (DSRA) of one quarter interest and principal to be maintained throughout the tenor of the loan. f) Non disposal undertaking for 100% equity share capital from the promoter ("SAMHI Hotels Limited").

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security Details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
IndusInd Bank	471.62	Tranche 1 9.25% Tranche 2 8.75% to 9.15%	Tranche 1 9.25% Tranche 2 8.75%	Tranche 1 9.25% Tranche 2 NA	NA	**Tranche 1** The working capital term loan amount of INR 235.82 is repayable in 48 equal monthly instalments after 1 year of moratorium from date of first disbursement i.e. 8 January 2021. However, there is no moratorium for interest. Interest shall be payable at monthly intervals. **Tranche 2** The term loan amount of INR 235.80 is repayable in 48 equal monthly instalments after 2 years of moratorium from date of first disbursement i.e. 3 September 2021. However, there is no moratorium for interest. Interest shall be payable at monthly intervals.	This Loan is secured by the way: **Primay security:** a) Second charge on all present and future current assets of the Hyatt Place Gurgaon (Hotel). b) Second charge on all present and future movable fixed assets of the Hotel. **Collateral security:** a) Second charge by way of mortgage on immovable fixed assets of the Hotel. b) Cashflow of the Hotel both present and future.
Argon Hotels Private Limited [Argon]							
Standard Chartered Bank	1,120.00	11.75% -12.75%	12.00% -13.00%	12.00% -13.00%	NA	The loan amount is repayable in 40 amortising quarterly installments including all the dues after a period of 2 years from the date of providing the facility i.e. March 2021.	Term loan from bank is secured by First charge; 1) First charge on five of Argon's hotel properties. 2) First charge/hypothecation on, moveable fixed assets of Argon's five hotel properties 3) First charge on present and future receivables of five of Argon's hotel properties 4) 30% pledge of Argon's shares held by its holding company Secured term loan and working capital loan are secured by following five of the Argon's hotel properties: 1) IFB Campus, Whitefield, Bengaluru 2) Mahabalipuram Road, Semmancheri, Chennai 3) Haiderpur, Shalimar Bagh, New Delhi 4) Thite Nagar, Kharadi, Pune 5) Anjuna, Simvaddo Goa
Standard Chartered Bank	350.00	NA	NA	12.00% to 13.00%	11.00% - 12.50%	The loan amount is repayable on demand as a bullet payment including all the dues after a period of 3 years from the date of drawdown i.e. January 2018. The loan has been repaid in full.	Term loan from bank is secured by First charge: 1) First charge on five of Company's hotel properties. 2) First charge/hypothecation on, moveable fixed assets of Company's five hotel properties 3) First charge on present and future receivables of five of Company's hotel properties 4) 30% pledge of Company's shares held by its holding company Secured term loan and working capital loan are secured by following five of the Company's hotel properties: 1) IFB Campus, Whitefield, Bengaluru 2) Mahabalipuram Road, Semmancheri, Chennai 3) Haiderpur, Shalimar Bagh, New Delhi 4) Thite Nagar, Kharadi, Pune 5) Anjuna, Simvaddo Goa
Standard Chartered Bank	70.00	9.25%	9.25%	9.25%	NA	The loan is repayable in 36 monthly installments after 12 months from first disbursement date i.e. March 2021.	Working capital term loan from bank is secured by second charge; 1) Second charge on Argon's five hotel properties. 2) Second charge/hypothecation on , moveable fixed assets of Argon's five hotel properties. 3) Second charge on present and future receivables of five of Argon's hotel properties. Working capital loan are secured by following five of the Argon's hotel properties: 1) IFB Campus, Whitefield, Bengaluru 2) Mahabalipuram Road, Semmancheri, Chennai 3) Haiderpur, Shalimar Bagh, New Delhi 4) Thite Nagar, Kharadi, Pune 5) Anjuna, Simvaddo Goa

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security Details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
Loan from Financial Institutions							
SAMHI Hotels Limited							
Piramal Capital & Housing Finance Limited	750.00	15.00%	15.00%	NA	NA	Repayable in 7 quarterly installments starting from July 2022 of INR 17.50 and bullet repayment of INR 732.50 at the end of 8th quarter.	Loans from Piramal Capital and Housing Finance Limited is secured by way of: (i) First ranking pari passu charge, by way of a memorandum of deposit of title deeds, over the Hyderabad Property in SAMHI Hotels (Ahmedabad) Private Limited ("Subsidiary") (ii) First ranking pari passu charge under a deed of hypothecation inter alia over the Hyderabad Receivables, and the accounts created pursuant to the Hyderabad Escrow Agreement. (iii) Demand promissory note executed by the Company for Rs. 750 million for the benefit of the Lender (iv) Non-disposal undertaking from the Company for 100% (hundred percent) of the shares of Hyderabad Borrower ("NDU") (v) Undertaking cum guarantee provided by the Company and the Pune Borrower (Ascent Hotels Private Limited) for utilization of any surplus from Pune Asset deposited in the Promoter ("SAMHI Hotels Limited") Escrow Account towards repayment of Outstanding Amounts
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	750.00	NA	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 15.80%	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 15.80%	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 17.00%	The entire interest accrued and principal outstanding will be repaid at the end of the loan term of 3 years. As on 22 July 2021, loan has been repaid in full.	Loans from Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) is secured by way of: (i) First ranking pari passu charge, over property of courtyard & Fairfield by marriot , Bangalore ("Bangalore Project") [under entity Samhi JV Business Private Limited] (ii) First ranking pari passu charge, over property of Sheraton Hyderabad , ("Sheraton Hyderabad Project") [under entity Samhi Hotels (Ahmadabad) Private Limited] (iii) First ranking pari passu charge, over Bangalore Project (Courtyard and Fairfield ORR, Bangalore) Receivables, Current Account and Project Escrow Account. (iv) First ranking pari passu charge, over Hyderabad Project(Sheraton, Hyderabad) receivables, Current Account and Project Escrow Account. (v) Non-disposal undertaking from promoter for 100% shares of SAMHI Hotels (Ahmedabad) Private Limited. (vi) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited. (vii) Non-disposal undertaking from promoter ("SAMHI Hotels Limited") for 50% shares of SAMHI JV Business Hotels Private Limited.
Barque Hotels Private Limited [Barque]							
IL&FS Financial Services Limited	3,000.00	NA	Base rate minus 5.10% which is 10.90%	Base rate minus 5.10% which is 10.90%	Base rate minus 5.10% which is 10.90%	The loan amount is repayable by bullet payment after 3 years from the date of first disbursement i.e. 26 April 2018. During the year ended 31 March 2021, the Company has availed for extension of term loan in consonance with the circular DOR.No.BP.BC/3/21.04.048/2020-21 issued by Reserve Bank of India on 6 August 2021 on Resolution Framework for COVID-19-related Stress under which INR 1,500 was paid by 26 April 2021 and remaining term loan amount was repaid on 26 October 2021. The loan has been repaid in full.	The term loan was secured by following: 1. First charge of fully paid up equity shares by way of pledge on (i) 51 % shares of Barque Hotels held by SAMHI Hotels Limited and (ii) 100% shares of Paulmech Hospitality Private Limited ('Subsidiary company') held by the Barque. 2. First charge by way of equitable/registered mortgage on immovable fixed assets (including mortgage of leasehold rights) of all the hotels (both present and future), for Barque Hotels Private Limited ('Company') and its subsidiary's owned land and building; 3. First charge by way of security Interest/hypothecation including substitution of leasehold rights of all the Project Assets 4. First charge by way of hypothecation on the entire current assets of the Project, both present and future; 5. First charge by way of hypothecation on all fixed/movable assets pertaining to the Project, both present and future; 6. First charge over Debt Service Reserve Account
Housing Development Finance Corporation Limited	446.50	NA	NA	5.00%	5.00%	The loan amount is repayable by bullet payment after 6 years from the date of first disbursement (5 February 2016). The loan has been repaid in full.	Bullet loan from HDFC Limited is secured by way of: (i) Registered mortgage creating second charge over the immovable fixed assets of Ascent Hotels Private Limited both present and future. (ii) Charge by way of hypothecation creating second charge over entire movable fixed assets and the current assets. (iii) Charge by way of a pledge over shares of the Ascent Hotels. (iv) Corporate Guarantee by SAMHI Hotels Limited (Holding Company).

Particulars	**Sanctioned Amount (INR Millions) as at 30 September 2022**	**Interest rate charged per annum**				**Repayment/Modification of Terms**	**Security Details**
		As at 30 September 2022	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**		
Housing Development Finance Corporation Limited	966.00	**Tranche 1** Prime Lending Rate (PPLR) less spread i.e 9.35% **Tranche 2** Prime Lending Rate (PPLR) less spread i.e 9.35% **Tranche 3** Prime Lending Rate (PPLR) less spread i.e 10.60%	**Tranche 1** Prime Lending Rate (PPLR) less spread i.e 9.25% **Tranche 2** Prime Lending Rate (PPLR) less spread i.e 9.25%	**Tranche 1** Prime Lending Rate (PPLR) less spread i.e 9.25%	NA	**Tranche 1** The working capital term loan amount of INR 370.00 is repayable in 48 monthly instalments after 12 months of moratorium from date of first disbursement i.e. February 2021. **Tranche 2** The working capital term loan amount of INR 370.00 is repayable in 48 monthly instalments after 24 months of moratorium from date of first disbursement i.e. February 2022. **Tranche 3** The working capital term loan amount of INR 226.00 is repayable in 48 monthly instalments after 24 months of moratorium from date of first disbursement i.e. August 2022.	Secured working capital term loan from HDFC Limited (ECLGS) is secured by way of: (i) Second charge on all the immovable assets of the Ascent Hotels Private Limited both present and future (ii) Second charge by way of hypothecation of all the movable fixed assets both present and future (iii) A second charge on the current assets of Ascent Hotels subject to the charges created/ to be created in favour of the working capital lenders under the Deed of Hypothecation. (iv) A second charge on Debt Service Reserve Account and other reserves and any other bank account relating to the Project, wherever maintained, both present and future, under the Deed of Hypothecation. (v) Pledge in favour of the Security Trustee.
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	1,200.00	Piramal Prime Lending Rate (PPLR) less facility spread i.e 14.05% p.a.	Piramal Prime Lending Rate (PPLR) less facility spread i.e 14.05% p.a.	Piramal Prime Lending Rate (PPLR) less facility spread i.e 14.05% p.a.	Piramal Prime Lending Rate (PPLR) less facility spread i.e 14.50% to 15.00% p.a.	The term loan is repayable in 48 structured quarterly instalments commencing from September 2021. Accrued interest will be paid by the end of the 60th Month from the first disbursement date of loan i.e July, 2018. No interest payment is required for six months from the first disbursement date of loan. Thereafter, interest to be paid at a concessional rate of 8% from the 7th month to the 36th month. Interest to be paid at PPLR less facility spread from 37th Month till end of the tenure of the loan.	Loans from Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) are secured by way of: (i) First ranking pari passu charge, over property of Hyatt Regency, Pune ("Pune Project") [under entity Ascent Hotels Private Limited] (ii) First ranking pari passu charge, over property of Sheraton, Hyderabad ("Hyderabad Project") [under entity SAMHI Hotels (Ahmedabad) Private Limited] (iii) First ranking pari passu charge, over Pune Project Receivables, Current Account and Project Escrow Account (iv) First ranking pari passu charge, over Hyderabad Project receivables, Current Account and Project Escrow Account (v) First ranking pari passu charge by way of 100% Share Pledge of Ascent Hotels Private Limited (vi) First ranking pari passu charge by way of hypothecation of the Promoter Escrow Account (vii) Non-disposal undertaking from promoter for 100% shares of SAMHI Hotels (Ahmedabad) Private Limited (viii) Demand promissory note executed by Ascent Hotels Private Limited securing the Loan for the benefit of Piramal (ix) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (x) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (xi) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (xii) Non-disposal undertaking from promoter ("SAMHI Hotels Limited") for 50% shares of SAMHI JV Business Hotels Private Limited Below securities included above were removed from January 2022 : (i) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (ii) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (iii) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (iv) Non-disposal undertaking from promoter for 50% shares of SAMHI JV Business Hotels Private Limited

Particulars	Sanctioned Amount (INR Millions) as at 30 September 2022	Interest rate charged per annum				Repayment/Modification of Terms	Security Details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	300.00	NA	NA	NA	Piramal Prime Lending Rate (PPLR) less RCF spread i.e 15.00%. No interest payment is required for six months from the first disbursement date of loan. Thereafter. interest to be paid at concessional rate of 8% from the 7th month to the 36th month. interest to be paid at PPLR less RCF spread from 37th month till end of the tenure of the loan.	The RCF is repayable in 20 structured quarterly instalments commencing from September 2028. Accrued interest will be paid by the end of the 60th month from the first disbursement date of loan. The loan has been repaid in full.	Loans from Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) are secured by way of: (i) First ranking pari passu charge, over property of Hyatt Regency, Pune ("Pune Project") [under entity Ascent Hotels Private Limited] (ii) First ranking pari passu charge, over property of Sheraton, Hyderabad ("Hyderabad Project") [under entity SAMHI Hotels (Ahmedabad) Private Limited] (iii) First ranking pari passu charge, over Pune Project Receivables, Current Account and Project Escrow Account (iv) First ranking pari passu charge, over Hyderabad Project receivables, Current Account and Project Escrow Account (v) First ranking pari passu charge by way of 100% Share Pledge of Ascent Hotels Private Limited (vi) First ranking pari passu charge by way of hypothecation of the Promoter Escrow Account (vii) Non-disposal undertaking from promoter ("SAMHI Hotels Limited") for 100% shares of SAMHI Hotels (Ahmedabad) Private Limited (viii) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (ix) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (x) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (xi) Non-disposal undertaking from promoter for 50% shares of SAMHI JV Business Hotels Private Limited
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	472.00	**Tranche 1** Piramal Prime Lending Rate (PPLR) less spread i.e 13%. **Tranche 2** Piramal Prime Lending Rate (PPLR) less spread i.e 13%.	**Tranche 1** Piramal Prime Lending Rate (PPLR) less spread i.e 13%.	**Tranche 1** Piramal Prime Lending Rate (PPLR) less spread i.e 13%.	NA	**Tranche 1** The working capital term loan amount of INR 236.00 is repayable in 48 monthly instalments after 12 months of moratorium from date of first disbursement i.e. March 2021 **Tranche 2** The working capital term loan amount of INR 236.00 is repayable in 48 monthly instalments after 24 months of moratorium from date of first disbursement i.e. May 2022	The security for the facility shall rank second charge with the existing credit facilities provided by Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) with the second charge on the assets financed under original facility. Demand promissory note executed by the Company for an amount equivalent to the ECLGS Loan for the benefit of the Lender ("DPN").
SAMHI JV Business Hotels Private Limited {SAMHI JV]							
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	2,100.00	NA	NA	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 14.05% p.a.	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 10.40% p.a.	The term loan is repayable in 48 structured quarterly instalments commencing from September 2021. Accrued interest will be paid by the end of the 60th month from the first disbursement date of loan. No interest payment is required for six months from the first disbursement date of loan. Thereafter, interest to be paid at a concessional rate of 8% from the 7th month to the 36th month. Interest to be paid at PPLR less facility spread from 37th Month till end of the tenure of the loan. The loan has been repaid in full.	Loans from Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) is secured by way of: (i) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (ii) First ranking pari passu charge, over property of Sheraton, Hyderabad ("Hyderabad Project") [under entity SAMHI Hotels (Ahmedabad) Private Limited] (iii) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (iv) First ranking pari passu charge, over Hyderabad Project receivables, Current Account and Project Escrow Account (v) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (vi) First ranking pari passu charge by way of hypothecation of the Promoter Escrow Account (vii) Non-disposal undertaking from promoter ("SAMHI Hotels Limited") for 100% shares of SAMHI Hotels (Ahmedabad) Private Limited (viii) Second charge on all assets of SAMHI JV Business Hotels Private Limited

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	100.00	NA	NA	NA	Piramal Prime Lending Rate (PPLR) less Revolving Credit Facility ('RCF') spread i.e. 14.80% p.a. No interest payment is required for six months from the first disbursement date of loan. Thereafter, interest to be paid at a concessional rate of 8% from the 7th month to the 36th month. Interest to be paid at PPLR less RCF spread from 37th Month till end of the tenure of the loan.	The Revolving Credit Facility ('RCF') is repayable in 20 structured quarterly instalments commencing from September 2028. Accrued interest will be paid by the end of the 60th Month from the first disbursement date of loan. The loan has been repaid in full.	Loans from Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) is secured by way of: (i) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (ii) First ranking pari passu charge, over property of Sheraton, Hyderabad ("Hyderabad Project") [under entity SAMHI Hotels (Ahmedabad) Private Limited] (iii) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (iv) First ranking pari passu charge, over Hyderabad Project receivables, Current Account and Project Escrow Account (v) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (vi) First ranking pari passu charge by way of hypothecation of the Promoter Escrow Account (vii) Non-disposal undertaking from promoter ("SAMHI Hotels Limited") for 100% shares of SAMHI Hotels (Ahmedabad) Private Limited (viii) Second charge on all assets of SAMHI JV Business Hotels Private Limited
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	420.00	NA	NA	13.00%	13.00%	The term loan amount is repayable in 48 equal quarterly instalments after 1 year of moratorium from date of first disbursement i.e. 4 March 2021. The loan has been repaid in full.	Loans from Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) is secured by way of: (i) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (ii) First ranking pari passu charge, over property of Sheraton, Hyderabad ("Hyderabad Project") [under entity SAMHI Hotels (Ahmedabad) Private Limited] (iii) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (iv) First ranking pari passu charge, over Hyderabad Project receivables, Current Account and Project Escrow Account (v) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (vi) First ranking pari passu charge by way of hypothecation of the Promoter Escrow Account (vii) Non-disposal undertaking from promoter ("SAMHI Hotels Limited") for 100% shares of SAMHI Hotels (Ahmedabad) Private Limited (viii) Second charge on all assets of SAMHI JV Business Hotels Private Limited

Particulars	Sanctioned Amount (INR Millions)	Interest rate charged per annum				Repayment Terms	Security details
		As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020		
SAMHI Hotels (Ahmedabad) Private Limited [SAMHI Ahmedabad]							
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	2,450.00	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 14.05% p.a.	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 14.05% p.a.	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 14.05% p.a.	Piramal Prime Lending Rate (PPLR) less facility spread i.e. 14.50% .	The term loan is repayable in 48 structured quarterly instalments commencing from September 2021. Accrued interest will be paid by the end of the 60th Month from the first disbursement i.e July 2018. Revolving credit facility converted to term loan. No interest payment is required for six months from the first disbursement date of loan. Thereafter, interest to be paid at a concessional rate of 8% from the 7th month to the 36th month. Interest to be paid at PPLR less facility spread from 37th month till end of the tenure of the loan.	Loans from Piramal is secured by the way of: (i) First ranking pari passu charge, over property of Sheraton, Hyderabad ("Hyderabad Project") [under entity SAMHI Hotels (Ahmedabad) Private Limited] (ii) First ranking pari passu charge, over Hyderabad Project receivables, Current Account and Project Escrow Account (iii) First ranking pari passu charge by way of hypothecation of the Promoter ("SAMHI Hotels Limited") Escrow Account (iv) Non-disposal undertaking from promoter for 100% shares of SAMHI Hotels (Ahmedabad) Private Limited (v) Demand promissory note executed by SAMHI Hotels (Ahmedabad) Private Limited securing the Loan for the benefit of Piramal (vi) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (vii) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (viii) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (ix) Non-disposal undertaking from promoter("SAMHI Hotels Limited") for 50% shares of SAMHI JV Business Hotels Private Limited Below securities included above were removed from January 2022 : (i) First ranking pari passu charge, over property of Courtyard & Fairfield by Marriott, Bangalore ("Bangalore Project") [under entity SAMHI JV Business Hotels Private Limited] (ii) First ranking pari passu charge, over Bangalore Project Receivables, Current Account and Project Escrow Account (iii) First ranking pari passu charge by way of 100% Share Pledge of SAMHI JV Business Hotels Private Limited (iv) Non-disposal undertaking from promoter for 50% shares of SAMHI JV Business Hotels Private Limited
Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited)	978.00	13.00%	13.00%	13.00%	NA	**Tranche 1** The working capital term loan amount of INR 489.00 is repayable in 48 monthly instalments after 1 year of moratorium from date of first disbursement i.e. 04 March 2021. **Tranche 2** The working capital term loan amount of INR 489.00 is repayable in 48 monthly instalments after 2 year of moratorium from date of first disbursement i.e. 02 June 2022. However, there is no moratorium for interest. It shall be payable at monthly intervals.	The security for the facility shall rank second charge with the existing credit facilities provided by Piramal Enterprises Limited (earlier known as PHL Finvest Private Limited) with the second charge on the assets financed under original facility.
Vehicle Loans from Banks and Financial institution							
SAMHI Hotels Limited							
BMW Financial Services	5.62	9.70%	9.70%	9.70%	9.70%	Repayable in 48 monthly installments	It is secured by way of hypothecation against the respective vehicles
CASPIA Hotels Private Limited [CASPIA]							
HDFC Bank	1.00	NA	NA	NA	10.00%	Repayable in 60 monthly installments	It is secured by way of hypothecation against the respective vehicles
HDFC Bank	0.80	NA	NA	10.00%	10.00%	Repayable in 36 monthly installments	It is secured by way of hypothecation against the respective vehicles

The Group did not have any continuing defaults in the repayment of loans and interest. There have been no material loan covenant defaults and there has been no intimation from the banks/ financial institutions for recalling any loan facility. The Group has sought and received waiver letters from all its lenders as at and for the period ended 30 September 2022.

The Group has availed moratorium on principal and interest payments with reference to RBI circular DOR.No.BP.BC.47/21.04.048/2019-20 dated 27 March 2020 and DOR.No.BP.BC.71/21.04.048/2019-20 dated 23 May 2020 for the period 1 March 2020 to 31 August 2020. Accordingly, principal repayments falling due during the period 1 March 2020 to 31 August 2020 have been shifted across the board, wherever applicable, resulting in increasing the loan tenure by 6 months. Further, interest has been capitalised in the loan value on certain borrowings and it will be payable in proportion to ratio of the original principal repayments or will be paid along with the last installment of loan basis correspondence from the respective bank/financial institution.

For information about the Group's exposure to interest rate and liquidity risks refer note 47.

(All amounts in Rupees millions, unless otherwise stated)

41 Employee benefit expense

a. Defined Contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Labour Welfare Fund and Employees' State Insurance, which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to profit or loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund, Labour Welfare Fund and Employees' State Insurance for the year aggregated to 30 September 2022: INR 27.58; 31 March 2022: INR 46.99; 31 March 2021: INR 42.59; 31 March 2020: INR 68.53.

b. Compensated absences

The Principal assumptions used in determining the compensated absences benefit obligation are as given below:

Particulars	**As at 30 September 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Discounting rate	6.70% - 7.26%	4.45% - 4.97%	3.99% - 4.53%	5.04% - 6.76%
Salary growth rate	5.50% - 8.00%	5.50% - 8.00%	5.50% - 8.00%	5.50% - 8.00%

c. Defined Benefit Plan

Gratuity

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The following tables summarize the components of net benefit expense recognized in profit or loss, the funded status and amounts recognized in the balance sheet for the gratuity plans.

a) Expense recognised in Statement of Profit and Loss

Particulars	**For the period 1 April 2022 to 30 September 2022**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**	**For the year ended 31 March 2020**
Current service cost	2.39	5.20	6.00	5.40
Interest cost	0.92	1.74	1.56	2.22
Expected return on plan assets	-	-	-	-
Total expenses recognised in profit or loss	**3.31**	**6.94**	**7.56**	**7.62**

b) Remeasurements recognized directly in other comprehensive income

Particulars	**For the period 1 April 2022 to 30 September 2022**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**	**For the year ended 31 March 2020**
Net actuarial (gain)/loss recognized in the period/year				
- changes in demographic assumptions	(7.74)	(10.10)	(10.58)	(6.06)
- changes in financial assumptions	(5.58)	(1.62)	2.13	18.19
- changes in experience adjustments	11.43	12.70	9.11	(15.75)
Amount to be recognized in other comprehensive income	**(1.89)**	**0.98**	**0.66**	**(3.62)**

c) Change in present value of benefit obligation

Particulars	**For the period 1 April 2022 to 30 September 2022**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**	**For the year ended 31 March 2020**
Present value of obligation as at the beginning of the period/year	37.07	37.28	31.05	30.65
Current service cost	2.39	5.20	6.00	5.40
Interest cost	0.92	1.74	1.56	2.22
Actuarial (gain)/loss	(1.89)	0.98	0.66	(3.62)
Remeasurement of direct benefit liability/ asset (net of tax)	(0.30)	(0.14)	0.06	-
Benefits paid	(3.78)	(7.99)	(2.05)	(3.60)
Present value of obligation as at the end of the period/year	**34.41**	**37.07**	**37.28**	**31.05**

d) Amounts to be recognized in Balance sheet

Particulars	**As at 30 September 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Present value of the defined benefit obligation as at the end of the period/year	34.41	37.07	37.28	31.05
Fair value of plan assets as at the end of the period/year	-	-	-	-
Net liability recognized in the Balance Sheet	**34.41**	**37.07**	**37.28**	**31.05**
Current	9.46	9.90	9.63	8.05
Non-Current	24.95	27.17	27.65	23.00

(All amounts in Rupees millions, unless otherwise stated)

e) The Principal assumptions used in determining the gratuity benefit obligation are as given below

Particulars	**As at 30 September 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
	%	%	%	%
Discounting rate p.a.(i)	6.70% - 7.26%	4.45% - 4.97%	3.99% - 4.53%	5.04% - 6.76%
Salary growth rate p.a. (ii)	5.50%-8.00%	5.50%-8.00%	5.50%-8.00%	5.50%-8.00%

(i) The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.
(ii) The salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Demographic Assumptions	**As at 30 September 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Retirement Age (years)	58	58	58	58
Mortality Table	IALM (2012-2014) ultimate table	IALM (2012-2014) ultimate table	IALM (2012-2014) ultimate table	IALM (2012-2014) ultimate table
Withdrawal Rate (For Ascent Hotels Private Limited)	%	%	%	%
For Service 4 Year and Below	52	52	52	52
For Service above 4 Year	52	52	52	52
Withdrawal Rate (For all companies other than Ascent Hotels Private Limited)				
Ages	%	%	%	%
Up to 30 Years	21-84	21-84	21-68	21-68
From 31 to 44 years	21-84	21-84	49-68	49-68
Above 44 years	21-84	21-84	50-68	50-68

f) The Group's best estimate of expense for the next period/year - 30 September 2022: INR 6.86; 31 March 2022: INR 6.90; 31 March 2021 - INR 8.00, 31 March 2020 - INR 6.47

(All amounts in Rupees millions, unless otherwise stated)

g) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Increase*	Decrease *	Increase*	Decrease *	Increase*	Decrease *	Increase*	Decrease *
Discount rate (0.5% movement)	(0.47)	0.49	(0.60)	0.60	(0.57)	0.59	(0.47)	0.49
Salary growth rate (0.5% movement)	0.49	(0.44)	0.60	(0.60)	0.58	(0.56)	0.48	(0.44)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

* Positive amount represents increase in provision
* Negative amount represents decrease in provision

h) Maturity profile of defined benefit obligation

Year	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
0-1 year	9.46	9.90	9.63	8.05
1-2 year	7.61	9.03	8.78	4.90
2-3 year	4.14	5.06	5.13	2.09
3-4 year	2.76	3.20	3.22	0.95
4-5 year	1.90	2.18	2.18	0.42
5-6 year	1.67	1.90	1.50	0.18
More than 6 year	6.87	5.80	6.84	14.46
	34.41	**37.07**	**37.28**	**31.05**

(All amounts in Rupees millions except for share details and unless otherwise stated)

42 Related party disclosures

I Disclosures post elimination of intra-group transactions

(a) Related party and nature of related party relationship:

Description of relationship	**Name of the Party**
Entities having significant influence	Blue Chandra Pte Limited GTI Capital Alpha Private Limited Goldman Sachs Investments Holding (Asia) Limited.
Key managerial personnel (KMP)	Ashish Jakhanwala (Managing director and CEO) Rajat Mehra (Chief Financial Officer)
Relative of Key Managerial Personnel (KMP)	Arti Jakhanwala (Spouse of Ashish Jakhanwala)
Enterprises in which KMP have control or exercise significant influence (Manav Thadani)	Thadani Ventures LLP

(b) Related party transactions during the period/year:

Particulars	**Entities having significant influence**				**Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence**			
	30 September 2022	**31 March 2022**	**31 March 2021**	**31 March 2020**	**30 September 2022**	**31 March 2022**	**31 March 2021**	**31 March 2020**
Interest income on unsecured loan	-	-	-	-	**1.52**	**3.03**	**3.03**	**3.03**
Ashish Jakhanwala	-	-	-	-	1.52	3.03	3.03	3.03
Interest expense on Optionally convertible debentures (unsecured)	-	-	-	-	**5.28**	**8.23**	**-**	**-**
Arti Jakhanwala	-	-	-	-	1.04	1.73	-	-
Thadani Ventures LLP	-	-	-	-	4.24	6.50	-	-
Reimbursement of expenses to	**-**	**5.64**	**-**	**-**	**-**	**-**	**-**	**-**
Blue Chandra Pte Limited	-	5.64	-	-	-	-	-	-
Issue of equity share capital (including share premium)	-	-	-	**282.20**	-	-	-	-
GTI Capital Alpha Private Limited	-	-	-	93.45	-	-	-	-
Goldman Sachs Investments Holding (Asia) Limited	-	-	-	188.75	-	-	-	-
Advance provided	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2.50**
Rajat Mehra	-	-	-	-	-	-	-	2.50
Issue of Optionally Convertible Debentures (unsecured)	-	-	-	-	-	**38.50**	-	-
Arti Jakhanwala	-	-	-	-	-	10.00	-	-
Thadani Ventures LLP	-	-	-	-	-	28.50	-	-

(All amounts in Rupees millions except for share details and unless otherwise stated)

Particulars	Entities having significant influence				Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence			
	30 September 2022	31 March 2022	31 March 2021	31 March 2020	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Key management personnel compensation	-	-	-	-	**45.99**	**69.51**	**54.25**	**48.72**
Ashish Jakhanwala:								
Short-term employee benefits	-	-	-	-	33.84	50.60	38.87	39.85
Post-employment benefits *	-	-	-	-	0.01	0.57	0.36	1.27
Rajat Mehra:								
Short-Term employee benefits	-	-	-	-	11.83	17.72	14.84	7.24
Post-employment benefits *	-	-	-	-	0.31	0.62	0.18	0.36

In addition to the above transactions:

* Gratuity and compensated absences have been provided on an actuarial basis for the Group as a whole. Accordingly, separate figures are not available on an individual basis and hence not included.

During the year ended 31 March 2021, the Holding Company issued 25% Non convertible debentures to GTI Capital Epsilon Private Limited and Mercer Investments (Singapore) Pte Limited amounting to INR 150.00 and INR 720.00 respectively. GTI Capital Epsilon Private Limited and Mercer Investments (Singapore) Pte Limited are related parties of the equity shareholders of the Holding company i.e. GTI Capital Alpha Private limited and Goldman Sachs Investments Holding (Asia) Limited respectively. The interest expense on these NCDs issued to GTI Capital Epsilon Private Limited amounts to 30 Sept 2022: INR 35.74, 31 March 2022: INR 55.26, 31 March 2021: INR 1.64 and 31 March 2020: INR Nil and carrying value of these NCDs amounts to 30 September 2022: INR 235.69, 31 March 2022: INR 202.63, 31 March 2021: INR 151.52 and 31 March 2020 INR Nil respectively. The interest expense on these NCDs issued to Mercer Investments (Singapore) Pte Limited amounts to 30 September 2022: INR 168.10, 31 March 22: INR 264.92, 31 March 21: INR 7.89 and 31 March 2020: INR Nil and carrying value of these NCDs amounts to 30 September 2022: INR 1,094.77, 31 March 2022: INR 951.89, 31 March 21: INR 726.71 and 31 March 2020: Nil INR respectively.

(c) Related party balances as at period/year end

Particulars	Entities having significant influence				Key Managerial Personnel (KMP), Relatives of KMP and Enterprises in which KMP/Director have control or exercise significant influence			
	30 September 2022	31 March 2022	31 March 2021	31 March 2020	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Trade payables	-	**5.64**	-	-	-	-	-	-
Blue Chandra Pte Limited	-	5.64	-	-	-	-	-	-
Optional Convertible Debentures (unsecured)	-	-	-	-	**50.65**	**45.90**	-	-
Arti Jakhanwala	-	-	-	-	12.49	11.55	-	-
Thadani Ventures LLP	-	-	-	-	38.16	34.35	-	-
Financial assets - Loans (Other loans)	-	-	-	-	**48.84**	**47.32**	**44.29**	**41.26**
Ashish Jakhanwala	-	-	-	-	46.34	44.82	41.79	38.76
Rajat Mehra					2.50	2.50	2.50	2.50

The transactions with related parties are made on terms equivalent to those that prevail on arm’s length transactions. Outstanding balances at the period/year-end are unsecured and are settled in cash.

For the period ended 30 September 2022 and years 31 March 2022, 31 March 2021 and 31 March 2020, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken at each reporting period.

(All amounts in Rupees millions except for share details and unless otherwise stated)

The Holding company [SAMHI Hotels Limited] has provided a undertaking on behalf of SAMHI Hotels (Ahmedabad) Private Limited, CASPIA Hotels Private Limited, Ascent Hotels Private Limited, Barque Hotels Private Limited, SAMHI JV Business Hotels Private Limited and SAMHI Hotels (Gurgaon) Private Limited in respect of loans obtained from banks/Financial institutions. (Refer note 40)

'The Holding Company has provided, corporate guarantee to Starwood Hotel and Resorts India Private Limited [Operator of SAMHI Hotels (Ahmedabad) Private Limited] pursuant to the Operating services agreement entered by SAMHI Hotels (Ahmedabad) Private Limited. Also corporate guarantee/undertaking has been provided by Holding Company to IHG (India) Private Limited and IHG (Asia) Pacific Pte Ltd [Operator of Barque Hotels Private Limited] pursuant to the Operating services agreement entered by Barque Hotels Private Limited.

Following shares held by SAMHI Hotels Limited in subsidiaries have been pledged with banks/financial institutions in respect of loans obtained by subsidiaries.

Subsidiary	**As at 30 September 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Barque Hotels Private Limited	38,375,079	38,375,079	15,323,514	15,323,514
CASPIA Hotels Private Limited	5,400,000	5,400,000	5,400,000	5,400,000
Ascent Hotels Private Limited	127,801,485	127,801,485	127,801,485	127,801,485
SAMHI JV Business Hotels Private Limited	124,779,999	124,779,999	124,779,999	124,779,999
Argon Hotels Private Limited	2,331,148	2,331,148	2,331,148	-

(All amounts in Rupees millions except for share details and unless otherwise stated)

42 Related party disclosures

II Disclosures prior to elimination of intra-group transactions

(a) Related party and nature of related party relationship:

Description of relationship	**Name of the Party**
Entities having significant influence	Blue Chandra Pte Limited GTI Capital Alpha Private Limited Goldman Sachs Investment Holding (Asia) Ltd.
Subsidiaries (including step-down subsidiaries)	SAMHI JV Business Hotels Private Limited SAMHI Hotels (Gurgaon) Private Limited Barque Hotels Private Limited SAMHI Hotels (Ahmedabad) Private Limited CASPIA Hotels Private Limited Ascent Hotels Private Limited Argon Hotels Private Limited Paulmech Hospitality Private Limited (Step-down subsidiary)
Key managerial personnel (KMP)	Ashish Jakhanwala (Managing Director and CEO) Rajat Mehra (Chief Financial Officer)
Relative of key managerial personnel (KMP)	Arti Jakhanwala (Spouse of Ashish Jakhanwala)
Enterprises in which KMP have control or exercise significant influence (Manav Thadani)	Thadani Ventures LLP

(b) Details of transactions and balances in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Reporting Entity	Nature	Transacting entity	Transactions during the period ended 30 September 2022	Outstanding balances as on 30 September 2022	Transactions during the year ended 31 March 2022	Outstanding balances as on 31 March 2022	Transactions during the year ended 31 March 2021	Outstanding balances as on 31 March 2021	Transactions during the year ended 31 March 2020	Outstanding balances as on 31 March 2020
SAMHI Hotels Limited	Unsecured Loan given - loan portion	Ascent Hotels Private Limited	-	-	-	-	-	-	43.90	-
SAMHI Hotels Limited	Unsecured Loan given to subsidiary	Argon Hotels Private Limited	11.50	-	122.75	-	36.20	-	77.90	-
SAMHI Hotels Limited	Repayment of Unsecured Loan	Argon Hotels Private Limited	-	-	-	-	747.08	-	10.00	-
SAMHI Hotels Limited	Unsecured Loan received - loan portion	SAMHI JV Business Hotels Private Limited	-	-	-	-	-	-	135.66	-
SAMHI Hotels Limited	Repayment of Unsecured Loan received - loan portion	SAMHI JV Business Hotels Private Limited	-	-	6.50	-	56.80	-	-	-
SAMHI Hotels Limited	Concessional Interest component of loan from subsidiary (net of tax)	SAMHI JV Business Hotels Private Limited	-	-	-	-	-	-	299.58	-
SAMHI Hotels Limited	Interest expense	SAMHI JV Business Hotels Private Limited	110.93	-	76.46	-	38.64	-	25.97	-
SAMHI Hotels Limited	Interest expense	SAMHI Hotels (Ahmedabad) Private Limited	3.13	-	2.40	-	-	-	-	-
SAMHI Hotels Limited	Interest expense	Arti Jakhanwala	1.04	-	1.73	-	-	-	-	-
SAMHI Hotels Limited	Interest expense	Thadani Ventures LLP	4.24	-	6.50	-	-	-	-	-
SAMHI Hotels Limited	Interest income on Unsecured Loan	Argon Hotels Private Limited	5.98	-	5.05	-	289.43	-	294.66	-
SAMHI Hotels Limited	Interest income on Unsecured Loan	Ascent Hotels Private Limited	56.53	-	13.31	-	-	-	-	-
SAMHI Hotels Limited	Interest income on Unsecured Loan	SAMHI Hotels (Ahmedabad) Private Limited	28.48	-	-	-	-	-	-	-
SAMHI Hotels Limited	Interest income on Unsecured Loan	Ashish Jakhanwala	1.52	-	3.03	-	3.03	-	3.03	-
SAMHI Hotels Limited	Unsecured Loan given - directly recognised as deemed investment	SAMHI Hotels (Gurgaon) Private Limited	-	-	-	-	92.10	-	24.10	-
SAMHI Hotels Limited	Unsecured Loan given - directly recognised as deemed investment	CASPIA Hotels Private Limited	-	-	-	-	146.47	-	124.82	-
SAMHI Hotels Limited	Unsecured Loan given - directly recognised as deemed investment	Barque Hotels Private Limited	-	-	254.55	-	536.17	-	335.00	-
SAMHI Hotels Limited	Advance paid	Ascent Hotels Private Limited	30.00	-	-	-	-	-	-	-
SAMHI Hotels Limited	Advance received back	Ascent Hotels Private Limited	30.00	-	-	-	-	-	-	-
SAMHI Hotels Limited	Unsecured Loan given - directly recognised as deemed investment	Ascent Hotels Private Limited	-	-	-	-	142.45	-	-	-
SAMHI Hotels Limited	Loss on early repayment of loan to subsidiary company directly recognised as deemed investment	SAMHI JV Business Hotels Private Limited	-	-	4.14	-	37.82	-	-	-
SAMHI Hotels Limited	Repayment of unsecured Loan given - directly adjusted through deemed investment	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	20.00	-	-	-
SAMHI Hotels Limited	Repayment of unsecured Loan given - directly adjusted through deemed investment	CASPIA Hotels Private Limited	-	-	35.00	-	-	-	-	-
SAMHI Hotels Limited	Reimbursement of Expenses	SAMHI Hotels (Ahmedabad) Private Limited	1.41	-	1.02	-	0.30	-	-	-
SAMHI Hotels Limited	Reimbursement of Expenses	Argon Hotels Private Limited	0.54	-	-	-	2.59	-	3.03	-
SAMHI Hotels Limited	Reimbursement of Expenses	SAMHI JV Business Hotels Private Limited	1.92	-	2.99	-	0.91	-	-	-
SAMHI Hotels Limited	Reimbursement of Expenses	CASPIA Hotels Private Limited	0.08	-	0.01	-	-	-	-	-

(All amounts in Rupees millions except for share details and unless otherwise stated)

Reporting Entity	Nature	Transacting entity	Transactions during the period ended 30 September 2022	Outstanding balances as on 30 September 2022	Transactions during the year ended 31 March 2022	Outstanding balances as on 31 March 2022	Transactions during the year ended 31 March 2021	Outstanding balances as on 31 March 2021	Transactions during the year ended 31 March 2020	Outstanding balances as on 31 March 2020
SAMHI Hotels Limited	Reimbursement of Expenses	Ascent Hotels Private Limited	-	-	0.06	-	-	-	-	-
SAMHI Hotels Limited	Modification in terms of loan given - reclassed to direct investment	Ascent Hotels Private Limited	-	-	-	-	172.80	-	-	-
SAMHI Hotels Limited	Modification in terms of loan given - reclassed to direct investment	Argon Hotels Private Limited	-	-	2,731.47	-	-	-	-	-
SAMHI Hotels Limited	Provision for impairment in value of investments	SAMHI Hotels (Gurgaon) Private Limited	-	-	-	-	-	-	298.04	-
SAMHI Hotels Limited	Provision for impairment in value of investments	Barque Hotels Private Limited	-	-	-	-	-	-	1,241.03	-
SAMHI Hotels Limited	Provision for impairment in value of investments	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	-	-	990.74	-
SAMHI Hotels Limited	Provision for impairment in value of investments	CASPIA Hotels Private Limited	-	-	-	-	-	-	1,249.57	-
SAMHI Hotels Limited	Provision for impairment in value of investments	Ascent Hotels Private Limited	-	-	-	-	-	-	370.05	-
SAMHI Hotels Limited	Provision for impairment in value of investments	Argon Hotels Private Limited	-	-	-	-	-	-	20.00	-
SAMHI Hotels Limited	Sale of Services - Recreation and other services (excluding taxes)	SAMHI JV Business Hotels Private Limited	8.61	-	77.47	-	17.05	-	51.29	-
SAMHI Hotels Limited	Sale of Services - Recreation and other services (excluding taxes)	SAMHI Hotels (Gurgaon) Private Limited	3.44	-	11.03	-	11.42	-	19.45	-
SAMHI Hotels Limited	Sale of Services - Recreation and other services (excluding taxes)	Barque Hotels Private Limited	10.73	-	64.09	-	20.80	-	51.53	-
SAMHI Hotels Limited	Sale of Services - Recreation and other services (excluding taxes)	SAMHI Hotels (Ahmedabad) Private Limited	15.87	-	21.47	-	28.62	-	53.40	-
SAMHI Hotels Limited	Sale of Services - Recreation and other services (excluding taxes)	CASPIA Hotels Private Limited	8.41	-	23.98	-	24.13	-	36.89	-
SAMHI Hotels Limited	Sale of Services - Recreation and other services (excluding taxes)	Ascent Hotels Private Limited	16.46	-	26.00	-	30.57	-	53.98	-
SAMHI Hotels Limited	Sale of Services - Recreation and other services (excluding taxes)	Argon Hotels Private Limited	9.79	-	19.49	-	37.43	-	31.37	-
SAMHI Hotels Limited	Optional Convertible Debentures (unsecured)	Arti Jakhanwala	-	-	10.00	-	-	-	-	-
SAMHI Hotels Limited	Optional Convertible Debentures (unsecured)	Thadani Ventures LLP	-	-	28.50	-	-	-	-	-
SAMHI Hotels Limited	Issue of Equity Share Capital (including premium)	GTI Capital Alpha Private Limited	-	-	-	-	-	-	93.45	-
SAMHI Hotels Limited	Issue of Equity Share Capital (including premium)	Goldman Sachs Investments Holding (Asia) Limited	-	-	-	-	-	-	188.75	-
SAMHI Hotels Limited	Advances Provided	Rajat Mehra	-	-	-	-	-	-	2.50	-
SAMHI Hotels Limited	Short term employee benefits	Ashish Jakhanwala	33.84	-	50.60	-	38.87	-	39.85	-
SAMHI Hotels Limited	Post employee benefits	Ashish Jakhanwala	0.01	-	0.57	-	0.36	-	1.27	-
SAMHI Hotels Limited	Short term employee benefits	Rajat Mehra	11.83	-	17.72	-	14.84	-	7.24	-
SAMHI Hotels Limited	Post employee benefits	Rajat Mehra	0.31	-	0.62	-	0.18	-	0.36	-
SAMHI Hotels Limited	Unsecured Loan received from subsidiary	SAMHI JV Business Hotels Private Limited	-	-	903.54	-	-	-	-	-
SAMHI Hotels Limited	Unsecured Loan received from subsidiary	SAMHI Hotels (Ahmedabad) Private Limited	26.63	-	132.50	-	-	-	-	-
SAMHI Hotels Limited	Unsecured Loan given to subsidiary	Ascent Hotels Private Limited	68.92	-	808.50	-	-	-	-	-
SAMHI Hotels Limited	Unsecured Loan given to subsidiary	SAMHI Hotels (Ahmedabad) Private Limited	440.00	-	-	-	-	-	-	-
SAMHI Hotels Limited	Advance given to Subsidiary	SAMHI JV Business Hotels Private Limited	-	-	850.00	-	-	-	-	-
SAMHI Hotels Limited	Advance received from Subsidiary	SAMHI JV Business Hotels Private Limited	-	-	848.50	-	-	-	-	-
SAMHI Hotels Limited	Derivative Component of Convertible PIK Obligation	SAMHI JV Business Hotels Private Limited	-	-	863.30	-	-	-	-	-
SAMHI Hotels Limited	Derivative Component of Convertible PIK Obligation	Barque Hotels Private Limited	-	-	721.40	-	-	-	-	-
SAMHI Hotels Limited	Conversion of Fully compulsorily convertible debentures (" FCCD's) into equity shares	Barque Hotels Private Limited	-	-	955.76	-	-	-	-	-
SAMHI Hotels Limited	Reimbursement of Expenses	Blue Chandra Pte Limited	-	-	5.64	-	-	-	-	-
SAMHI Hotels Limited	Gain on fair valuation of Derivative component of convertible-PIK obligation	SAMHI JV Business Hotels Private Limited	8.30	-	-	-	-	-	-	-
SAMHI Hotels Limited	Gain on fair valuation of Derivative component of convertible-PIK obligation	Barque Hotels Private Limited	7.30	-	-	-	-	-	-	-
SAMHI Hotels Limited	Unsecured loan (including accrued interest)	Argon Hotels Private Limited	-	144.55	-	127.67	-	2,731.47	-	3,155.82
SAMHI Hotels Limited	Unsecured loan (including accrued interest)	Ascent Hotels Private Limited	-	940.28	-	820.48	-	-	-	172.80
SAMHI Hotels Limited	Loan to KMP (including accrued interest)	Ashish Jakhanwala	-	46.34	-	44.82	-	41.79	-	38.76
SAMHI Hotels Limited	Loan to KMP (including accrued interest)	Rajat Mehra	-	2.50	-	2.50	-	2.50	-	2.50
SAMHI Hotels Limited	Investment in Equity Shares	SAMHI JV Business Hotels Private Limited	-	1,617.05	-	1,617.05	-	1,617.05	-	1,617.05
SAMHI Hotels Limited	Investment in Equity Shares	SAMHI Hotels (Gurgaon) Private Limited	-	721.32	-	721.32	-	721.32	-	721.32
SAMHI Hotels Limited	Investment in Equity Shares	CASPIA Hotels Private Limited	-	114.85	-	114.85	-	114.85	-	114.85
SAMHI Hotels Limited	Unsecured Loan repayment to subsidiary	SAMHI Hotels (Ahmedabad) Private Limited	107.49	-	-	-	-	-	-	-
SAMHI Hotels Limited	Investment in Equity Shares	SAMHI Hotels (Ahmedabad) Private Limited	-	616.00	-	616.00	-	616.00	-	616.00
SAMHI Hotels Limited	Investment in Equity Shares	Barque Hotels Private Limited	-	2,039.89	-	2,039.89	-	1,084.12	-	1,084.12
SAMHI Hotels Limited	Investment in Equity Shares	Ascent Hotels Private Limited	-	1,196.00	-	1,196.00	-	1,196.00	-	1,196.00
SAMHI Hotels Limited	Investment in Equity Shares	Argon Hotels Private Limited	-	20.00	-	20.00	-	20.00	-	20.00
SAMHI Hotels Limited	Impairment of investment in equity shares	SAMHI Hotels (Gurgaon) Private Limited	-	298.04	-	298.04	-	298.04	-	298.04
SAMHI Hotels Limited	Impairment of investment in equity shares	Barque Hotels Private Limited	-	1,241.03	-	1,241.03	-	1,241.03	-	1,241.03
SAMHI Hotels Limited	Impairment of investment in equity shares	SAMHI Hotels (Ahmedabad) Private Limited	-	990.74	-	990.74	-	990.74	-	990.74
SAMHI Hotels Limited	Impairment of investment in equity shares	CASPIA Hotels Private Limited	-	1,249.57	-	1,249.57	-	1,249.57	-	1,249.57
SAMHI Hotels Limited	Impairment of investment in equity shares	Ascent Hotels Private Limited	-	370.05	-	370.05	-	370.05	-	370.05

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure VII - Notes to the Restated Consolidated Financial Information (Continued)
(All amounts in Rupees millions except for share details and unless otherwise stated)

Reporting Entity	Nature	Transacting entity	Transactions during the period ended 30 September 2022	Outstanding balances as on 30 September 2022	Transactions during the year ended 31 March 2022	Outstanding balances as on 31 March 2022	Transactions during the year ended 31 March 2021	Outstanding balances as on 31 March 2021	Transactions during the year ended 31 March 2020	Outstanding balances as on 31 March 2020
SAMHI Hotels Limited	Impairment of investment in equity shares	Argon Hotels Private Limited	-	20.00	-	20.00	-	20.00	-	20.00
SAMHI Hotels Limited	Investment in 0.001% Compulsorily Convertible Preference Shares (CCPS)	SAMHI Hotels (Ahmedabad) Private Limited	-	1,260.00	-	1,260.00	-	1,260.00	-	1,260.00
SAMHI Hotels Limited	Investment in 10% unsecured fully compulsorily convertible debentures - deemed investment	Barque Hotels Private Limited	-	-	-	-	-	955.76	-	955.76
SAMHI Hotels Limited	Trade Payables	SAMHI JV Business Hotels Private Limited	-	1.63	-	0.61	-	0.73	-	0.35
SAMHI Hotels Limited	Trade Payables	SAMHI Hotels (Ahmedabad) Private Limited	-	1.18	-	1.53	-	0.51	-	-
SAMHI Hotels Limited	Trade Payables	Blue Chandra Pte Limited	-	-	-	5.64	-	-	-	-
SAMHI Hotels Limited	Trade Payables	CASPIA Hotels Private Limited	-	0.09	-	0.01	-	-	-	-
SAMHI Hotels Limited	Trade Payables	Barque Hotels Private Limited	-	0.05	-	-	-	-	-	-
SAMHI Hotels Limited	Trade Payables	SAMHI Hotels (Gurgaon) Private Limited	-	0.07	-	-	-	-	-	-
SAMHI Hotels Limited	Trade Payables	Ascent Hotels Private Limited	-	-	-	0.06	-	-	-	-
SAMHI Hotels Limited	Trade Receivables	SAMHI JV Business Hotels Private Limited	-	106.30	-	97.02	-	19.95	-	33.15
SAMHI Hotels Limited	Trade Receivables	SAMHI Hotels (Gurgaon) Private Limited	-	-	-	-	-	1.86	-	75.11
SAMHI Hotels Limited	Trade Receivables	Barque Hotels Private Limited	-	77.54	-	65.90	-	14.30	-	138.41
SAMHI Hotels Limited	Trade Receivables	Ascent Hotels Private Limited	-	14.58	-	-	-	5.77	-	87.72
SAMHI Hotels Limited	Trade Receivables	CASPIA Hotels Private Limited	-	-	-	-	-	0.23	-	138.58
SAMHI Hotels Limited	Trade Receivables	SAMHI Hotels (Ahmedabad) Private Limited	-	10.37	-	-	-	18.93	-	4.55
SAMHI Hotels Limited	Trade Receivables	Argon Hotels Private Limited	-	37.47	-	22.16	-	-	-	56.30
SAMHI Hotels Limited	Deemed Investment - Unsecured Loan	SAMHI Hotels (Ahmedabad) Private Limited	-	555.49	-	555.49	-	555.49	-	575.49
SAMHI Hotels Limited	Deemed Investment - Unsecured Loan	SAMHI Hotels (Gurgaon) Private Limited	-	359.54	-	359.54	-	359.54	-	267.44
SAMHI Hotels Limited	Deemed Investment - Unsecured Loan	CASPIA Hotels Private Limited	-	2,632.42	-	2,632.42	-	2,667.42	-	2,520.96
SAMHI Hotels Limited	Deemed Investment - Unsecured Loan	Barque Hotels Private Limited	-	2,451.03	-	2,451.03	-	2,196.48	-	1,660.31
SAMHI Hotels Limited	Deemed Investment - Unsecured Loan	SAMHI JV Business Hotels Private Limited	-	41.96	-	41.96	-	37.82	-	-
SAMHI Hotels Limited	Deemed Investment - Unsecured Loan	Ascent Hotels Private Limited	-	315.25	-	315.25	-	315.25	-	-
SAMHI Hotels Limited	Deemed Investment - Unsecured Loan	Argon Hotels Private Limited	-	2,731.47	-	2,731.47	-	-	-	-
SAMHI Hotels Limited	Unsecured Loan received - loan portion	SAMHI JV Business Hotels Private Limited	-	1,420.01	-	1,317.89	-	345.21	-	325.54
SAMHI Hotels Limited	Deemed Investment - Overdraft facilities at concessional rate	SAMHI Hotels (Ahmedabad) Private Limited	-	4.90	-	4.90	-	4.90	-	4.90
SAMHI Hotels Limited	Deemed Investment - Overdraft facilities at concessional rate	Barque Hotels Private Limited	-	18.69	-	18.69	-	18.69	-	18.69
SAMHI Hotels Limited	Current Financial assets - Others - Other receivables	CASPIA Hotels Private Limited	-	-	-	-	-	0.33	-	0.33
SAMHI Hotels Limited	Current Financial assets - Others - Other receivables	Argon Hotels Private Limited	-	-	-	-	-	2.15	-	16.87
SAMHI Hotels Limited	Current Financial assets - Others - Other receivables	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	-	0.82	-	0.82
SAMHI Hotels Limited	Current liabilities - Others	CASPIA Hotels Private Limited	-	31.41	-	20.49	-	-	-	-
SAMHI Hotels Limited	Current liabilities - Others	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	31.77	-	-	-	-
SAMHI Hotels Limited	Current liabilities - Others	Ascent Hotels Private Limited	-	-	-	3.20	-	-	-	-
SAMHI Hotels Limited	Current liabilities - Others	SAMHI Hotels (Gurgaon) Private Limited	-	12.29	-	0.01	-	-	-	-
SAMHI Hotels Limited	Optional Convertible Debentures (unsecured including accrued interest)	Arti Jakhanwala	-	12.49	-	11.55	-	-	-	-
SAMHI Hotels Limited	Optional Convertible Debentures (unsecured including accrued interest)	Thadani Ventures LLP	-	38.16	-	34.35	-	-	-	-
SAMHI Hotels Limited	Unsecured loan given (including accrued interest)	SAMHI Hotels (Ahmedabad) Private Limited	-	465.63	-	-	-	-	-	-
SAMHI Hotels Limited	Unsecured loan received (including accrued interest)	SAMHI Hotels (Ahmedabad) Private Limited	-	56.62	-	134.66	-	-	-	-
SAMHI Hotels Limited	Derivative Component of Convertible PIK Obligation	SAMHI JV Business Hotels Private Limited	-	855.00	-	863.30	-	-	-	-
SAMHI Hotels Limited	Derivative Component of Convertible PIK Obligation	Barque Hotels Private Limited	-	714.10	-	721.40	-	-	-	-

In addition to the above transactions:
- refer note 40 in respect of securities provided by subsidiary for loan from Banks and Financial institutions.
- refer note 40 for undertakings provided by the Holding Company on behalf of subsidiaries for loan from Banks and Financial institutions.

(All amounts in Rupees millions except for share details and unless otherwise stated)

(c) Related party transactions and balances between subsidiaries during the period/year:

Reporting Entity	Nature	Transacting entity	Transactions during the period ended 30 September 2022	Outstanding balances as on 30 September 2022	Transactions during the year ended 31 March 2022	Outstanding balances as on 31 March 2022	Transactions during the year ended 31 March 2021	Outstanding balances as on 31 March 2021	Transactions during the year ended 31 March 2020	Outstanding balances as on 31 March 2020
SAMHI Hotels (Ahmedabad) Private Limited	Reimbursement of expenses paid including (CWIP)	CASPIA Hotels Private Limited	-	-	-	-	-	-	0.81	-
SAMHI Hotels (Ahmedabad) Private Limited	Reimbursement of expenses	CASPIA Hotels Private Limited	1.72	-	1.91	-	2.44	-	0.19	-
SAMHI Hotels (Ahmedabad) Private Limited	Reimbursement of expenses	Argon Hotels Private Limited	3.67	-	0.40	-	0.69	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Reimbursement of expenses	SAMHI JV Business Holes Private Limited	4.47	-	4.59	-	0.32	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Reimbursement of expenses	SAMHI Hotels Limited	1.41	-	1.02	-	0.30	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Cost allocation from holding company	SAMHI Hotels Limited	15.87	-	21.47	-	28.62	-	53.40	-
SAMHI Hotels (Ahmedabad) Private Limited	Cost allocation paid to holding company	SAMHI Hotels Limited	-	-	-	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Equity component of interest free loans {net of tax)	SAMHI Hotels Limited	-	392.69	-	392.69	-	392.69	-	412.69
SAMHI Hotels (Ahmedabad) Private Limited	Equity component of 0.001% Compulsorily Convertible Preference Shares (CCPS) (including security premium)	SAMHI Hotels Limited	-	1,260.00	-	1,260.00	-	1,260.00	-	1,260.00
SAMHI Hotels (Ahmedabad) Private Limited	Equity component of concessional Overdraft facility	SAMHI Hotels Limited	-	4.90	-	4.90	-	4.90	-	4.90
SAMHI Hotels (Ahmedabad) Private Limited	0.001% Compulsorily Convertible Preference Shares (CCPS) issued to holding company	SAMHI Hotels Limited	-	-	-	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Unsecured loan taken	SAMHI Hotels Limited	440.00	-	-	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Unsecured loan taken (including interest accrued)	SAMHI Hotels Limited	-	465.63	-	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Trade Payables	SAMHI Hotels Limited	-	-	-	-	-	18.93	-	4.55
SAMHI Hotels (Ahmedabad) Private Limited	Trade Payables	CASPIA Hotels Private Limited	-	-	-	-	-	0.74	-	0.81
SAMHI Hotels (Ahmedabad) Private Limited	Trade Payables	Argon Hotels Private Limited	-	-	-	-	-	0.19	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Trade Payables	SAMHI JV Business Hotels Private Limited	-	1.75	-	0.47	-	0.39	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Trade Payables	SAMHI Hotels Limited	-	10.37	-	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Payable to related Parties (other current financial liabilities)	SAMHI Hotels Limited	-	-	-	-	-	0.82	-	0.82
SAMHI Hotels (Ahmedabad) Private Limited	Trade receivables	CASPIA Hotels Private Limited	-	0.15	-	1.12	-	4.34	-	4.69
SAMHI Hotels (Ahmedabad) Private Limited	Trade receivables	SAMHI Hotels Limited	-	1.18	-	1.53	-	0.51	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Trade receivables	Argon Hotels Private Limited	-	5.22	-	1.55	-	1.99	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Trade receivables	SAMHI JV Business Hotels Private Limited	-	-	-	-	-	0.31	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Trade receivables	Barque Hotels Private Limited	-	-	-	-	-	0.03	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Unsecured Loan repaid	SAMHI Hotels Limited	-	-	-	-	20.00	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Unsecured Loan repayment received	SAMHI Hotels Limited	107.49	-	-	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Unsecured Loan given	SAMHI Hotels Limited	26.63	-	132.50	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Unsecured Loan given	SAMHI Hotels Limited	-	56.62	-	134.66	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Interest expense on Unsecured loan	SAMHI Hotels Limited	28.48	-	-	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Interest income on Unsecured loan	SAMHI Hotels Limited	3.13	-	2.40	-	-	-	-	-
SAMHI Hotels (Ahmedabad) Private Limited	Other Current Assets	SAMHI Hotels Limited	-	-	-	31.77	-	-	-	-
Argon Hotels Private Limited	Loan received during the year	SAMHI Hotels Limited	11.50	-	122.75	-	36.20	-	77.90	-
Argon Hotels Private Limited	Loan paid during the year	SAMHI Hotels Limited	-	-	-	-	747.08	-	10.00	-
Argon Hotels Private Limited	Interest on unsecured loan	SAMHI Hotels Limited	5.98	-	5.05	-	289.43	-	294.66	-
Argon Hotels Private Limited	Cost allocation from holding company	SAMHI Hotels Limited	9.79	-	19.49	-	37.43	-	31.37	-
Argon Hotels Private Limited	Reimbursement of expenses paid (including Capital work-in-progress)	SAMHI Hotels Limited	0.54	-	-	-	2.59	-	3.03	-
Argon Hotels Private Limited	Reimbursement of expenses paid (including Capital work-in-progress)	Ascent Hotels Private Limited	-	-	-	-	-	-	0.51	-
Argon Hotels Private Limited	Unsecured loan from holding company (including accrued interest)	SAMHI Hotels Limited	-	144.55	-	127.67	-	2,731.47	-	3,155.82
Argon Hotels Private Limited	Equity Component of interest free loans from holding company	SAMHI Hotels Limited	-	2,731.47	-	2,731.47	-	-	-	-
Argon Hotels Private Limited	Trade payables	SAMHI Hotels Limited	-	37.47	-	22.16	-	-	-	29.21
Argon Hotels Private Limited	Trade payables	Ascent Hotels Private Limited	-	-	-	0.02	-	-	-	-
Argon Hotels Private Limited	Trade payables	CASPIA Hotels Private Limited	-	0.06	-	0.43	-	-	-	-
Argon Hotels Private Limited	Trade payables	SAMHI JV Business Hotels Private Limited	-	3.27	-	3.68	-	1.55	-	0.33
Argon Hotels Private Limited	Trade payables	SAMHI Hotels (Ahmedabad) Private Limited	-	5.22	-	1.55	-	1.99	-	-
Argon Hotels Private Limited	Other payables	SAMHI Hotels Limited	-	-	-	-	-	2.15	-	16.87
Argon Hotels Private Limited	Sale of services - Recreation and Other Services	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	0.32	-	-	-
Argon Hotels Private Limited	Sale of services - Recreation and Other Services	SAMHI JV Business Hotels Private Limited	-	-	-	-	1.16	-	-	-
Argon Hotels Private Limited	Modification of financial liabilities made during the year	SAMHI Hotels Limited	-	-	2,731.47	-	-	-	-	-
Argon Hotels Private Limited	Reimbursement of expenses	SAMHI JV Business Hotels Private Limited	4.54	-	4.66	-	-	-	-	-
Argon Hotels Private Limited	Reimbursement of expenses	Ascent Hotels Private Limited	-	-	0.02	-	-	-	-	-
Argon Hotels Private Limited	Reimbursement of expenses	CASPIA Hotels Private Limited	0.06	-	0.63	-	-	-	-	-
Argon Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels (Ahmedabad) Private Limited	3.67	-	0.40	-	0.69	-	-	-
Argon Hotels Private Limited	Trade receivables	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	-	0.19	-	-
Argon Hotels Private Limited	Trade receivables	SAMHI JV Business Hotels Private Limited	-	-	-	-	-	0.04	-	-
Ascent Hotels Private Limited	Loans taken	SAMHI Hotels Limited	-	-	-	-	142.45	-	43.90	-
Ascent Hotels Private Limited	Loans taken - Modification of financial liability made during the year	SAMHI Hotels Limited	-	-	-	-	315.25	-	-	-
Ascent Hotels Private Limited	Reimbursement of expenses	Argon Hotels Private Limited	-	-	0.02	-	-	-	0.51	-
Ascent Hotels Private Limited	Reimbursement of expenses	Barque Hotels Private Limited	-	-	-	-	-	-	0.61	-
Ascent Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels Limited	-	-	0.06	-	-	-	-	-
Ascent Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels (Gurgaon) Private Limited	0.47	-	0.62	-	-	-	-	-
Ascent Hotels Private Limited	Cost allocation from holding company	SAMHI Hotels Limited	16.46	-	26.00	-	30.57	-	53.99	-
Ascent Hotels Private Limited	Advance received	SAMHI Hotels Limited	30.00	-	-	-	-	-	-	-
Ascent Hotels Private Limited	Advance repaid	SAMHI Hotels Limited	30.00	-	-	-	-	-	-	-
Ascent Hotels Private Limited	Interest on loan from holding company	SAMHI Hotels Limited	56.53	-	13.31	-	-	-	-	-
Ascent Hotels Private Limited	Loan from holding company (unsecured) including interest	SAMHI Hotels Limited	68.92	-	820.48	-	-	-	-	-
Ascent Hotels Private Limited	Unsecured loan from holding company	SAMHI Hotels Limited	-	940.28	-	820.48	-	-	-	172.80
Ascent Hotels Private Limited	Trade receivables	Argon Hotels Private Limited	-	-	-	0.02	-	-	-	0.51
Ascent Hotels Private Limited	Trade receivables	Barque Hotels Private Limited	-	-	-	0.05	-	-	-	0.61
Ascent Hotels Private Limited	Trade receivables	SAMHI Hotels (Gurgaon) Private Limited	-	0.55	-	0.62	-	-	-	-
Ascent Hotels Private Limited	Trade receivables	SAMHI Hotels Limited	-	-	-	0.06	-	-	-	-
Ascent Hotels Private Limited	Other receivables	SAMHI Hotels Limited	-	-	-	3.20	-	-	-	-
Ascent Hotels Private Limited	Trade payables	SAMHI Hotels Limited	-	14.58	-	-	-	5.77	-	87.72
Ascent Hotels Private Limited	Equity component of interest free loans from holding company	SAMHI Hotels Limited	-	315.25	-	315.25	-	315.25	-	-
SAMHI Hotels (Gurgaon) Private Limited	Cost allocation from holding company	SAMHI Hotels Limited	3.44	-	11.03	-	11.42	-	19.45	-
SAMHI Hotels (Gurgaon) Private Limited	Loan received - Equity Component	SAMHI Hotels Limited	-	-	-	-	92.10	-	-	-
SAMHI Hotels (Gurgaon) Private Limited	Reimbursement of expenses	Ascent Hotels Private Limited	0.47	-	0.62	-	-	-	-	-

(All amounts in Rupees millions except for share details and unless otherwise stated)

Reporting Entity	Nature	Transacting entity	Transactions during the period ended 30 September 2022	Outstanding balances as on 30 September 2022	Transactions during the year ended 31 March 2022	Outstanding balances as on 31 March 2022	Transactions during the year ended 31 March 2021	Outstanding balances as on 31 March 2021	Transactions during the year ended 31 March 2020	Outstanding balances as on 31 March 2020
SAMHI Hotels (Gurgaon) Private Limited	Loan received during the year - Equity Component	SAMHI Hotels Limited	-	-	-	-	-	-	24.10	-
SAMHI Hotels (Gurgaon) Private Limited	Trade payables	SAMHI Hotels Limited	-	0.07	-	-	-	1.86	-	75.11
SAMHI Hotels (Gurgaon) Private Limited	Trade payables	Ascent Hotels Private Limited	-	0.55	-	0.62	-	-	-	-
SAMHI Hotels (Gurgaon) Private Limited	Equity component of interest free loans from holding company (net of tax)	SAMHI Hotels Limited	-	345.11	-	345.11	-	345.11	-	253.01
SAMHI Hotels (Gurgaon) Private Limited	Advance to Suppliers	SAMHI Hotels Limited	-	12.29	-	0.01	-	-	-	-
SAMHI JV Business Hotels Private Limited	Cost allocation from holding company	SAMHI Hotels Limited	8.61	-	77.47	-	17.05	-	51.29	-
SAMHI JV Business Hotels Private Limited	Interest income from financial assets at amortised cost	SAMHI Hotels Limited	110.93	-	76.46	-	38.64	-	25.97	-
SAMHI JV Business Hotels Private Limited	Loan to holding company	SAMHI Hotels Limited	-	-	-	-	-	-	135.66	-
SAMHI JV Business Hotels Private Limited	Concessional Interest component of loan to holding company	SAMHI Hotels Limited	-	-	-	-	-	-	296.25	-
SAMHI JV Business Hotels Private Limited	Payment of Legal and Professional Fees	SAMHI Hotels Limited	-	-	-	-	-	-	-	-
SAMHI JV Business Hotels Private Limited	Repayments of Loan of holding company	SAMHI Hotels Limited	-	-	6.50	-	56.80	-	-	-
SAMHI JV Business Hotels Private Limited	Gain on early repayment of loan by holding company	SAMHI Hotels Limited	-	-	4.14	-	37.82	-	-	-
SAMHI JV Business Hotels Private Limited	Loan to holding company at amortised cost	SAMHI Hotels Limited	-	-	903.54	-	-	-	-	-
SAMHI JV Business Hotels Private Limited	Advance received	SAMHI Hotels Limited	-	-	850.00	-	-	-	-	-
SAMHI JV Business Hotels Private Limited	Advance repaid	SAMHI Hotels Limited	-	-	848.50	-	-	-	-	-
SAMHI JV Business Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels Limited	1.92	-	2.99	-	0.91	-	-	-
SAMHI JV Business Hotels Private Limited	Reimbursement of expenses	CASPIA Hotels Private Limited	3.52	-	4.23	-	0.46	-	-	-
SAMHI JV Business Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels (Ahmedabad) Private Limited	4.47	-	4.59	-	0.32	-	-	-
SAMHI JV Business Hotels Private Limited	Reimbursement of expenses	Argon Hotels Private Limited	4.54	-	4.66	-	1.16	-	-	-
SAMHI JV Business Hotels Private Limited	Initial recognition of equity component of Convertible PIK obligation	SAMHI Hotels Limited	-	-	877.70	-	-	-	-	-
SAMHI JV Business Hotels Private Limited	Net gain on fair valuation of equity component of Convertible PIK obligation	SAMHI Hotels Limited	8.30	-	14.40	-	-	-	-	-
SAMHI JV Business Hotels Private Limited	Net gain on fair valuation of derivative component of Convertible PIK obligation	SAMHI Hotels Limited	-	-	-	-	-	-	-	-
SAMHI JV Business Hotels Private Limited	Trade payables	SAMHI Hotels Limited	-	106.30	-	97.02	-	19.95	-	33.15
SAMHI JV Business Hotels Private Limited	Trade payables	CASPIA Hotels Private Limited	-	-	-	-	-	0.05	-	-
SAMHI JV Business Hotels Private Limited	Trade payables	Argon Hotels Private Limited	-	-	-	-	-	0.04	-	-
SAMHI JV Business Hotels Private Limited	Trade payables	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	-	0.31	-	-
SAMHI JV Business Hotels Private Limited	Loan to holding company	SAMHI Hotels Limited	-	1,420.01	-	1,317.88	-	345.21	-	325.54
SAMHI JV Business Hotels Private Limited	Concessional Interest component of loan to holding company	SAMHI Hotels Limited	-	610.54	-	610.54	-	610.54	-	610.54
SAMHI JV Business Hotels Private Limited	Trade receivables	SAMHI Hotels Limited	-	1.63	-	0.61	-	0.73	-	0.35
SAMHI JV Business Hotels Private Limited	Trade receivables	Argon Hotels Private Limited	-	3.27	-	3.68	-	1.55	-	0.33
SAMHI JV Business Hotels Private Limited	Trade receivables	SAMHI Hotels (Ahmedabad) Private Limited	-	1.76	-	0.47	-	0.39	-	-
SAMHI JV Business Hotels Private Limited	Trade receivables	CASPIA Hotels Private Limited	-	1.15	-	0.71	-	0.42	-	-
SAMHI JV Business Hotels Private Limited	Current financial assets Others	CASPIA Hotels Private Limited	-	-	-	-	-	0.53	-	0.53
SAMHI JV Business Hotels Private Limited	Capital Reserve	SAMHI Hotels Limited	-	32.44	-	32.44	-	28.30	-	-
SAMHI JV Business Hotels Private Limited	Equity component of Convertible PIK obligation	SAMHI Hotels Limited	-	855.00	-	863.30	-	-	-	-
Paulmech Hospitality Private Limited	Unsecured loan taken	Barque Hotels Private Limited	2.00	-	5.10	-	8.60	-	6.40	-
Paulmech Hospitality Private Limited	Interest expense on unsecured loan	Barque Hotels Private Limited	13.31	-	23.28	-	20.15	-	17.38	-
Paulmech Hospitality Private Limited	Legal and professional fees	Barque Hotels Private Limited	-	-	-	-	-	-	-	-
Paulmech Hospitality Private Limited	Legal and professional fees	Barque Hotels Private Limited	-	-	-	-	0.29	-	1.71	-
Paulmech Hospitality Private Limited	Non current borrowings	Barque Hotels Private Limited	-	234.64	-	220.66	-	192.28	-	163.53
Paulmech Hospitality Private Limited	Trade payables	Barque Hotels Private Limited	-	-	-	-	-	0.02	-	0.98
Paulmech Hospitality Private Limited	Payable for capital assets	Barque Hotels Private Limited	-	-	-	-	-	-	-	2.78
CASPIA Hotels Private Limited	Movement of Loan from holding company Received (Directly recognised in Other Equity)	SAMHI Hotels Limited	-	-	35.00	-	146.47	-	124.82	-
CASPIA Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	-	-	0.81	-
CASPIA Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels (Ahmedabad) Private Limited	1.72	-	1.91	-	2.44	-	0.19	-
CASPIA Hotels Private Limited	Reimbursement of expenses	Argon Hotels Private Limited	0.06	-	0.63	-	-	-	-	-
CASPIA Hotels Private Limited	Reimbursement of expenses	SAMHI Hotels Limited	0.08	-	0.01	-	-	-	-	-
CASPIA Hotels Private Limited	Reimbursement of expenses	SAMHI JV Business Hotels Private Limited	3.52	-	4.23	-	0.46	-	-	-
CASPIA Hotels Private Limited	Cost allocation from holding company	SAMHI Hotels Limited	8.41	-	23.98	-	24.13	-	36.89	-
CASPIA Hotels Private Limited	Equity component of Interest free loans (net of tax)	SAMHI Hotels Limited	-	2,496.94	-	2,496.94	-	2,531.94	-	2,385.47
CASPIA Hotels Private Limited	Trade Payables	SAMHI Hotels Limited	-	-	-	0.01	-	0.23	-	138.58
CASPIA Hotels Private Limited	Trade receivables	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	-	-	-	-
CASPIA Hotels Private Limited	Trade receivables	Argon Hotels Private Limited	-	0.06	-	-	-	-	-	-
CASPIA Hotels Private Limited	Trade receivables	SAMHI JV Business Hotels Private Limited	-	-	-	-	-	0.05	-	-
CASPIA Hotels Private Limited	Other current liabilities	SAMHI Hotels Limited	-	-	-	-	-	0.33	-	0.33
CASPIA Hotels Private Limited	Other current liabilities	SAMHI JV Business Hotels Private Limited	-	-	-	-	-	0.53	-	0.53
CASPIA Hotels Private Limited	Trade Payables	SAMHI Hotels (Ahmedabad) Private Limited	-	0.15	-	1.12	-	4.34	-	4.69
CASPIA Hotels Private Limited	Trade Payables	Argon Hotels Private Limited	-	-	-	0.43	-	-	-	-
CASPIA Hotels Private Limited	Trade receivables	SAMHI Hotels Limited	-	0.09	-	-	-	-	-	-
CASPIA Hotels Private Limited	Trade Payables	SAMHI JV Business Hotels Private Limited	-	1.15	-	0.71	-	0.42	-	-
CASPIA Hotels Private Limited	Other current assets	SAMHI Hotels Limited	-	31.41	-	20.49	-	-	-	-
CASPIA Hotels Private Limited	Other current assets	SAMHI Hotels (Ahmedabad) Private Limited	-	-	-	-	-	0.74	-	0.81
Barque Hotels Private Limited	Unsecured loan given	Paulmech Hospitality Private Limited	2.00	-	5.10	-	8.60	-	6.40	-
Barque Hotels Private Limited	Loan from holding company received (directly recognized in other equity)	SAMHI Hotels Limited	-	-	254.55	-	536.17	-	335.00	-
Barque Hotels Private Limited	Conversion of Fully compulsorily convertible debentures into equity shares	SAMHI Hotels Limited	-	-	832.90	-	-	-	-	-
Barque Hotels Private Limited	Provision for impairment in value of investments	Paulmech Hospitality Private Limited	-	-	-	-	-	-	49.72	-
Barque Hotels Private Limited	Interest income on unsecured loan	Paulmech Hospitality Private Limited	13.31	-	23.28	-	20.15	-	17.42	-
Barque Hotels Private Limited	Cost Allocation from holding company	SAMHI Hotels Limited	10.73	-	64.09	-	20.80	-	51.53	-
Barque Hotels Private Limited	Trade Payables	Ascent Hotels Private Limited	-	-	0.05	-	-	-	0.61	-
Barque Hotels Private Limited	Cost Allocation to Subsidiary	Ascent Hotels Private Limited	-	-	-	-	-	-	-	-
Barque Hotels Private Limited	Cost Allocation to Subsidiary	Paulmech Hospitality Private Limited	-	-	-	-	0.36	-	1.71	-
Barque Hotels Private Limited	Initial recognition of Equity component of convertible PIK obligation	SAMHI Hotels Limited	-	-	735.80	-	-	-	-	-
Barque Hotels Private Limited	Net gain on fair valuation of Equity component of convertible PIK obligation	SAMHI Hotels Limited	7.30	-	14.40	-	-	-	-	-
Barque Hotels Private Limited	Net gain on fair valuation of Derivative component of convertible PIK obligation	SAMHI Hotels Limited	-	-	-	-	-	-	-	-
Barque Hotels Private Limited	Equity component of Fully compulsorily convertible debentures	SAMHI Hotels Limited	-	179.17	-	179.17	-	1,012.07	-	1,012.07
Barque Hotels Private Limited	Equity component of concessional overdraft facility	SAMHI Hotels Limited	-	18.69	-	18.69	-	18.69	-	18.69
Barque Hotels Private Limited	Equity component of interest free loans from holding company	SAMHI Hotels Limited	-	2,447.33	-	2,447.33	-	2,192.78	-	1,656.62
Barque Hotels Private Limited	Equity component of convertible PIK obligation	SAMHI Hotels Limited	-	714.10	-	721.40	-	-	-	-
Barque Hotels Private Limited	Trade Payables	SAMHI Hotels Limited	-	77.54	-	65.90	-	14.30	-	138.41
Barque Hotels Private Limited	Trade Payables	Ascent Hotels Private Limited	-	-	-	0.05	-	-	-	0.61
Barque Hotels Private Limited	Trade receivables	SAMHI Hotels Limited	-	0.05	-	-	-	-	-	-
Barque Hotels Private Limited	Investments in Subsidiary	Paulmech Hospitality Private Limited	-	120.72	-	120.72	-	120.72	-	120.72
Barque Hotels Private Limited	Provision for impairment in value of investments in Subsidiary	Paulmech Hospitality Private Limited	-	49.72	-	49.72	-	49.72	-	49.72
Barque Hotels Private Limited	Loan to Subsidiary (including accrued interest)	Paulmech Hospitality Private Limited	-	234.64	-	220.67	-	192.28	-	163.53
Barque Hotels Private Limited	Other Receivables	Paulmech Hospitality Private Limited	-	-	-	-	-	0.03	-	3.75

(All amounts in Rupees millions, unless otherwise stated)

43 Contingent liabilities and commitments
(to the extent not provided for)

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Commitments				
Estimated amount of contracts remaining to be executed on capital account and others, and not provided for-	-	-	-	3.27

The Group has availed custom duty exemptions under the Export Promotion Capital Goods Scheme of the Government of India on import of capital equipment for use in its hotel projects. Under the Scheme, the Group is required to discharge the obligation over a period of next six years. The Group's export obligations outstanding under the scheme aggregate 30 September 2022: INR Nil; 31 March 2022: INR Nil; 31 March 2021 - INR 15.10; 31 March 2020 - INR 28.68 [net of earnings in foreign currency].

Contingent liabilities

Particulars	As at 30 September 2022		As at 31 March 2022		As at 31 March 2021		As at 31 March 2020	
	Total demand	Amount paid under protest	Total demand	Amount paid under protest	Total demand	Amount paid under protest	Total demand	Amount paid under protest
Income Tax Act, 1961	113.52	22.42	113.52	22.42	102.16	22.42	102.16	22.42
Gujarat Value Added Tax Act, 2003	-	-	1.70	1.70	1.70	1.70	1.70	-
Finance Act, 1994 (Service Tax)	90.72	-	90.72	-	90.72	-	-	-
Other Matters	45.00	-	45.00	-	45.00	-	45.00	-

(i) In February 2019, Supreme Court of India in its judgement clarified the applicability of allowances that should be considered to measure obligations under The Employees' Provident Funds And Miscellaneous Provisions Act, 1952. The Group has been legally advised that there are interpretative challenges on the application of judgement retrospectively and as such does not consider there is any probable obligations for past periods. For the period 1 March 2019 to 31 March 2019, the Group has made a provision for provident fund contribution in the books of accounts amounting to INR 1.50.

(ii) Paulmech Hospitality Private Limited [Paulmech]
The Company had received an assessment order for financial year 2013-14 whereby an addition of INR 32.79 has been made to the total income of the Company. The addition pertains to unreasonable share premium under Section 56(2)(viib) of Income Tax Act, 1961. The Company has deposited INR 2.06 towards 15% amount of total demand of INR 13.72 and has filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition which is pending for disposal. The Company is carrying a provision of INR 3.88 as on 30 September 2022 (31 March 2022 INR 3.73; 31 March 2021: INR 3.45; 31 March 2020 INR 3.16) in the books against the aforesaid case.

(iii) CASPIA Hotels Private Limited [CASPIA]
(a) The Company had received an assessment order for financial year 2015-16 whereby an addition of INR 21.36 had been made to the total income of the Company. The addition has been made on account of unexplained sundry creditors and interest on delay in deposit of statutory dues. The Company had deposited INR 4.50 against total demand of INR 9.17 and has filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition which is pending for disposal.

(b) The Company had received an assessment order for financial year 2016-17 whereby an addition of INR 9.52 had been made to the total income of the Company. The addition has been made on account of staff welfare expenses, advertisement and business promotion expenses and other unexplained expenses which could not be substantiated under Section 69 C of the Income Tax Act, 1961. The Company had deposited INR 0.49 against total demand of INR 2.46 and has filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition which is pending for disposal.

(c) During the year ended 31 March 2022, the Company has received an assessment order for financial year 2017-18 whereby an addition of INR 18.39 has been made to the total income of the Company and has raised a demand of INR 11.36. The addition has been made on account of unexplained expenditure under Section 69C of the Income Tax Act, 1961. The Company has filed an appeal before the Commissioner of Income Tax (Appeals) against the said addition which is pending for disposal.

(d) During the year ended 31 March 2022, the Company has received notice under Section 148 of Income Tax Act, 1961 for financial year 2015-16 on grounds of escaped assessment. The same is pending for disposal.

(iv) Barque Hotels Private Limited [Barque]
(a) The Company is subject to legal proceedings and claims on account of Hosur land dispute. During the period ended 30 September 2022, the Company has received a favorable order from the High Court of Karnataka wherein the High Court has quashed the proceedings and directed Karnataka Industrial Areas Development Board (KIADB) to release the compensation of INR 29.84 million to the Company. Subsequent to 30 September 2022, an appeal has been filed in Bengaluru Rural District and an order has been passed by the hon'ble court against the Company wherein the court has granted an ex-parte order restraining the Company from interfering with the lawful possession and enjoyment of the applicant over the said property till next date of hearing. The Company has filed its objections seeking vacation of the ex-parte temporary injunction order. The Company's management does not expect that these legal actions, when ultimately concluded, will have a material and adverse effect on the Company's financial statements.

(b) The Company had received an assessment order for financial year 2015-16 whereby an addition of INR 1.13 had been made to the total income of the Company. The addition pertains to disallowance under Section 40(a)(ia) of the Income Tax Act, 1961, interest on TDS, undisclosed TDS and depreciation on electrical fittings. The Company had filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition. During the year ended 31 March 2022 the Company has settled the matter under Vivad Se Vishwas Scheme.

(c) The Company had received an assessment order for financial year 2016-17 whereby an addition of INR 296.97 has been made to the total income of the Company. The addition pertains to unreasonable share premium under Section 56(2)(viib) of the Income Tax Act, 1961 and unbilled revenue, not included in income offered to tax. The Company has filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition which is pending for disposal.

(d) The Company received an intimation from IL&FS Financial Services Limited on 30 September 2018 demanding additional interest of INR 46.11 on account of document deficiencies. In response to this demand, the Company filed a reply stating that there are no deficiencies or delays attributable to the Company. During the year ended 31 March 2022, the loan has been repaid and the Company has received no dues certificate.

(v) Argon Hotels Private Limited [Argon]

(a) During the year ended 31 March 2017, the Company terminated the services of an employee (who was on probation at the time of termination), following which he filed a suit before the Delhi High Court claiming wrongful termination of employment and seeking compensation of INR 45.00 towards damages and losses. The matter was dismissed by the said court. The employee filed an appeal before the Delhi High Court which is pending for hearing and final disposal. This matter was instituted against the Company prior to its acquisition by the current shareholders and is covered under specific indemnities provided by the erstwhile shareholders.

(b) The Company has received an assessment order for financial year 2016-17 whereby an addition of INR 91.70 has been made to the total income of the Company. The addition pertains to unexplained creditors, unexplained expenses, unexplained salaries, legal and professional expenses claimed as deduction under Section 37 of the Income Tax Act, 1961 and differences in commission expenses as per books and 3CD report. The Company has deposited INR 15.36 against total demand of INR 76.81 and has filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition which is pending for disposal.

(vi) SAMHI Hotels (Ahmedabad) Private Limited [SAMHI Ahmedabad]

(a) During the year ended 31 March 2022, the Company has received notices under Section 148 of the Income-tax Act, 1961 for assessment year 2014-15, 2015-16 and 2018-19 for initiating re-assessment proceedings against the Company. The reason for reassessment for AY 2014-15 and 2015-16 is issue of shares on securities premium and for AY 18-19 is repayment of loan to holding company. The management has filed its response against the notices, citing factual inaccuracies in the notices. Management believes that based on the facts of the case and considering that the Company had significant unabsorbed depreciation in the respective years, no liability is likely to devolve on the Company.

(b) The Company had received an assessment order under Gujarat VAT Act, 2003 for financial year 2014-15 whereby a demand of INR 1.70 has been raised. The Company had deposited the aforesaid amount and had filed an appeal against the aforesaid order. The Deputy State Tax Commissioner passed order on 17 June 2022 in favor of the Company.

(vii) SAMHI JV Business Hotels Private Limited [SAMHI JV]

(a) During the year ended 31 March 2021, the Company had received a notice under Section 148 of the Income-tax Act, 1961 for assessment year 2016-17 on grounds of escaped assessment. During the year ended 31 March 2022, the Company has received favourable order in respect of this notice.

(b) During the year ended 31 March 2021, the Company has received a notice under Chapter V of the Finance Act, 1994 for the period 2014-15 to 2017-18 (upto June 2017) on grounds of excess availment of CENVAT credit and short payment of service tax involving an amount of INR 89.30 along with interest under Section 75 of the Finance Act, 1994 along with equal penalty under Rule 15 of the Cenvat Credit Rules, 2004 and Section 78 of the Finance Act, 1994. The Company has filed a written submission denying all allegations made in the notice before the Commissioner of Goods & Services Tax (Appeals) which is pending for disposal.

(viii) Ascent Hotels Private Limited [Ascent]

The Company had received an assessment order for financial year 2016-17 whereby an addition of INR 39.97 had been made to the total income of the Company. The addition pertains to disallowance of expenditure claimed under Section 37(1) of the Income Tax Act, 1961 and disallowance of bonus under section 43(1) of the Income Tax Act, 1961. The Company has filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition. During the year ended 31 March 2022, the Company has settled the matter under the Vivad Se Vishwas Scheme (dispute resolutions scheme). Accordingly, Principal Commissioner of Income Tax (PCIT), Mumbai has determined INR. Nil as payable by the Company after adjustment of carry forward business loss via order passed on 09 November 2021.
Further, the Commissioner of Income-tax (Appeals) passed an order on 30 June 2022 disposing the matter in view of settlement under Vivad Se Vishwas Scheme.

(ix) SAMHI Hotels Limited

The Company has received an assessment order for financial year 2015-16 whereby an addition of INR 18.13 has been made to the total income of the Company. The addition pertains to unreasonable share premium under Section 56(2)(viib) of Income Tax Act, 1961 and legal and professional expenses incurred on acquisition of investment in Ascent Hotels Private Limited. The Company has filed an appeal before the Commissioner of Income-tax (Appeals) against the said addition which is pending for disposal.

(x) SAMHI Hotels (Gurgaon) Private Limited [SAMHI Gurgaon]

During the period ended 30 September 2022, the Company has received notice under Section 148 of the Income Tax Act, 1961 for financial year 2017-18 on grounds of escaped assessment. The same is pending for disposal.

For the ongoing litigations, the management is of the view that based on the merits of the arguments put forward and facts of the respective cases, the outcome is likely to be in the favour of the Group and no provision is required to be created in the books.

44 Operating Segments

The Group's chief executive officer have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision with respect to the preparation and execution of business plan, preparation of budget, planning, alliance, merger, acquisition and expansion of any new facility. CODM has examined the Group's performance from product and geographic perspective and has identified a single business segment i.e. "Developing and running of hotels", hence no specific disclosures have been made.

A. Information about products and services

The Group primarily deals in one business namely "Developing and running of hotels", therefore product wise revenue disclosure is not applicable.

B. Information about geographical areas

The Group provides services to customers in India. Further, there are no non-current assets located outside India.

C. Information about major customers (from external customers)

The Group does not derive revenue from one customer which would amount to 10 per cent or more of the entity’s revenue.

(All amounts in Rupees millions, unless otherwise stated)

45 The Group comprises of the following subsidiaries (including step-down subsidiary):-

Name of the Company	Country of Incorporation	% of voting power held as at 30 September 2022	% of voting power held as at 31 March 2022	% of voting power held as at 31 March 2021	% of voting power held as at 31 March 2020
SAMHI JV Business Hotels Private Limited	India	100	100	100	100
SAMHI Hotels (Gurgaon) Private Limited	India	100	100	100	100
Barque Hotels Private Limited	India	100	100	100	100
SAMHI Hotels (Ahmedabad) Private Limited	India	100	100	100	100
CASPIA Hotels Private Limited	India	100	100	100	100
Paulmech Hospitality Private Limited (step-down subsidiary)	India	100	100	100	100
Ascent Hotels Private Limited	India	100	100	100	100
Argon Hotels Private Limited	India	100	100	100	100

46 Additional information to consolidated financial statements as at 30 September 2022 (Pursuant to Schedule III to the Companies Act, 2013):

Name of the Company	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income or (loss) (net of tax)		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net profit or (loss)	Amount	As a % of consolidated net other comprehensive income or (loss)	Amount	As a % of consolidated total comprehensive income or (loss)
Parent								
SAMHI Hotels Limited	6,857.04	(83.29%)	(516.02)	27.95%	2.00	105.82%	(514.02)	27.87%
Subsidiary								
SAMHI JV Business Hotels Private Limited	(10.24)	0.12%	(393.43)	21.31%	(0.14)	(7.41%)	(393.57)	21.34%
SAMHI Hotels (Gurgaon) Private Limited	243.70	(2.96%)	(32.59)	1.77%	0.18	9.52%	(32.41)	1.76%
SAMHI Hotels (Ahmedabad) Private Limited	(1,053.82)	12.80%	(67.91)	3.68%	(0.21)	(11.11%)	(68.12)	3.69%
Barque Hotels Private Limited	659.26	(8.01%)	(452.26)	24.50%	(0.16)	(8.47%)	(452.42)	24.53%
CASPIA Hotels Private Limited	566.84	(6.89%)	(113.50)	6.15%	(0.05)	(2.65%)	(113.55)	6.16%
Paulmech Hospitality Private Limited	(26.06)	0.32%	(14.78)	0.80%	-	-	(14.78)	0.80%
Ascent Hotels Private Limited	(2,014.35)	24.47%	(253.12)	13.71%	(0.18)	(9.51%)	(253.30)	13.74%
Argon Hotels Private Limited	604.40	(7.34%)	(2.43)	0.13%	0.45	23.81%	(1.98)	0.11%
Intra Group elimination #	(14,059.32)	170.78%	-	-	-	-	-	-
Total	**(8,232.55)**	**100.00%**	**(1,846.04)**	**100.00%**	**1.89**	**100.00%**	**(1,844.15)**	**100.00%**

(All amounts in Rupees millions, unless otherwise stated)

Additional information to consolidated financial statements as at 31 March 2022 (Pursuant to Schedule III to the Companies Act, 2013):

Name of the Company	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income or (loss) (net of tax)		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net profit or (loss)	Amount	As a % of consolidated net other comprehensive income or (loss)	Amount	As a % of consolidated total comprehensive income or (loss)
Parent								
SAMHI Hotels Limited	7,371.06	(115.38%)	(808.86)	18.25%	0.07	(7.14%)	(808.79)	18.24%
Subsidiary								
SAMHI JV Business Hotels Private Limited	391.62	(6.13%)	(583.65)	13.16%	(0.19)	19.38%	(583.84)	13.17%
SAMHI Hotels (Gurgaon) Private Limited	276.47	(4.33%)	(178.46)	4.03%	(0.60)	61.22%	(179.06)	4.04%
SAMHI Hotels (Ahmedabad) Private Limited	(985.70)	15.43%	(570.28)	12.87%	0.35	(35.71%)	(569.93)	12.86%
Barque Hotels Private Limited	1,118.98	(17.52%)	(655.80)	14.80%	0.08	(8.16%)	(655.72)	14.79%
CASPIA Hotels Private Limited	680.39	(10.65%)	(344.07)	7.76%	0.07	(7.14%)	(344.00)	7.76%
Paulmech Hospitality Private Limited	(11.28)	0.18%	(26.62)	0.60%	-	-	(26.62)	0.60%
Ascent Hotels Private Limited	(1,761.06)	27.57%	(757.04)	17.08%	(0.40)	40.82%	(757.44)	17.08%
Argon Hotels Private Limited	606.01	(9.49%)	(527.21)	11.89%	(0.36)	36.73%	(527.57)	11.90%
Intra Group elimination #	(14,074.89)	220.32%	19.46	(0.44%)	-	-	19.46	(0.44%)
Total	**(6,388.40)**	**100.00%**	**(4,432.53)**	**100.00%**	**(0.98)**	**100.00%**	**(4,433.51)**	**100.00%**

Additional information to consolidated financial statements as at 31 March 2021 (Pursuant to Schedule III to the Companies Act, 2013):

Name of the Company	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income or (loss) (net of tax)		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net profit or (loss)	Amount	As a % of consolidated net other comprehensive income or (loss)	Amount	As a % of consolidated total comprehensive income or (loss)
Parent								
SAMHI Hotels Limited	8,179.84	(418.43%)	(870.31)	18.22%	0.33	(50.00%)	(869.98)	18.21%
Subsidiary								
SAMHI JV Business Hotels Private Limited	108.03	(5.53%)	(719.38)	15.05%	-	-	(719.38)	15.05%
SAMHI Hotels (Gurgaon) Private Limited	455.53	(23.30%)	(198.98)	4.17%	(0.11)	16.66%	(199.09)	4.17%
SAMHI Hotels (Ahmedabad) Private Limited	(415.77)	21.27%	(696.39)	14.58%	(0.38)	57.58%	(696.77)	14.58%
Barque Hotels Private Limited	798.75	(40.86%)	(621.99)	13.02%	(0.05)	7.58%	(622.04)	13.02%
CASPIA Hotels Private Limited	1,059.39	(54.19%)	(417.12)	8.73%	(0.04)	6.06%	(417.16)	8.73%
Paulmech Hospitality Private Limited	15.33	(0.78%)	(21.30)	0.45%	-	-	(21.30)	0.45%
Ascent Hotels Private Limited	(1,003.62)	51.34%	(808.73)	16.93%	(0.17)	25.76%	(808.90)	16.93%
Argon Hotels Private Limited	(1,597.63)	81.72%	(619.84)	12.97%	(0.24)	36.36%	(620.08)	12.98%
Intra Group elimination #	(9,554.74)	488.76%	196.77	(4.12%)	-	-	196.77	(4.12%)
Total	**(1,954.89)**	**100.00%**	**(4,777.27)**	**100.00%**	**(0.66)**	**100.00%**	**(4,777.93)**	**100.00%**

SAMHI Hotels Limited
CIN U55101DL2010PLC211816
Annexure VII - Notes to the Restated Consolidated Financial Information (Continued)
(All amounts in Rupees millions, unless otherwise stated)

Additional information to consolidated financial statements as at 31 March 2020 (Pursuant to Schedule III to the Companies Act, 2013):

Name of the Company	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income or (loss) (net of tax)		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net profit or (loss)	Amount	As a % of consolidated net other comprehensive income or (loss)	Amount	As a % of consolidated total comprehensive income or (loss)
Parent								
SAMHI Hotels Limited	9,049.82	320.57%	(3,827.78)	127.65%	(3.08)	(85.08%)	(3,830.86)	127.91%
Subsidiary								
SAMHI JV Business Hotels Private Limited	799.11	28.29%	137.50	(4.59%)	1.32	36.46%	138.82	(4.64%)
SAMHI Hotels (Gurgaon) Private Limited	562.53	19.93%	(67.88)	2.26%	0.50	13.81%	(67.38)	2.25%
SAMHI Hotels (Ahmedabad) Private Limited	301.00	10.66%	(371.63)	12.39%	1.29	35.64%	(370.34)	12.37%
Barque Hotels Private Limited	884.63	31.34%	(802.90)	26.78%	3.27	90.33%	(799.63)	26.70%
CASPIA Hotels Private Limited	1,330.08	47.12%	(672.76)	22.44%	1.02	28.18%	(671.74)	22.43%
Paulmech Hospitality Private Limited	36.64	1.30%	(15.53)	0.52%	-	-	(15.53)	0.52%
Ascent Hotels Private Limited	(509.97)	(18.06%)	(273.97)	9.14%	(1.34)	(37.02%)	(275.31)	9.19%
Argon Hotels Private Limited	(977.97)	(34.64%)	(614.41)	20.49%	0.64	17.68%	(613.77)	20.49%
Intra Group elimination #	(8,652.83)	(306.51%)	3,510.73	(117.08%)	-	-	3,510.73	(117.22%)
Total	**2,823.04**	**100.00%**	**(2,998.63)**	**100.00%**	**3.62**	**100.00%**	**(2,995.01)**	**100.00%**

Includes consolidation adjustments

(All amounts in Rupees millions, unless otherwise stated)

47 Financial instruments – Fair values and risk management

A. Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

Particulars	Level of Hierarchy	31 March 2020		
		Fair Value Through Profit and Loss (FVTPL)	Fair Value Through Other Comprehensive Income (FVTOCI)	Amortised Cost
Financial assets				
Other non-current financial assets	3	0.61	-	691.56
Trade receivables		-	-	336.77
Cash and cash equivalents		-	-	746.61
Other bank balances		-	-	106.23
Current loans		-	-	38.76
Other current financial assets		-	-	151.95
Total financial assets		**0.61**	**-**	**2,071.88**
Financial liabilities				
Non-current borrowings	2/3	-	-	18,638.45
Non-current lease liabilities		-	-	536.54
Other non-current financial liabilities		-	-	23.48
Current borrowings	2	-	-	2,345.84
Current lease liabilities		-	-	37.92
Trade payables		-	-	682.70
Other current financial liabilities		-	-	233.14
Total financial liabilities		**-**	**-**	**22,498.07**

Particulars	Level of Hierarchy	31 March 2021		
		Fair Value Through Profit and Loss (FVTPL)	Fair Value Through Other Comprehensive Income (FVTOCI)	Amortised Cost
Financial assets				
Non-current loans		-	-	44.29
Other non-current financial assets	3	3.30	-	309.20
Trade receivables		-	-	179.42
Cash and cash equivalents		-	-	1,450.68
Other bank balances		-	-	99.94
Other current financial assets		-	-	62.95
Total financial assets		**3.30**	**-**	**2,146.48**
Financial liabilities				
Non-current borrowings	2/3	-	-	18,706.29
Non-current lease liabilities		-	-	497.29
Other non-current financial liabilities	3	20.42	-	32.50
Current borrowings	2	-	-	5,164.02
Current lease liabilities		-	-	76.63
Current trade payables		-	-	1,002.63
Other current financial liabilities		-	-	530.91
Total financial liabilities		**20.42**	**-**	**26,010.27**

Particulars	Level of Hierarchy	31 March 2022		
		Fair Value Through Profit and Loss (FVTPL)	Fair Value Through Other Comprehensive Income (FVTOCI)	Amortised Cost
Financial assets				
Non-current loans		-	-	58.78
Other non-current financial assets		-	-	354.06
Trade receivables		-	-	247.83
Cash and cash equivalents		-	-	1,513.98
Other bank balances		-	-	92.85
Current loans		-	-	4.26
Other current financial assets		-	-	46.77
Total financial assets		**-**	**-**	**2,318.53**
Financial liabilities				
Non-current borrowings	2/3	-	-	23,742.21
Non-current lease liabilities		-	-	430.98
Non-current Trade Payables		-	-	79.97
Other non-current financial liabilities	3	1,584.70	-	35.52
Current borrowings	2	-	-	2,191.03
Current lease liabilities		-	-	97.12
Current trade payables		-	-	1,225.05
Other current financial liabilities		-	-	146.34
Total financial liabilities		**1,584.70**	**-**	**27,948.22**

(All amounts in Rupees millions, unless otherwise stated)

47 Financial instruments – Fair values and risk management

Particulars	Level of Hierarchy	30 September 2022		
		Fair Value Through Profit and Loss (FVTPL)	Fair Value Through Other Comprehensive Income (FVTOCI)	Amortised Cost/ Carrying amount
Financial assets				
Non-current loans		-	-	60.87
Other non-current financial assets		-	-	462.35
Trade receivables		-	-	598.42
Cash and cash equivalents		-	-	1,128.62
Other bank balances		-	-	330.85
Current loans		-	-	4.26
Other current financial assets		-	-	87.33
Total financial assets		**-**	**-**	**2,672.70**
Financial liabilities				
Non-current borrowings	2/3	-	-	24,316.80
Non-current lease liabilities		-	-	428.87
Non-current Trade Payables		-	-	112.06
Other non-current financial liabilities	3	1,569.10	-	31.19
Current borrowings	2	-	-	2,462.96
Current lease liabilities		-	-	74.33
Current trade payables		-	-	1,349.25
Other current financial liabilities		-	-	1,028.20
Total financial liabilities		**1,569.10**	**-**	**29,803.66**

The fair value of trade receivables, unbilled revenue, cash and cash equivalents, other bank balances, current loans, other current financial assets, current borrowings, current trade payables and other current financial liabilities approximate their carrying amounts, due to their short-term nature.

Interest rates on non-current borrowings (borrowings from banks and financial institutions) are equivalent to the market rate. Such borrowings are at floating rates which are reset at short intervals. Accordingly, the carrying value of such borrowings approximates fair value.

Fair value of bank deposits (included in other non-current financial assets) and Loan to Key Management Person (included in non-current loans) are equivalent to their carrying amount, as the interest rate on them is equivalent to market rate.

The Group has not disclosed the fair value of lease receivable (included in other non-current financial assets) because their carrying amounts are a reasonable approximation of fair values.

The fair value measurement of lease liabilities is not required to be disclosed.

Fair valuation of non-current financial assets and liabilities has been disclosed to be same as carrying value as there is no significant difference between carrying value and fair value.

Financial liabilities measured at amortised cost- Fair value measurements

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Financial liabilities				
Non-current financial liabilities - Borrowings (Refer note 17)				
a) Fully Compulsory Convertible Debentures (unsecured)(Level 3)	1,623.19	1,599.66	1,507.73	834.30
b) Optionally convertible redeemable debentures (OCRD) (unsecured)(Level 3)	81.21	86.80	61.87	30.24
c) Optionally convertible debentures (unsecured)(Level 2)	103.35	93.36	-	-
d) Non Convertible Debentures (unsecured) (Level 2)	1,751.78	1,417.38	857.81	-
e) Non Convertible Debentures (secured)(Level 2)	7,485.63	6,878.46	-	-

Financial assets and liabilities measured at fair value- recurring fair value measurements

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Financial liabilities				
Non-current financial liabilities - Others - (Refer note 20)				
Derivative component of Convertible-PIK (secured)(Level 3)	1,569.10	1,584.70	-	-
Derivative component of Non Convertible Debentures(Level 3)	-	-	20.42	-
Financial assets				
Non-Current Financial assets-Others (Refer note 4)				
Derivative component of FCCDs (Level 3)	-	-	3.30	0.61

B. Measurement of fair values

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the assets or liability that are not based on observable market data (unobservable inputs)

There are no transfer between Level 1, Level 2 and Level 3 during the Period/Year.

C. Valuation techniques used to determine fair value

Specific valuation technique used to value financial instruments include:

- the fair value for derivative component of FCCDs is calculated using Binomial option pricing model.
- the fair value for FCCDs were calculated based on monte carlo method of valuation of the instrument.
- the fair value of derivative component of convertible -PIK (secured) were calculated based on monte carlo method of valuation of the instrument.
- the fair value of derivative component of NCD was calculated using Discounted cash flows method .
- fair value of OCRD is computed using monte carlo model for fair value of option and equity value using a discounted cash flow approach.

The fair value of Optionally convertible debentures, Non Convertible Debentures (unsecured) and Non Convertible Debentures (secured) is determined by using discounted cash flow approach basis appropriate discount rate.

(All amounts in Rupees millions, unless otherwise stated)

D. Details of significant unobservable inputs

Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value				
	As at 30 September 2022	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**	**Remarks**
1) Financial liabilities measured at amortised cost					
Financial liabilities					
a) Fully Compulsory Convertible Debentures (unsecured)					
Business Value	14,041.30	14,197.81	18,118.00	10,725.78	The estimated fair value would increase (decrease) if the business value was higher (lower).
Risk Free rate	7.21%	5.40%	6.18%	6.14%	The estimated fair value would decrease (increase) if the risk free rate was higher (lower).
Volatility rate	77.30%	76.70%	44.05%	42.21%	The estimated fair value would increase (decrease) if the volatility rate was higher (lower).
b) Optionally convertible redeemable debentures (OCRD) (unsecured)					
Business Value	1,184.63	1,262.82	903.63	439.23	The estimated fair value would increase (decrease) if the business value was higher (lower).
Risk Free rate	7.63%	7.25%	6.87%	6.77%	The estimated fair value would decrease (increase) if the risk free rate was higher (lower).
Volatility rate	57.73%	56.81%	54.78%	56.80%	The estimated fair value would increase (decrease) if the volatility rate was higher (lower)
Significant unobservable inputs	**Inter-relationship between significant unobservable inputs and fair value**				
	As at 30 September 2022	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**	**Remarks**
c) Non Convertible Debentures (unsecured)					
Business Value	14,041.30	14,197.81	18,118.00	10,725.78	The estimated fair value would increase (decrease) if the business value was higher (lower).
Discount rate	32.90%	-	-	-	The estimated fair value would decrease (increase) if the discount rate was higher (lower).
d) Non Convertible Debentures (secured)					
Discount rate	22.90%-23.00%	21.80%	-	-	The estimated fair value would decrease (increase) if the discount rate was higher (lower).
2) Financial assets and liabilities measured at fair value					
Financial liabilities					
Non-current financial liabilities - Others - (Refer note 20)					
a) Derivative component of Convertible-PIK (secured)					
Business Value	14,041.30	14,197.81	NA	NA	The estimated fair value would increase (decrease) if the business value was higher (lower).
Risk free rate	7.24%	4.61%	NA	NA	The estimated fair value would decrease (increase) if the risk free rate was higher (lower).
Volatility rate	79.50%	92.20%	NA	NA	The estimated fair value would increase (decrease) if the volatility rate was higher (lower).
b) Derivative component of FCCDs					
Growth rate	-	-	3.00%	3.50%	The estimated fair value would increase (decrease) if the annual growth rate was higher (lower).
WACC rate	-	-	11.21%	10.54%	The estimated fair value would decrease (increase) if the WACC rate was higher (lower).
Volatility rate	-	-	44.05%	42.21%	The estimated fair value would increase (decrease) if the volatility rate was higher (lower).
c) Derivative component of NCDs					
Discount rate	-	-	26.00%	-	The estimated fair value would decrease (increase) if the discount rate was higher (lower).

(All amounts in Rupees millions, unless otherwise stated)

E. Sensitivity analysis of Level 3 fair values

a) For the fair value of derivative component of FCCDs, reasonably possible changes at the reporting date due to one of the significant unobservable inputs, holding other inputs constant, would have following effects.

	Profit / (loss)	
	Increase	Decrease
31 March 2020		
Growth rate (0.5% movement)	0.75	(0.36)
WACC rate (0.5% movement)	(0.44)	1.36
Volatility rate (0.5% movement)	0.18	(0.19)

	Profit / (loss)	
	Increase	Decrease
31 March 2021		
Growth rate (0.5% movement)	0.78	(0.70)
WACC rate (0.5% movement)	(1.28)	3.76
Volatility rate (0.5% movement)	0.20	(0.21)

b) For the fair value of derivative component of NCDs, reasonably possible changes at the reporting date due to one of the significant unobservable inputs, holding other inputs constant, would have following effects:

	Profit or (loss) / Equity, net of tax	
	Increase	Decrease
31 March 2021		
Discount rate (1% movement)	0.63	(0.66)

c) For the fair value of derivative component of convertible PIK, reasonably possible changes at the reporting date due to one of the significant unobservable inputs, holding other inputs constant, would have following effects:

(i) SAMHI JV Business Hotels Private Limited ("subsidiary")

	Profit or (loss), net of tax	
	Increase	Decrease
30 September 2022		
Business Value (5% movement)	(40.70)	40.40
Risk Free rate (1% movement)	0.40	(0.50)
Volatility rate (1% movement)	(0.50)	0.40
31 March 2022		
Business Value (5% movement)	(40.10)	40.00
Risk Free rate (1% movement)	0.90	(0.90)
Volatility rate (1% movement)	(0.70)	0.70

(ii) Barque Hotels Private Limited ("subsidiary")

	Profit or (loss), net of tax	
	Increase	Decrease
30 September 2022		
Business Value (5% movement)	(33.90)	33.70
Risk Free rate (1% movement)	0.30	(0.40)
Volatility rate (1% movement)	(0.40)	0.40
31 March 2022		
Business Value (5% movement)	(33.50)	33.20
Risk Free rate (1% movement)	0.70	(0.80)
Volatility rate (1% movement)	(0.70)	0.60

(All amounts in Rupees millions, unless otherwise stated)

F. Reconciliation of Level 3 fair values

Derivative component of FCCDs	**Amount**
Balance as at 1 April 2019	4.58
Net change in fair value	(3.97)
Balance as at 31 March 2020	**0.61**
Net change in fair value	2.69
Balance as at 31 March 2021	**3.30**
Net change in fair value	(3.30)
Balance as at 31 March 2022	-
Net change in fair value	-
Balance as at 30 September 2022	-

Derivative component of Non Convertible Debentures (unsecured)	
Balance as at 31 March 2020	-
Fair value of derivative component recognised during the year	20.42
Balance as at 31 March 2021	**20.42**
Fair value of derivative component recognised during the year	(20.42)
Balance as at 31 March 2022	-
Net change in fair value	-
Balance as at 30 September 2022	-

Derivative component of Convertible PIK	
Balance as at 31 March 2021	-
Fair value of derivative component recognised during the year	1,584.70
Balance as at 31 March 2022	**1,584.70**
Net change in fair value	(15.60)
Balance as at 30 September 2022	**1,569.10**

(All amounts in Rupees millions, unless otherwise stated)

47. Financial instruments – Fair values and risk management (continued)

G. Financial risk management

Risk management framework

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The Holding Company's Chief Financial Officer under the directions of the Board of Directors implements financial risk management policies across the Group. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, to monitor risks and adherence to limits in order to minimize the financial impact of such risks. The risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying amount of financial assets represent the maximum credit risk exposure. The Group has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis.

To cater to the credit risk for balances with banks, only high rated banks are accepted.

The Group has given security deposits to Government departments and to vendors for securing services from them and rental deposits for employee accommodations. The Group has other receivable balances outstanding as at period/year end from vendors for cost reimbursement and has loan balance outstanding as at period/year end from its KMP. Further, the Group has recognised government grant recoverable in respect of export incentives. The Group does not expect any default from these parties and accordingly the risk of default is negligible or nil.

Derivatives includes derivative component of FCCDs. The Group considers that this has a low credit risk as this transaction is with a party of high repute.

In respect of credit exposures from trade receivables/unbilled revenue/lease receivable, the Group has policies in place to ensure that sales on credit without collateral are made principally to travel agents and corporate companies with an appropriate credit history. Sales to other customers are made in cash or by credit/debit cards.

The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, their geographical location, industry and existence of previous financial difficulties, if any.

Reconciliation of loss allowance provision

	For the period 1 April 2022 to 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening balance	35.10	34.16	33.25	13.90
Provisions no longer required written back during the period/year	(2.97)	(0.73)	(2.31)	-
Provision made during the period/year	1.19	1.67	3.22	19.35
Closing balance	**33.32**	**35.10**	**34.16**	**33.25**

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(All amounts in Rupees millions, unless otherwise stated)

47. Financial instruments – Fair values and risk management (continued)

ii. Liquidity risk

The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium term and long-term funding and liquidity management requirements.

(a) Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted (except derivative financial liabilities).

		Contractual cash flows (INR)				
31 March 2020	**Carrying amount**	**Total**	**0-1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Non-current borrowings*^	18,638.45	18,071.54	-	5,880.24	3,594.73	8,596.57
Lease Liabilities	574.46	1,359.66	90.03	85.87	232.34	951.42
Other non-current financial liabilities	23.48	23.48	-	0.52	22.96	-
Current borrowings	2,345.84	2,345.84	2,345.84	-	-	-
Trade and other payables	682.70	682.70	682.70	-	-	-
Other current financial liabilities	233.14	233.14	233.14	-	-	-
	22,498.07	**22,716.36**	**3,351.71**	**5,966.63**	**3,850.03**	**9,547.99**

		Contractual cash flows (INR)				
31 March 2021	**Carrying amount**	**Total**	**0-1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Non-current borrowings*	18,706.29	17,668.53	-	980.85	6,588.41	10,099.27
Lease Liabilities	573.92	1,094.89	77.49	79.29	167.71	770.40
Other non-current financial liabilities	32.50	32.50	-	1.89	30.61	-
Current borrowings	5,164.02	5,164.02	5,164.02	-	-	-
Trade and other payables	1,002.63	1,002.63	1,002.63	-	-	-
Other current financial liabilities	530.91	530.91	530.91	-	-	-
	26,010.27	**25,493.48**	**6,775.05**	**1,062.03**	**6,786.73**	**10,869.67**
Derivative financial liabilities						
Other non current financial liabilities	20.42	20.42	-	-	20.42	-
	20.42	**20.42**	**-**	**-**	**20.42**	**-**

		Contractual cash flows (INR)				
31 March 2022	**Carrying amount**	**Total**	**0-1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Non-current borrowings*	23,742.21	24,871.19	-	3,656.80	13,699.96	7,514.43
Lease liabilities	528.10	1,228.54	98.90	81.18	190.61	857.85
Non-current trade payables	79.97	85.64	-	82.57	3.07	-
Other non-current financial liabilities	35.52	35.52	-	30.70	4.82	-
Current borrowings	2,191.03	2,191.03	2,191.03	-	-	-
Trade and other payables	1,225.05	1,225.05	1,225.05	-	-	-
Other current financial liabilities	146.34	146.34	146.34	-	-	-
	27,948.22	**29,783.31**	**3,661.32**	**3,851.25**	**13,898.46**	**8,372.28**
Derivative financial liabilities						
Other non current financial liabilities	1,584.70	1,584.70	-	-	1,584.70	-
	1,584.70	**1,584.70**	**-**	**-**	**1,584.70**	**-**

(All amounts in Rupees millions, unless otherwise stated)

			Contractual cash flows (INR)			
30 September 2022	**Carrying amount**	**Total**	**0-1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Non-current borrowings*	24,316.80	24,664.53	-	3,326.53	14,264.75	7,073.25
Non-current trade payables	112.06	114.36	-	114.36	-	-
Lease liabilities	503.20	1,186.70	93.80	72.10	181.90	838.90
Other non-current financial liabilities	31.19	31.19	-	25.89	5.30	-
Current borrowings	2,462.96	2,462.96	2,462.96	-	-	-
Trade and other payables	1,349.25	1,349.25	1,349.25	-	-	-
Other current financial liabilities	1,028.20	1,028.20	1,028.20	-	-	-
	29,803.66	**30,837.19**	**4,934.21**	**3,538.88**	**14,451.95**	**7,912.15**

			Contractual cash flows (INR)			
	Carrying amount	**Total**	**0-1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Derivative financial liabilities						
Other non current financial liabilities #	1,569.10	1,569.10	-	-	1,569.10	-
	1,569.10	**1,569.10**	**-**	**-**	**1,569.10**	**-**

^ The details disclosed are after considering the impact of moratorium with reference to RBI circular DOR.No.BP.BC.47/21.04.048/2019-20 dated 27 March 2020 and DOR.No.BP.BC.71/21.04.048/2019-20 dated 23 May 2020 for the period 1 March 2020 to 31 August 2020.

* Non-current borrowings include FCCDs which comprises present value of IFC CCD conversion shares value and present value of interest accrued. There is no liquidity risk on present value of IFC CCD conversion shares value as these are convertible into equity shares. Accordingly, no cash outflow for the same is considered in the above disclosure. Further, the management of the Group intends to pay interest accrued on such FCCDs upon expiry of 7 years from subscription date which has been disclosed accordingly.

Subsequent to 30 September 2022, liability has been settled by issue of equity shares of holding company. Refer Note 61.

Also, refer note 53 for disclosures on Going Concern assumption.

(b) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period/year:

	As at 30 September 2022	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Floating rate				
Expiring within one year (bank overdraft and other facilities)	84.93	109.70	177.31	42.50
Expiring beyond one year (term loan from banks/financial institutions and revolving credit facility from financial institutions)*	898.89	1,733.64	992.44	85.93
Working capital loan	-	-	380.00	-
	983.82	**1,843.34**	**1,549.75**	**128.43**

* Excludes undrawn facilities from IL&FS Financial Services Limited amounting to 30 September 2022: INR Nil; 31 March 2022: INR Nil; 31 March 2021 - 250.00; 31 March 2020 - INR 250.00

47. Financial instruments – Fair values and risk management (continued)

iii. Market risk
The Group is exposed to market risk primarily relating to the risk of changes in market prices, such as foreign exchange rates and interest rates, that will affect the Group's expense or the value of its holdings of financial instruments.

Currency risk

The Group's exposure to foreign currency risk is on account of payables for import of capital goods, management fees and other expenditure in currencies other than the functional currency of the Group.

Exposure to currency risk

The Group's exposure to foreign currency risk at the end of the reporting period/year are as follows:

30 September 2022

	Currency	Amount in foreign currency (in millions)	Amount in INR
Trade payables	USD	7.85	640.01

31 March 2022

	Currency	Amount in foreign currency (in millions)	Amount in INR
Trade payables	USD	7.20	548.32

31 March 2021

	Currency	Amount in foreign currency (in millions)	Amount in INR
Trade payables	USD	4.71	345.04

31 March 2020

	Currency	Amount in foreign currency (in millions)	Amount in INR
Trade payables	USD	2.56	188.65

(All amounts in Rupees millions, unless otherwise stated)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against foreign currency at period/year end would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit and loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	(Profit) / loss		**Equity, net of tax (increase) / decrease**	
Effect in INR	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
30 September 2022				
1% movement				
USD	6.40	(6.40)	6.40	(6.40)
	6.40	**(6.40)**	**6.40**	**(6.40)**

	(Profit) / loss		**Equity, net of tax (increase) / decrease**	
Effect in INR	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
31 March 2022				
1% movement				
USD	5.48	(5.48)	5.48	(5.48)
	5.48	**(5.48)**	**5.48**	**(5.48)**

	(Profit) / loss		**Equity, net of tax (increase) / decrease**	
Effect in INR	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
31 March 2021				
1% movement				
USD	3.45	(3.45)	2.91	(2.91)
	3.45	**(3.45)**	**2.91**	**(2.91)**

	(Profit) / loss		**Equity, net of tax (increase) / decrease**	
Effect in INR	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
31 March 2020				
1% movement				
USD	1.89	(1.89)	1.66	(1.66)
	1.89	**(1.89)**	**1.66**	**(1.66)**

(All amounts in Rupees millions, unless otherwise stated)

47. Financial instruments – Fair values and risk management (continued)

Interest rate risk

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

The Group evaluates the interest rates in the market on a regular basis to explore the option of refinancing of the borrowings of the Group. Moreover, majority of the Group's borrowings are primarily linked to floating interest rates, thereby resulting in the adjustments of its borrowing costs in line with the market interest.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments is as follows:

	Amount in INR			
	30 September 2022	**31 March 2022**	**31 March 2021**	**31 March 2020**
Fixed-rate instruments				
Financial assets - Bank deposits	1,166.42	443.15	376.25	964.86
Financial liabilities - Vehicle loans	3.64	3.95	8.22	9.40
Financial liabilities - Fully compulsory convertible debentures [FCCDs]	1,906.35	1,880.84	1,923.52	1,438.46
Financial liabilities - Non convertible debentures (secured)	6,807.04	5,556.70	-	-
Financial liabilities - Non convertible debentures (unsecured)	1,633.60	1,417.38	857.81	-
Financial liabilities - 25% Optionally convertible debentures (unsecured)	90.86	81.81	-	-
Financial liabilities - 18% Optionally convertible debentures (unsecured)	12.49	11.55	-	-
Financial assets - Loan to employees/Key Management Person	65.13	63.04	44.29	38.76
	11,685.53	**9,458.42**	**3,210.09**	**2,451.48**
Variable-rate instruments				
Financial liabilities - Cash credit and overdraft facilities from banks	226.25	144.98	147.95	304.38
Financial liabilities - Term loans from banks	9,290.00	9,233.26	8,466.81	7,461.39
Financial liabilities - Term loans/ revolving credit facilities from financial institutions	7,629.93	7,401.12	12,777.83	11,818.07
	17,146.18	**16,779.36**	**21,392.59**	**19,583.84**
Total	**28,831.71**	**26,237.78**	**24,602.68**	**22,035.32**

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit and loss. Therefore, a change in interest rates at the reporting date would not affect profit and loss. Also refer note 47A for fair value disclosure.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit and loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	(Profit) / loss		Equity, net of tax (increase) / decrease	
	100 bp increase	**100 bp decrease**	**100 bp increase**	**100 bp decrease**
30 September 2022				
Financial liabilities	84.32	(84.32)	84.32	(84.32)
Cash flow sensitivity (net)	**84.32**	**(84.32)**	**84.32**	**(84.32)**
31 March 2022				
Financial liabilities	159.10	(159.10)	159.10	(159.10)
Cash flow sensitivity (net)	**159.10**	**(159.10)**	**159.10**	**(159.10)**
31 March 2021				
Financial liabilities	193.88	(193.88)	193.88	(193.88)
Cash flow sensitivity (net)	**193.88**	**(193.88)**	**193.88**	**(193.88)**
31 March 2020				
Financial liabilities	178.36	(178.36)	163.32	(163.32)
Cash flow sensitivity (net)	**178.36**	**(178.36)**	**163.32**	**(163.32)**

(All amounts in Rupees millions, unless otherwise stated)

48 Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Board of Directors of the Holding company seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

The Group monitors capital using loan to value (LTV) method to ensure that the loan to value does not increase beyond 65% on any given reporting date at a group level.

As a part of its capital management policy, the Group did not have any continuing defaults in the repayment of loans and interest. There have been no material loan covenant defaults and there has been no intimation from the banks/ financial institutions for recalling any loan facility. The Group has sought and received waiver letters from all its lenders as at and for the period ended 30 September 2022.

49 Transfer Pricing

The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group continuously updates its documentation for the international transactions entered into with the associated enterprises during the period/year. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the restated consolidated financial information, particularly on the amount of tax expense and that of provision for taxation.

50 Lease disclosures

As lessee

The Group had adopted Ind AS 116 "Leases", effective annual reporting period 1 April 2019 and applied the standard to its leases using modified retrospective approach, with the cumulative effect of applying the standard, recognised on the date of the initial application (1 April 2019). In the Statement of Profit and Loss for the year ended 31 March 2020, the nature of expenses in respect to operating leases has changed from lease rent (in other expenses) into amortisation cost against the right-of-use assets and finance cost against interest accrued on lease liabilities.

The impact on the Statement of Profit and Loss for the financial year ended 31 March 2020 is as below:

Particulars	For the year ended 31 March 2020
Payment of rent lowered by	100.15
Amortisation of right-of-use assets is higher by	39.09
Finance cost on lease liabilities is higher by	59.57
Loss before tax is lower by	**1.49**

(All amounts in Rupees millions, unless otherwise stated)

Some leases of hotels contains variable lease payments that are based on revenue earned by the respective hotel in the Group. Variable rental payments and estimated impact on rent of 1% increase in revenue are as follows:

Details of rent expenses:

	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
Particulars	**Rent Expense**	**Estimated impact on rent of 1% increase in Revenue**	**Rent Expense**	**Estimated impact on rent of 1% increase in Revenue**	**Rent Expense**	**Estimated impact on rent of 1% increase in Revenue**	**Rent Expense**	**Estimated impact on rent of 1% increase in Revenue**
Expense relating to variable lease payments	50.34	0.50	44.98	0.45	27.56	0.28	60.17	0.60
Total rent	**50.34**	**0.50**	**44.98**	**0.45**	**27.56**	**0.28**	**60.17**	**0.60**

The Group had incurred expense on low value and short term leases for the period ended 30 September 2022 amounting to INR 0.06 (31 March 2022: 0.10, 31 March 2021: 0.37, 31 March 2020: 2.69)

The following table presents a maturity analysis of expected undiscounted cash flows for lease liabilities :

Particulars	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
0-1 year	93.80	98.90	77.49	90.03
1-2 years	72.10	81.18	79.29	85.87
2-5 years	181.90	190.61	167.71	232.34
More than 5 years	838.90	857.85	770.40	951.42
Total lease payments	**1,186.70**	**1,228.54**	**1,094.89**	**1,359.66**

The reconciliation of lease liabilities is as follows:

Particulars	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Opening balance	528.10	573.92	574.46	615.04
Additions	-	-	51.21	-
Amounts recognized in statement of profit and loss as interest expense	25.95	55.47	57.95	59.57
Payment of lease liabilities	(47.86)	(89.34)	(81.88)	(100.15)
Reversals during the period/year	(2.99)	(11.95)	(27.82)	-
Closing balance (Refer Note 19 and 24)	**503.20**	**528.10**	**573.92**	**574.46**
Non current lease liabilities	428.87	430.98	497.29	536.54
Current lease liabilities	74.33	97.12	76.63	37.92

Most of the leases entered by the Group are long term in nature and the underlying leased properties are being used as offices and hotel properties.

As lessor

The Group has undertaken fit-outs work at its property located in Hyderabad and provided the same on finance lease to selected companies for a period of 5 years. These leases have been accounted for as finance leases. Future minimum lease payments (MLP) under finance leases with the present value of the net MLP are as follows:

	As at 30 September 2022		As at 31 March 2022		As at 31 March 2021		As at 31 March 2020	
	Minimum lease payments	**Present value of MLP**	**Minimum lease payments**	**Present value of MLP**	**Minimum lease payments**	**Present value of MLP**	**Minimum lease payments**	**Present value of MLP**
Not later than one year	15.36	14.74	15.40	14.70	14.10	11.81	13.35	10.24
Later than one year and not later than five years	1.93	1.77	9.61	8.71	24.95	23.40	39.06	35.22
Later than five years	-	-	-	-	-	-	-	-
Total minimum lease payments	**17.29**	**16.51**	**25.01**	**23.41**	**39.05**	**35.21**	**52.41**	**45.46**
Less: Amounts representing unearned finance income	(0.78)	-	(1.60)	-	(3.84)	-	(6.95)	-
Present value of minimum lease payments	**16.51**	**16.51**	**23.41**	**23.41**	**35.21**	**35.21**	**45.46**	**45.46**

51 New standards and interpretations, not yet adopted

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules, 2015 as issued from time to time. As of 30 September 2022, MCA has not notified any new standards or amendments to the existing standards applicable to the Group that has not been applied.

(All amounts in Rupees millions except for share details and unless otherwise stated)

52 Share-based payments (Equity settled)

On 10 November 2016, the Board of Directors of the Holding Company approved 'Employee Stock Option Plan 2016' ("the Plan") that entitles senior employees to purchase shares in the holding company. These options provide the holders of such vested options, the opportunity to acquire equity shares in the holding company in the future at the exercise price mentioned in the option certificate. All options are to be settled by equivalent number of equity shares of INR 1 each as per the terms of the scheme. The key terms and conditions related to the grants under this plan are as follows:

Grant date/employees entitled	Number of instruments	Exercise Price (INR)	Vesting period #	Contractual life of options (years) *
Scheme 1:				
Options granted to senior employees on 21 November 2016				
Tranche 1	1,099,020	130.00	- 60% by Grant date - 40% by 31 December 2016	7.36
Tranche 1	539,470	130.00	- 30% by Grant date - 30% by 31 December 2016 - 40% by 31 December 2017	7.36
Tranche 2	275,790	115.40	- 30% by Grant date - 30% by 26 November 2017 - 40% by 26 November 2018	7.36
Tranche 3	124,400	191.90	- 10% by Grant date - 20% by 22 September 2017 - 30% by 22 September 2018 - 40% by 22 September 2019	7.36
Scheme 2:				
Options granted to senior employees on 21 March 2017	560,000	224.80	- 30% by 20 March 2018 - 30% by 20 March 2019 - 40% by 20 March 2020	7.03

As per the terms of the scheme, if a liquidity event occurs before the vesting period specified above, options shall vest in full upon the occurrence of the liquidity event. However, if the liquidity event occurs prior to the first anniversary of the grant date of an option, such option shall not be capable of vesting and shall lapse on the date of such liquidity event. In such a situation, the Compensation Committee shall determine how to compensate employees in respect of options that would otherwise have vested at the time of that liquidity event in accordance with the Plan.

* Contractual life of options has been disclosed based on the assumption that management expects the liquidity event to arise by 31 March 2024.

Exercise period:
(a) in the event of liquidity event, such reasonable period as determined by the compensation committee
(b) in the event of an early exercise opportunity, within a reasonable period prior to the anticipated date of completion of any proposed sale by a selling shareholder.

Number options granted, exercised and forfeited during the period/ year:

Particulars	For the period 1 April 2022 to 30 September 2022		For the year ended 31 March 2022		For the year ended 31 March 2021		For the year ended 31 March 2020	
	Number of options	Weighted Average Exercise Price (INR)	Number of options	Weighted Average Exercise Price (INR)	Number of options	Weighted Average Exercise Price (INR)	Number of options	Weighted Average Exercise Price (INR)
Options outstanding at beginning of period/year	2,472,300	148.26	2,472,300	148.26	2,472,300	148.26	2,598,680	151.80
Options granted during the period/year	-	-	-	-	-	-	-	-
Options exercised during the period/year	-	-	-	-	-	-	-	-
Options forfeited during the period/year	-	-	-	-	-	-	-	-
Options lapsed during the period/year			-	-	-	-	126,380	221.97
Options expired during the period/year	-	-	-	-	-	-	-	-
Options outstanding at the end of period/year	2,472,300	148.26	2,472,300	148.26	2,472,300	148.26	2,472,300	148.26
Options exercisable at the end of period/year	2,472,300	148.26	2,472,300	148.26	2,472,300	148.26	2,472,300	148.26

The options outstanding at the end of period/year had exercise prices in the range of INR 115.40 to INR 224.80 and the weighted average remaining contractual life as at 30 September 2022 is 1.50 years.

Measurement of fair values

The fair value at grant date is determined using the Binomial option pricing model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The binomial model is based on the description of an underlying instrument over a period of time rather than a single point. It breaks down the time to expiration into potentially a very large number of time intervals, or steps. A tree of stock prices is initially produced working forward from the present to expiration. At each step it is assumed that the stock price will move up or down by an amount calculated using volatility and time to expiration. This produces a binomial distribution, of underlying stock prices. The tree represents all the possible paths that the stock price could take during the life of the option.

The option prices at each step of the tree are calculated working back from expiration to the present. The option prices at each step are used to derive the option prices at the next step of the tree using risk neutral valuation based on the probabilities of the stock prices moving up or down, the risk free rate and the time interval of each step.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	As at 30 September 2022			
	Scheme 1			Scheme 2
	Tranche 1	Tranche 2	Tranche 3	
Weighted average fair value of the options at the grant dates (INR)	34.90	40.60	18.20	13.70
Share price at grant date (INR)	121.00	121.00	121.00	128.80
Exercise price (INR)	130.00	115.40	191.90	224.80
Expected volatility (weighted average volatility)	35.89%	35.89%	35.89%	35.89%
Expected dividend	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate (based on government bonds)	6.22%	6.22%	6.22%	6.82%

The risk free interest rates are determined based on the current yield to maturity of Government Bonds with 10 years residual maturity. Expected volatility has been based on an evaluation of the historical volatility of listed closest peer companies after making suitable adjustment on account of lack of marketability and size, particularly over the historical period commensurate with the expected term. The expected life may not necessarily be indicative of the exercise patterns that may occur. Dividend yield has been calculated taking into account the expected rate of dividend on equity share price as on the grant date.

In accordance with the above mentioned Scheme, 30 September 2022: INR Nil; 31 March 2022: INR Nil; 31 March 2021 - INR Nil, 31 March 2020 - INR (0.55) has been charged to the Statement of Profit and Loss in relation to the outstanding options.

Further, during the year ended 31 March 2022, the Board of Directors of the Company has approved that there would be no further grant of options under the Plan.

(All amounts in Rupees millions except for share details and unless otherwise stated)

53 Going concern:

The Group has a negative net worth of INR 8,232.55 as at 30 September 2022, incurred a net loss of INR 1,846.04 during the six months period ended 30 September 2022, and, as of that date, the Group's current liabilities exceeded its current assets by INR 2,854.44. As on 30 September 2022, the Group has been largely funded by loans from banks / financial institutions. The Group has contractual cash outflows of INR 4,934.21 which are due within 12 months of the balance sheet date.

With increased vaccinations and consequent reduction in the number of COVID-19 cases and easing of all travel restrictions, the Group has witnessed a strong recovery. Starting from Q1 FY 2022-23, the Group has witnessed improved business performance in terms of Average Room Revenue (ARR) and Occupancy levels. ARR and Average Occupancy levels in H1 FY 2022-23 and Q3 FY 2022-23 have reached INR 4,639 & 72% and INR 5,294 & 70% respectively. The Group has projected significant increase in its cash flow from operations during the years ending 31 March 2023 and 31 March 2024 as compared to previous year. The Group has a cash and bank balance of INR 1,576.2 (excluding restricted bank deposits), undrawn credit facilities of INR 983.82 as on 30 September 2022, and is expecting necessary approvals for credit facilities of INR 584.76 basis application to lenders under Emergency Credit Line Guarantee Scheme (ECLGS) which will assist the Group in meeting its short-term liabilities for the next 12 months. The Group has also refinanced its high-cost borrowings from Sarvara Investment Fund I and Standard Chartered Bank @ 19.5% p.a. and 11.75% p.a.-12.75% p.a. respectively, with Citibank and Citicorp @ 10.62% p.a-11.63% p.a. which will help in reducing the overall cost of borrowing for the Group. Further, the Board of Directors of the Holding Company has approved fund raise plan of upto INR 12,000 through Initial Public Offering ("IPO") of equity shares of the Holding Company.

Subsequent to 30 September 2022, the Group has also sold two hotels from the portfolio and have realized an amount of INR 954.58 against the sale. Out of the amount realized INR 872.68 has been used for debt reduction.

In view of the above, the management and the Board of Directors of the Holding Company believe that the Group will be able to meet all its contractual obligations and liabilities as and when they fall due in the near future and accordingly, these financial statements have been prepared on a going concern basis.

54 Impairment of asset

Impairment testing for cash-generating units

In accordance with Ind AS 36 "Impairment of Assets", the Group had identified individual hotels (consisting of property, plant and equipment and intangible assets) as a separate cash generating unit for the purpose of impairment review. Management periodically assesses whether there is an indication that an asset may be impaired using a comparison between carrying value of assets in books and the recoverable value. Recoverable value is considered as higher of fair value less costs of disposal and value in use.

Recoverable amount as at 31 March 2020 is value in use of the hotel and is based on discounted cash flow method which was classified as a level 3 fair value in the fair value hierarchy due to the inclusion of one or more unobservable inputs. There has been no change in the valuation technique as compared to previous years.

Based on the results of impairment testing for the hotels, the written down value of certain hotels as at 31 March 2020 had been reduced to recoverable values as mentioned below.

Entity	**Asset**	**Carrying value**	**Recoverable value**	**Impairment loss**
Argon Hotels Private Limited	Fairfield by Marriott - Chennai, OMR	645.26	541.41	103.85
Argon Hotels Private Limited	Caspia - Delhi, Shalimar Bagh	607.25	543.82	63.43
Barque Hotels Private Limited	Holiday Inn Express - Pune, Hinjewadi	211.38	178.59	32.79
Barque Hotels Private Limited	Holiday Inn Express - Pune, Pimpri	456.91	374.86	82.05
Barque Hotels Private Limited	Holiday Inn Express - Nashik, Ambad	214.19	169.13	45.06
Barque Hotels Private Limited	Holiday Inn Express - Chennai, OMR	587.91	494.61	93.30
Barque Hotels Private Limited	Holiday Inn Express - Hyderabad, Banjara Hills	455.12	411.19	43.93
CASPIA Hotels Private Limited	Renaissance - Ahmedabad, SG Highway	1,365.49	1,206.05	159.44
CASPIA Hotels Private Limited	Four Points by Sheraton - Vizag, City Center	1,386.31	1,220.75	165.56
SAMHI Hotels (Ahmedabad) Private Limited	Four Points by Sheraton - Ahmedabad, City Center	588.25	472.45	115.80
SAMHI Hotels Limited	Fairfield by Marriott - Bangalore, City Center	1,122.00	1,038.58	83.42
CASPIA Hotels Private Limited	Fairfield by Marriott - Coimbatore, Airport	890.56	845.60	44.96
Total		**8,530.63**	**7,497.04**	**1,033.59**

(All amounts in Rupees millions, unless otherwise stated)

In view of the management, the primary reasons for recognition of impairment loss in respect to the aforementioned hotel properties were high carrying value of property, plant and equipment due to deemed cost on land recorded in books in prior years and certain operational issues at the hotel.

Based on the results of impairment testing as at 31 March 2020, impairment on goodwill has been recognised in respect of following hotel assets:

Entity	Asset	Gross Carrying Value	Impairment loss	Net Carrying Value
SAMHI Hotels (Gurgaon) Private Limited	Hyatt Place - Gurgaon, Udyog Vihar	1.07	-	1.07
Paulmech Hospitality Private Limited	Holiday Inn Express - Kolkata, Rajarhaat	27.70	-	27.70
Ascent Hotels Private Limited	Hyatt Regency - Pune, Nagar Road	5.08	-	5.08
Barque Hotels Private Limited	Caspia Pro - Greater NOIDA, Knowledge Park	0.88	-	0.88
Barque Hotels Private Limited	Holiday Inn Express - Ahmedabad, SG Road	3.60	-	3.60
Barque Hotels Private Limited	Holiday Inn Express - Bangalore, Whitefield	5.13	-	5.13
Barque Hotels Private Limited	Holiday Inn Express - Gurgaon, Sohna Road	15.64	-	15.64
Barque Hotels Private Limited	Holiday Inn Express - Hyderabad, Hi-tech	3.46	-	3.46
Barque Hotels Private Limited	Holiday Inn Express - Bangalore, Tumkur Road	4.40	-	4.40
SAMHI Hotels (Ahmedabad) Private Limited	Four Points by Sheraton - Ahmedabad, City Center	170.85	170.85	-
Barque Hotels Private Limited	Holiday Inn Express - Pune, Hinjewadi	3.85	3.85	-
Barque Hotels Private Limited	Holiday Inn Express - Pune, Pimpri	8.32	8.32	-
Barque Hotels Private Limited	Holiday Inn Express - Nashik, Ambad	3.90	3.90	-
Barque Hotels Private Limited	Holiday Inn Express - Chennai, OMR	10.70	10.70	-
Barque Hotels Private Limited	Holiday Inn Express - Hyderabad, Banjara Hills	8.28	8.28	-
Total		**272.86**	**205.90**	**66.96**

Following the impairment loss on Goodwill recognised for above mentioned assets, the recoverable amount is equal to the carrying amount as at 31 March 2020. Therefore, any adverse movement in a key assumption would lead to further impairment.

Management has identified that a reasonably possible change in the key assumptions could cause a change in amount of impairment loss. The following table shows the amount by which the Impairment loss would change on change in these assumptions, all other factors remaining constant.

Increase/ (Decrease) in Impairment loss	For the year ended 31 March 2020
Discount Rate	
Increase by 1%	383.29
Decrease by 1%	(407.63)
Average Room Revenue (ARR) growth rate	
Increase by 1%	(385.13)
Decrease by 1%	385.09
Occupancy rate	
Increase by 5%	(945.12)
Decrease by 5%	948.09

Subsequent to 30 September 2022, the Group has sold off Four Points by Sheraton, Ahmedabad and realized a sales consideration of INR 629.08. Accordingly, as at 30 September 2022, the Group has remeasured the carrying value of the asset and reversed the impairment loss of INR 87.47 (net of depreciation) recorded in books in earlier years. The same has been recorded as gain on reversal of impairment under the head ‘exceptional item’ in the current period. The recoverable amount is determined on the basis of Business Transfer Agreements (“BTA”) entered with unrelated party for selling the property (level 2 fair value hierarchy).

Impairment loss recognised in books in respect to the carrying value of Property, Plant and Equipments, Right of Use Assets and Other Intangible Assets is as follows:

Entity	Asset	Impairment loss recognized in earlier years	Reversal of Impairment loss during the period ended 30 September 2022	Net Impairment loss as at 30 September 2022
Argon Hotels Private Limited	Fairfield by Marriott - Chennai, OMR*	103.85	-	103.85
Argon Hotels Private Limited	Caspia - Delhi, Shalimar Bagh	63.43	-	63.43
Barque Hotels Private Limited	Holiday Inn Express - Pune, Hinjewadi	32.79	-	32.79
Barque Hotels Private Limited	Holiday Inn Express - Pune, Pimpri	82.05	-	82.05
Barque Hotels Private Limited	Holiday Inn Express - Nashik, Ambad	45.06	-	45.06
Barque Hotels Private Limited	Holiday Inn Express - Chennai, OMR	93.30	-	93.30
Barque Hotels Private Limited	Holiday Inn Express - Hyderabad, Banjara Hills	43.93	-	43.93
CASPIA Hotels Private Limited	Renaissance - Ahmedabad, SG Highway	159.44	-	159.44
CASPIA Hotels Private Limited	Four Points by Sheraton - Vizag, City Center	165.56	-	165.56
SAMHI Hotels (Ahmedabad) Private Limited	Four Points by Sheraton - Ahmedabad, City Center	115.80	87.47	28.33
SAMHI Hotels Limited	Fairfield by Marriott - Bangalore, City Center	83.42	-	83.42
CASPIA Hotels Private Limited	Fairfield by Marriott - Coimbatore, Airport	44.96	-	44.96
Total		**1,033.59**	**87.47**	**946.12**

* As at 31 March 2022, Group has reclassified its Hotel's Land and Building at Fairfield by Marriott, Chennai, OMR as Assets Held for Sale.

Subsequent to 31 March 2020, based on the impairment analysis carried out by the management, no further impairment loss is required to be recorded in the financial statements.

The key assumptions used in the estimation of the recoverable amount are set out below.

Assumptions

	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Discount rate Pre tax / Post Tax	12.35% / 11.83%	12.22% / 11.70%	11.94%/11.40%	11.94%/11.40%
Average Room Revenue (ARR) growth rate	6% to 14%	6% to 25%	6% to 28%	(23.30%) to 26.70%
Terminal Value multiple	14 times	14 times	14 times	14 times
Occupancy rate	59% - 89%	21% - 89%	32% - 80%	11% - 85%

For assets, where there is no goodwill impairment, the management believes that any reasonably possible change in the key assumptions would not cause the recoverable amount to be lower than carrying amount of the CGU.

Based on the impairment testing performed, the management believes that any reasonably possible change in the key assumptions would not cause the recoverable amount to be lower than carrying amount of the CGU.

(All amounts in Rupees millions, unless otherwise stated)

55 Investment property disclosures

(i) Refer note 50 for future minimum lease payments under non-cancellable operating leases in respect of investment property given on lease.

(ii) Information regarding income and expenditure of investment property

	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Rental and maintenance income derived from investment property	38.26	73.90	64.76	40.65
Less: Direct operating expenses generating rental income	(14.28)	(28.60)	(11.61)	(11.55)
Profit arising from investment property before depreciation and indirect expenses	**23.98**	**45.30**	**53.15**	**29.10**

(iii) The Group has no restrictions on the realisability of investment property or the remittance of income and proceeds of disposal.

(iv) The Group carries out an independent valuation for its investment property. The fair value of the investment property is 30 September 2022: INR 907, 31 March 2022: INR 819.80, 31 March 2021: INR 728.70, 31 March 2020: INR 685.63. The fair valuation was performed by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The fair value measurement has been performed using discounted cash flows projections based on reliable estimates of future cash flows (Level 3 fair value hierarchy).

56 Other statutory information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
(ii) The Group do not have any transactions with companies struck off under Section 248 of the Companies Act 2013.
(iii) The Group do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial period / year.
(v) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(is), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Group does not have 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 provisions of the Income Tax Act, 1961).

(vii) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken.
(viii) The Group has not been declared a willful defaulter by any bank or other lender (as defined under the Companies Act, 2013), in accordance with the guidelines on willful defaulters.

(ix) The Group has complied with number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

57 During financial year ended 31 March 2021, the Group scrapped the plan for construction of Goregaon hotel (Mumbai, Maharashtra) and hence capital work in progress in relation to same amounting to INR 12.62 had been written off as an exceptional item. Refer Note 38.

(All amounts in Rupees millions, unless otherwise stated)

58 Restatement of financial statements

(a) During the year ended 31 March 2015, the Group issued 1,260,000 Fully Compulsory Convertible Debentures (FCCDs) of face value INR 1,000 each. These FCCDs were classified as a financial liability instrument and recorded at amortised cost.

In year ended 31 March 2022, it was noted that measurement of FCCDs was not in line with the prevailing accounting standards. This has been corrected by restating each of the affected financial statement line items for prior period.

(b) During the year ended 31 March 2016, the Group issued 6,726,394 Optionally convertible redeemable debentures (OCRDs) (unsecured) with a face value of INR 10 each at a premium of INR 35.23 each in March 2016 to Vascon Engineers Limited. These OCRDs were classified as a financial liability instrument and recorded at amortised cost.

In the period ended 30 September 2022, it was noted that measurement of OCRDs was not in line with the prevailing accounting standards. This has been corrected by restating each of the affected financial statement line items for prior period.

Break up of restatement for (a) and (b)

Particulars	As at and for the year ended 31 March 2022		
	Restatement impact	FCCD's (a)	OCRD's (b)
EQUITY AND LIABILITIES			
Other equity	165.10	-	165.10
Non -current Financial liabilities			
- Borrowings	(139.79)	-	(139.79)
Other Non-current liabilities	(32.45)	-	(32.45)
Current liabilities	7.14	-	7.14
Expenses			
Finance costs	(7.01)	-	(7.01)

Particulars	As at and for the year ended 31 March 2021		
	Restatement impact	FCCD's (a)	OCRD's (b)
EQUITY AND LIABILITIES			
Other equity	389.99	232.06	157.93
Non -current Financial liabilities			
- Borrowings	(372.30)	(232.06)	(140.24)
Other Non-current liabilities	(25.39)	-	(25.39)
Current liabilities	7.70	-	7.70
Expenses			
Finance costs	313.31	311.56	1.75

Particulars	As at and for the year ended 31 March 2020		
	Restatement impact	FCCD's (a)	OCRD's (b)
EQUITY AND LIABILITIES			
Other equity	703.84	543.90	159.94
Non -current Financial liabilities			
- Borrowings	(694.18)	(543.90)	(150.28)
Other Non-current liabilities	(17.88)	-	(17.88)
Current liabilities	8.22	-	8.22
Expenses			
Finance costs	(441.41)	(343.35)	(98.06)

Particulars	As at 1 April 2019		
	Restatement impact	FCCD's (a)	OCRD's (b)
EQUITY AND LIABILITIES			
Other equity	262.23	200.50	61.73

(All amounts in Rupees millions, unless otherwise stated)

1. As at and for the year ended 31 March 2022

i) **EQUITY AND LIABILITIES**

		Reported amount as at 31 March 2022	Restatement (Refer b above)	As at 31 March 2022 (Restated)
Equity				
	Other equity	(6,629.77)	165.10	(6,464.67)
Liabilities				
Non-current Liabilities				
	Financial liabilities			
	- Borrowings	23,882.00	(139.79)	23,742.21
	Other non-current liabilities	315.66	(32.45)	283.21
Current Liabilities				
	Other current liabilities	365.20	7.14	372.34

		Reported amount for the year ended 31 March 2022	Restatement (Refer b above)	For the year ended 31 March 2022 (Restated)
Expenses				
	Finance costs	3,467.10	(7.01)	3,460.09

ii) There is no impact on restated consolidated statement of cash flows on account of remeasurement of OCRD's

iii) **Earnings per share (EPS)**

	Reported amount for the year ended 31 March 2022	Restatement	For the year ended 31 March 2022 (Restated)
Basic earnings per share (INR)	(58.21)	0.09	(58.12)
Diluted earnings per share (INR)	(58.21)	0.09	(58.12)

2. As at and for the year ended 31 March 2021

i) **EQUITY AND LIABILITIES**

		Reported amount as at 31 March 2021	Restatement (Refer a and b above)	As at 31 March 2021 (Restated)
Equity				
	Other equity	(2,421.15)	389.99	(2,031.16)
Liabilities				
Non-current Liabilities				
	Financial liabilities			
	Borrowings	19,078.59	(372.30)	18,706.29
	Other non-current liabilities	331.01	(25.39)	305.62
Current Liabilities				
	Other current liabilities	420.45	7.70	428.15

		Reported amount for the year ended 31 March 2021	Restatement (Refer a and b above)	For the year ended 31 March 2021 (Restated)
Expenses				
	Finance costs	2,773.98	313.31	3,087.29

ii) There is no impact on restated consolidated statement of cash flows on account of remeasurement of FCCDs and OCRD's

(All amounts in Rupees millions, unless otherwise stated)

iii) **Earnings per share (EPS)**

	Reported amount for the year ended 31 March 2021	Restatement	For the year ended 31 March 2021 (Restated)
Basic earnings per share (INR)	(58.52)	(4.12)	(62.64)
Diluted earnings per share (INR)	(58.52)	(4.12)	(62.64)

3. As at and for the year ended 31 March 2020

i) **EQUITY AND LIABILITIES**

		Reported amount as at 31 March 2020	Restatement (Refer a and b above)	As at 31 March 2020 (Restated)
Equity				
	Other equity	2,042.93	703.84	2,746.77
Liabilities				
Non-current Liabilities				
	Financial liabilities			
	Borrowings	19,332.63	(694.18)	18,638.45
	Other non-current liabilities	344.60	(17.88)	326.72
Current Liabilities				
	Other current liabilities	304.80	8.22	313.02

		Reported amount for the year ended 31 March 2020	Restatement (Refer a and b above)	For the year ended 31 March 2020 (Restated)
Expenses				
	Finance costs	2,521.10	(441.41)	2,079.69

ii) There is no impact on restated consolidated statement of cash flows on account of remeasurement of FCCDs and OCRD's

iii) **Earnings per share (EPS)**

	Reported amount for the year ended 31 March 2020	Restatement	For the year ended 31 March 2020 (Restated)
Basic earnings per share (INR)	(45.49)	5.84	(39.65)
Diluted earnings per share (INR)	(45.49)	5.84	(39.65)

4 As at 01 April 2019

EQUITY AND LIABILITIES

		Reported amount as at 01 April 2019	Restatement (Refer a and b above)	As at 01 April 2019 (Restated)
Equity				
	Other equity	5,194.58	262.23	5,456.81

5 All related disclosures for the year ended 31 March 2022, 31 March 2021 and 31 March 2020, have been restated, where applicable.

(All amounts in Rupees millions, unless otherwise stated)

59 Pursuant to amendment in Schedule III to the Companies Act, 2013, effective from 1 April 2021, the Company has modified the classification of security deposits from "Loans" to "Other financial assets" , Current maturities of long-term borrowings from "Other financial liabilities" to "Current financial liabilities - Borrowings" and classification of unbilled revenue from "Other current financial assets" to "Trade receivable". Comparative amounts in the notes to the financial statements were reclassified for consistency.

	31 March 2022		31 March 2021		31 March 2020	
	As per earlier reported	**Revised classification**	**As per earlier reported**	**Revised classification**	**As per earlier reported**	**Revised classification**
Assets						
Non current assets						
Financial assets						
Loans	-	-	175.20	44.29	121.86	-
Others	-	-	179.10	312.50	570.31	692.17
Current assets						
Financial assets						
Trade receivable	177.66	247.83	142.90	179.42	283.71	336.77
Loans	-	-	4.54	-	49.18	38.76
Others	116.94	46.77	94.90	62.95	194.59	151.95
Other current assets	-	-	2.50	-	-	-
Liabilities						
Current liabilities						
Financial liabilities						
Borrowings	-	-	147.95	5,164.02	304.37	2,345.84
Other financial liabilities	-	-	5,547.00	530.91	2,274.61	233.14

60 The shareholders' at the Extraordinary General Meeting ('EGM") of the Company held on 2 August 2019, approved the following:
a) conversion of company from "Private Limited" to "Public Limited" and consequently the name of the company be changed from SAMHI Hotels Private Limited to SAMHI Hotels Limited by deleting the word (Private) before (Limited).
b) increase of the existing authorized share capital of the Company from INR 100 to INR 130.
c) sub-division of the existing authorized share capital of the Holding Company comprising equity shares of INR 10 each to equity shares of INR 1 each.

61 Events occurring after the Balance Sheet date:

Subsequent to the period end, following events have occurred:

(i) The Group has refinanced its high-cost borrowings from Sarvara Investment Fund I and Standard Chartered Bank @ 19.5% p.a. and 11.75% p.a-12.75% p.a respectively, with Citi Bank and Citi Corp @ 10.62% p.a-11.63% p.a which will help in reducing the overall cost of borrowing for the Group.

(ii) On 13 January 2023, the Group has signed Business Transfer Agreements ("BTA") with Greenpark Hotels and Resorts Limited ("Greenpark") for selling its business at Fairfield by Marriott, Chennai and Four Points by Sheraton, Ahmedabad (including assets, contracts, employees, hotel building and liabilities), as a going concern on a slump sale basis as per the terms and conditions set forth in the BTA. The transaction for sale of both properties has been completed.

(iii) The Board of Directors vide meeting dated 27 March 2023 noted that SAMHI Hotels Limited ("the Holding Company") is considering to acquire 100% of the securities held by ACIC Mauritius 1 and ACIC Mauritius 2 ('Sellers') in Duet India Hotels (Jaipur) Private Limited, Duet India Hotels (Pune) Private Limited, Duet India Hotels (Ahmedabad) Private Limited, Duet India Hotels (Hyderabad) Private Limited, Duet India Hotels (Chennai) Private Limited, Duet India Hotels (Bangalore) Private Limited, Duet India Hotels (Chennai OMR) Private Limited, ACIC Advisory Private Limited and Duet India Hotels (Navi Mumbai) Private Limited (herein collectively referred as the 'ACIC Portfolio') as part of a swap transaction, wherein as consideration the Holding Company shall issue and allot certain equity shares of the Company ("Proposed Transaction"). The Holding Company is in the process of executing a share subscription and purchase agreement ("SSPA") with the Sellers and ACIC Portfolio Companies. The consent of the Shareholders have been received for this transaction. The acquisition is yet to be completed.

(iv) SAMHI Hotels Limited ("the Holding Company") has allotted 8,202,419 equity shares to Sarvara Investment Fund I against derivative component of convertible PIK (secured NCDs issued by SAMHI JV Business Hotels Private Limiyed and Barque Hotels Private Limited, subsidiaties) pursuant to board resolution dated February 27, 2023.

(v) SAMHI Hotels Limited ("the Holding Company") has allotted 861,427 equity shares on conversion of 780 optionally convertible debentures pursuant to board resolution dated March 7, 2023.

62 The Group has foreign currency payables of INR 49.00 million towards management & license fee and incentives etc. which are outstanding for more than three years as on 30 September 2022. As per Foreign Exchange Management Act, 1999 and the applicable rules/regulations, in case of any foreign currency dues which are not remitted within a period of three years, approval from Reserve Bank of India (RBI) is required. In view of the management, the Group was unable to clear these dues within the time stipulated under law due to financial difficulties encountered by the Hotel Industry on account of COVID-19. Subsequent to March 2022, the Hotel Industry has witnessed significant improvement in its cash flows and the Group has settled some of these dues and intends to settle the balance dues in the near future. The Group is of the view that it will be in a position to get the necessary approvals from RBI/ Authorised Dealer (AD) banker, if any, and will not result in imposition of any penalty which will be material to these consolidated financial statements.

As per our examination report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

Rahul Nayar
Partner
Membership No.: 508605

Place: Gurugram
Date: 27 March 2023

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Ashish Jakhanwala	**Manav Thadani**	**Rajat Mehra**	**Sanjay Jain**
Managing Director and CEO	*Director*	*Chief Financial Officer*	*Company Secretary*
DIN: 03304345	DIN: 00534993		Membership No.: F6137
Place: Gurugram	Place: Gurugram	Place: Gurugram	Place: Gurugram
Date: 27 March 2023	Date: 27 March 2023	Date: 27 March 2023	Date: 27 March 2023

PRO FORMA CONDENSED FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA CONDENSED FINANCIAL INFORMATION INCLUDED IN DRAFT RED HERRING PROSPECTUS

The Board of Directors
SAMHI Hotels Limited
14th Floor, Tower C,
DLF Building No. 10,
DLF Cyber City, Phase II,
Gurugram, Haryana – 122002

30 March 2023

Report on the compilation of Pro forma Condensed Financial Information included in Draft Red Herring Prospectus

We have completed our assurance engagement to report on the compilation of Pro forma Condensed Financial Information of SAMHI Hotels Limited (the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "SAMHI") and the following entities in the ACIC portfolio prepared by the Management of the Holding Company:

- Duet India Hotels (Chennai) Private Limited
- Duet India Hotels (Hyderabad) Private Limited
- Duet India Hotels (Pune) Private Limited
- Duet India Hotels (Bangalore) Private Limited
- Duet India Hotels (Ahmedabad) Private Limited
- Duet India Hotels (Navi Mumbai) Private Limited
- Duet India Hotels (Chennai OMR) Private Limited
- Duet India Hotels (Jaipur) Private Limited
- ACIC Advisory Private Limited

(collectively referred to as "ACIC Portfolio")
(SAMHI and ACIC Portfolio are collectively referred to as "Group")

The Pro forma Condensed Financial Information consists of the Pro forma Condensed Balance Sheet as at 30 September 2022 and 31 March 2022, the Pro forma Condensed Statement of Profit and Loss (including other comprehensive income) for the six month period ended 30 September 2022, and for the year ended 31 March 2022 and select explanatory notes (collectively " Pro forma Condensed Financial Information"), as set out in the Draft Red Herring Prospectus prepared by the Holding Company in connection with its proposed Initial Public Offer of equity shares ("IPO"). The applicable criteria on the basis of which the Management of the Holding Company has compiled the Pro forma Condensed Financial Information is described in Note 2 of Pro forma Condensed Financial Information. Because of its nature, the Pro forma Condensed Financial Information does not represent the Group's actual financial position and financial performance.

The Pro forma Condensed Financial Information has been compiled by the Management of the Holding Company to illustrate the impact of the proposed acquisition of ACIC Portfolio as set out in Note 2 of the Pro forma Condensed Financial Information on SAMHI's financial position as at 30 September 2022 and 31 March 2022 and SAMHI's financial performance for the six month period ended 30 September 2022 and year ended 31 March 2022 as if the acquisition of ACIC Portfolio impacting SAMHI's financial position had been consummated on 30 September 2022 and 31 March 2022 respectively and its financial performance for the six month period ended 30 September 2022 and for the year ended 31 March 2022 as if the acquisition of ACIC Portfolio had consummated at 1 April 2022 and 1 April 2021 respectively. As part of this process, information about the SAMHI's financial position, financial performance have been extracted by the Management from the Holding Company's restated consolidated financial information as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022.

Information about ACIC Portfolio has been extracted and compiled by the Holding Company from:

(i) the Special Purpose Preliminary Ind AS Financial Statements of Duet India Hotels (Ahmedabad) Private Limited, Duet India Hotels (Chennai) Private Limited, Duet India Hotels (Hyderabad) Private Limited , Duet India Hotels (Pune) Private Limited, Duet India Hotels (Chennai OMR) Private Limited and Duet India Hotels (Jaipur) Private Limited as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 on which S.R. Batliboi & Co. LLP, Chartered Accountants has issued their respective audit reports on 24 March 2023.

(ii) the Special Purpose Preliminary Ind AS Financial Statements of Duet India Hotels (Bangalore) Private Limited and Duet India Hotels (Navi Mumbai) Private Limited as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 on which Lodha & Co, Chartered Accountants has issued their respective audit reports on 24 March 2023.

(iii) the Special Purpose Preliminary Ind AS Financial Statements of ACIC Advisory Private Limited as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 on which MASA & Company, Chartered Accountants has issued their respective audit reports on 24 March 2023.

These Special Purpose Preliminary Ind AS Financial Statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act 2013 ("the Act"). We have been provided access to audit reports of these other firms of chartered accountants by the Management of the Holding Company. The intragroup eliminations (between ACIC Portfolio entities) have been extracted by the Management of the Holding Company from the related party disclosures in the Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio.

Management's Responsibility for the Pro forma Condensed Financial Information

Management of the Holding Company is responsible for compiling the Pro forma Condensed Financial Information on the basis as set out in Note 2 to the Pro forma Condensed Financial Information which has been approved by the Board of Directors of the Holding Company on 27 March 2023. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Pro forma Condensed Financial Information on the basis as set out in Note 2 to the Pro forma Condensed Financial Information that is free from material misstatement, whether due to fraud or error. The Management of the Holding Company is also responsible for identifying and ensuring that the Holding Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Pro forma Condensed Financial Information.

Auditor's Responsibilities

Our responsibility is to express an opinion about whether the Pro forma Condensed Financial Information has been compiled, in all material respects, by the Management of the Holding Company on the basis as set out in Note 2 to the Pro forma Condensed Financial Information.

We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus", issued by the Institute of Chartered Accountants of India ("ICAI"). This Standard requires that the auditor comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the Pro forma Condensed Financial Information on the basis set out in Note 2 to the Pro forma Condensed Financial Information.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro forma Condensed Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro forma Condensed Financial Information.

Our work has not been carried out in accordance with the auditing or other standards and practices generally accepted in jurisdictions other than India and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"). This Pro forma Condensed Financial Information has been included on a voluntary basis as an additional information in the Draft Red Herring Prospectus ("DRHP") based on the advice by the Book Running Lead Manager ("BRLMs") (which has been provided to us by the Management of the Holding Company) considering it is a proposed material acquisition.

The purpose of the Pro forma Condensed Financial Information included in the DRHP is solely to illustrate the impact of the above-mentioned proposed acquisition of ACIC Portfolio on the unadjusted financial information of SAMHI as if the acquisition of ACIC Portfolio had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the above-mentioned acquisition as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 would have been as presented.

A reasonable assurance engagement is to report on whether the Pro forma Condensed Financial Information has been compiled, in all material respects, on the basis of the applicable criteria which involves performing procedures to assess whether the applicable criteria used by the Management of the Holding Company in the compilation of the Pro forma Condensed Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the above mentioned acquisition, and to obtain sufficient appropriate evidence about whether:

• The related pro forma adjustments give appropriate effect to those criteria; and
• The Pro forma Condensed Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the auditor's judgement, having regard to the auditor's understanding of the nature of the Group, the event or transaction in respect of which the Pro forma Condensed Financial Information has been compiled, and other relevant engagement circumstances.

This report should not in any way be construed as re-issuance or re-dating any of the previous audit reports issued by us on the financial statements of SAMHI referred above. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

The engagement also involves evaluating the overall presentation of the Pro forma Condensed Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro forma Condensed Financial Information has been compiled, in all material respects, on the basis set out in Note 2 of the Pro forma Condensed Financial Information.

Emphasis of matters

1. We draw attention to Note 2 (b) and 2 (f) to the accompanying Pro forma Condensed Financial Information with regard to use of provisional purchase price and provisional purchase price allocation based on the fair value of the net assets acquired. All these balances specified in Note 4 to the Pro forma Condensed Financial Information considered as adjustments to Pro forma Condensed Financial Information, may change materially when the Company carries out the proposed transaction.

2. We draw attention to Note 2 (g) to the accompanying Pro forma Condensed Financial Information which describes the basis of accounting and presentation of the Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio entities. The auditors of the Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio entities, without modifying their report, have included an emphasis of matter in their respective audit reports which mentions that there is a possibility that the Special Purpose Preliminary Ind AS Financial Statements may require adjustment before constituting the General Purpose Ind AS financial statements prepared for statutory filing purposes.

Our opinion is not modified in respect of these matters.

Other Matter

The Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio as at and for the six month period ended 30 September 2022 and for the year ended 31 March 2022 used by the management of the Holding Company for compilation of Pro forma Condensed Financial Information were audited by other firms of Chartered accountants (auditors of ACIC Advisory Private Limited is not a peer reviewed firm, as mentioned in Note 2(g)(ii) of Pro forma Condensed Financial Information), whose reports have been furnished to us by the Management of the Holding Company and our opinion on the Pro forma Condensed Financial Information, in so far as it relates to the amounts and disclosures included in respect of Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio, is based solely on the reports of the other auditors.

Restriction of use

Our report is intended solely for use of the Board of Directors of the Holding Company for inclusion in the Draft Red Herring Prospectus to be filed with Securities and Exchange Board of India ("SEBI") in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. The Pro forma Condensed Financial Information is not a complete set of financial statements of the Group prepared in accordance with the Ind AS prescribed under Section 133 of the Act, as applicable and is not intended to give a true and fair view of the financial position of the Group as at 30 September 2022 and 31 March 2022, and of its financial performance (including other comprehensive income) for the six month period ended 30 September 2022 and for the year ended 31 March 2022 in accordance with the Ind AS prescribed under Section 133 of the Act, as applicable. As a result, this Pro forma Condensed Financial Information may not be suitable for any other purpose. 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 without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

Rahul Nayar
Partner
Membership Number: 508605
ICAI UDIN: 23508605BGZYHO6905

Place: Gurugram
Date: 30 March 2023

SAMHI Hotels Limited
Pro forma Condensed Balance Sheet as at 30 September 2022
(All amounts in rupees millions, unless otherwise stated)

	Note	SAMHI Hotels Limited	Duet India Hotels (Chennai) Private limited	Duet India Hotels (Hyderabad) Private limited	Duet India Hotels (Pune) Private limited	Duet India Hotels (Bangalore) Private limited	Duet India Hotels (Ahmedabad) Private limited	Duet India Hotels (Navi Mumbai) Private limited	Duet India Hotels (Chennai OMR) Private limited	Duet India Hotels (Jaipur) Private limited	ACIC Advisory Private limited	Pro forma adjustments		Pro forma Condensed Financial Information
												Intragroup eliminations	Acquisition adjustments	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(Sum = 1 to 12)
ASSETS														
Non-current assets														
Property, plant and equipment	*4(a)(ii)*	18,886.70	332.20	1,234.94	1,434.01	-	816.95	-	458.05	100.97	3.78	-	1,501.88	24,769.48
Capital work-in-progress		197.37	-	-	-	-	1.12	120.58	-	-	-	-	-	319.07
Right-of-use assets	*4(a)(ii)*	896.87	67.29	-	-	2.19	-	689.63	-	778.20	-	(2.19)	69.30	2,501.29
Investment property		147.63	-	-	-	-	-	-	-	-	-	-	-	147.63
Goodwill	*4(a)(i)*	66.96	-	-	-	-	-	-	-	-	-	-	3,937.28	4,004.24
Other intangible assets		44.02	0.90	2.11	0.50	-	0.80	-	1.01	-	-	-	-	49.34
Financial assets														
Investment	*4(a)(iv)*	-	-	752.50	1,265.82	-	-	-	-	-	-	(1,571.71)	(446.61)	-
Loans		60.87	-	2.11	10.94	-	-	-	-	-	-	-	-	73.92
Other financial assets		462.35	10.70	24.39	35.45	0.05	25.69	0.08	22.70	9.66	0.05	-	-	591.12
Deferred tax assets (net)		-	-	-	-	1.33	-	-	-	-	-	-	-	1.33
Income tax assets (net)		159.02	2.50	7.26	20.35	-	0.83	-	2.72	3.14	-	-	-	195.82
Other non-current assets		93.14	3.66	2.74	0.92	-	1.23	-	3.69	-	-	-	-	105.38
Total non-current assets		**21,014.93**	**417.25**	**2,026.05**	**2,767.99**	**3.57**	**846.62**	**810.29**	**488.17**	**891.97**	**3.83**	**(1,573.90)**	**5,061.85**	**32,758.62**
Current assets														
Inventories		25.84	1.74	5.42	3.19	3.29	-	-	0.60	2.43	-	-	-	42.51
Financial assets														
Trade receivables		598.42	28.11	62.27	73.97	38.35	12.66	-	8.96	6.81	12.48	(49.99)	-	792.04
Cash and cash equivalents		1,128.62	13.14	38.83	38.04	3.45	12.74	0.40	8.99	11.59	1.85	-	-	1,257.65
Bank balances other than cash and cash equivalents above		330.85	-	-	0.38	-	-	-	-	-	-	-	-	331.23
Loans		4.26	-	0.63	19.75	9.17	-	15.93	0.36	-	-	(45.84)	-	4.26
Other financial assets		87.33	0.32	0.57	0.12	1.58	0.19	-	0.14	0.22	1.17	-	-	91.64
Current tax assets (net)		-	-	-	-	-	-	-	-	-	2.77	-	-	2.77
Other current assets		339.02	9.38	37.18	11.33	5.65	7.64	0.12	14.26	8.14	0.24	(22.01)	-	410.95
Total current assets		**2,514.34**	**52.69**	**144.90**	**146.78**	**61.49**	**33.23**	**16.45**	**33.31**	**29.19**	**18.51**	**(117.84)**	**-**	**2,933.05**
Assets held for sale		395.52	-	-	-	-	-	-	-	-	-	-	-	395.52
		2,909.86	**52.69**	**144.90**	**146.78**	**61.49**	**33.23**	**16.45**	**33.31**	**29.19**	**18.51**	**(117.84)**	**-**	**3,328.57**
TOTAL ASSETS		**23,924.79**	**469.94**	**2,170.95**	**2,914.77**	**65.06**	**879.85**	**826.74**	**521.48**	**921.16**	**22.34**	**(1,691.74)**	**5,061.85**	**36,087.19**
EQUITY AND LIABILITIES														
Equity														
Equity share capital	*4(a)(v)*	76.27	40.46	49.90	181.56	23.67	30.10	55.67	44.55	69.97	0.10	(125.64)	(370.34)	76.27
Instruments entirely equity in nature	*4(a)(v)*	-	345.47	1,626.52	2,924.32	-	647.98	-	580.64	753.08	-	(635.62)	(6,242.39)	-
Other equity	*4(a)(v)*	(8,308.82)	(300.34)	(254.32)	(1,324.66)	(9.90)	(275.54)	489.92	(688.86)	(268.08)	(7.60)	(568.75)	11,790.28	273.33
Total equity		**(8,232.55)**	**85.59**	**1,422.10**	**1,781.22**	**13.77**	**402.54**	**545.59**	**(63.67)**	**554.97**	**(7.50)**	**(1,330.01)**	**5,177.55**	**349.60**
Liabilities														
Non-current liabilities														
Financial liabilities														
Borrowings	*4(a)(vi)*	24,316.80	319.80	528.92	955.97	-	413.07	241.36	491.87	314.49	-	(241.36)	(73.13)	27,267.79
Lease liabilities		428.87	-	-	-	1.30	-	-	-	-	-	(1.30)	-	428.87
Trade payables														
- total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-	-	-	-	-	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		112.06	-	-	-	-	-	-	-	-	-	-	-	112.06
Other financial liabilities		1,600.29	-	-	-	-	-	-	-	-	-	-	-	1,600.29
Provisions		53.74	0.81	2.01	5.84	1.86	1.30	-	1.17	2.10	4.54	-	-	73.37
Deferred tax liabilities (net)		-	-	-	-	-	-	39.46	-	-	-	-	-	39.46
Other non-current liabilities		271.80	-	46.38	-	-	-	-	-	-	-	-	-	318.18
Total non-current liabilities		**26,783.56**	**320.61**	**577.31**	**961.81**	**3.16**	**414.37**	**280.82**	**493.04**	**316.59**	**4.54**	**(242.66)**	**(73.13)**	**29,840.02**
Current liabilities														
Financial liabilities														
Borrowings		2,462.96	-	38.00	17.50	-	4.00	-	-	3.00	-	(15.00)	-	2,510.46
Lease liabilities		74.33	-	-	-	1.26	-	-	-	-	-	(1.26)	-	74.33
Trade payables														
- total outstanding dues of micro enterprises and small enterprises		26.81	1.00	-	1.68	-	1.55	-	0.06	1.80	-	-	-	32.90
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,322.44	40.56	38.28	67.59	33.27	28.11	-	29.34	34.70	2.11	(49.99)	-	1,546.41
Other financial liabilities	*4(a)(iv)*	1,028.20	10.53	16.21	68.29	2.25	12.01	0.32	18.62	5.12	22.00	(52.82)	(42.57)	1,088.16
Other current liabilities		428.19	3.87	41.81	16.14	0.54	13.09	0.01	17.40	4.77	0.18	-	-	526.00
Provisions		25.85	7.78	37.24	0.54	0.14	4.18	-	26.69	0.21	1.01	-	-	103.64
Current tax liabilities (net)		-	-	-	-	10.67	-	-	-	-	-	-	-	10.67
Total current liabilities		**5,368.78**	**63.74**	**171.54**	**171.74**	**48.13**	**62.94**	**0.33**	**92.11**	**49.60**	**25.30**	**(119.07)**	**(42.57)**	**5,892.57**
Liability against asset held for sale		5.00	-	-	-	-	-	-	-	-	-	-	-	5.00
		5,373.78	**63.74**	**171.54**	**171.74**	**48.13**	**62.94**	**0.33**	**92.11**	**49.60**	**25.30**	**(119.07)**	**(42.57)**	**5,897.57**
TOTAL EQUITY AND LIABILITIES		**23,924.79**	**469.94**	**2,170.95**	**2,914.77**	**65.06**	**879.85**	**826.74**	**521.48**	**921.16**	**22.34**	**(1,691.74)**	**5,061.85**	**36,087.19**

Note : The above statement should be read with notes to Pro forma Condensed Financial Information.

As per our compilation report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Rahul Nayar
Partner
Membership No.: 508605

Place: Gurugram
Date: 30 March 2023

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Place: Gurugram
Date: 27 March 2023

Rajat Mehra
Chief Financial Officer

Place: Gurugram
Date: 27 March 2023

Sanjay Jain
Senior Director-Corporate Affairs & Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 27 March 2023

SAMHI Hotels Limited
Pro forma Condensed Statement of Profit and Loss for the six months ended 30 September 2022
(All amounts in rupees millions, unless otherwise stated)

	Note	SAMHI Hotels Limited	Duet India Hotels (Chennai) Private limited	Duet India Hotels (Hyderabad) Private limited	Duet India Hotels (Pune) Private limited	Duet India Hotels (Bangalore) Private limited	Duet India Hotels (Ahmedabad) Private limited	Duet India Hotels (Navi Mumbai) Private limited	Duet India Hotels (Chennai OMR) Private limited	Duet India Hotels (Jaipur) Private limited	ACIC Advisory Private limited	Pro forma adjustments		Pro forma Condensed Financial Information
												Intragroup eliminations	Acquisition adjustments	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(Sum = 1 to 12)
Income														
Revenue from operations		3,430.60	74.30	247.93	265.03	67.71	97.55	-	71.04	100.59	11.40	(25.43)	-	4,340.72
Other income		109.45	2.91	5.41	1.00	-	2.01	25.33	0.94	1.05	0.01	-	-	148.11
Total income		**3,540.05**	**77.21**	**253.34**	**266.03**	**67.71**	**99.56**	**25.33**	**71.98**	**101.64**	**11.41**	**(25.43)**	**-**	**4,488.83**
Expenses														
Cost of materials consumed		282.26	5.75	17.21	20.40	26.29	6.53	-	4.04	6.64	-	(12.95)	-	356.17
Employee benefits expense		592.08	12.06	25.00	37.18	18.76	19.20	-	14.21	20.47	11.64	-	-	750.60
Other expenses		1,499.46	44.76	107.03	120.61	13.46	46.64	1.02	41.30	56.64	1.72	(11.85)	-	1,920.79
		2,373.80	**62.57**	**149.24**	**178.19**	**58.51**	**72.37**	**1.02**	**59.55**	**83.75**	**13.36**	**(24.80)**	**-**	**3,027.56**
Earnings/ (loss) before finance cost, depreciation and amortisation, tax and exceptional items		**1,166.25**	**14.64**	**104.10**	**87.84**	**9.20**	**27.19**	**24.31**	**12.43**	**17.89**	**(1.95)**	**(0.63)**	**-**	**1,461.27**
Finance costs		2,644.18	17.72	56.08	53.62	0.34	22.95	15.10	40.16	18.01	-	(0.16)	-	2,868.00
Depreciation and amortisation expense	*4(a)(iii)*	480.96	17.92	39.09	22.15	0.47	14.86	6.10	15.98	6.73	-	(0.47)	57.08	660.87
		3,125.14	**35.64**	**95.17**	**75.77**	**0.81**	**37.81**	**21.20**	**56.14**	**24.74**	**-**	**(0.63)**	**57.08**	**3,528.87**
(Loss)/ profit before tax and exceptional items		**(1,958.89)**	**(21.00)**	**8.93**	**12.07**	**8.39**	**(10.62)**	**3.11**	**(43.71)**	**(6.85)**	**(1.95)**	**-**	**(57.08)**	**(2,067.60)**
Exceptional items (gain) / loss		(112.99)	-	-	2.40	-	-	-	-	-	-	-	-	(110.59)
(Loss)/ profit before tax		**(1,845.90)**	**(21.00)**	**8.93**	**9.67**	**8.39**	**(10.62)**	**3.11**	**(43.71)**	**(6.85)**	**(1.95)**	**-**	**(57.08)**	**(1,957.01)**
Tax expense/(income)														
Current tax		0.14	-	-	-	1.26	-	-	-	-	-	-	-	1.40
Deferred tax charge/ (credit)		-	(0.02)	(0.03)	0.02	(1.33)	(0.05)	(5.85)	(0.04)	0.02	0.18	-	-	(7.11)
		0.14	**(0.02)**	**(0.03)**	**0.02**	**(0.07)**	**(0.05)**	**(5.85)**	**(0.04)**	**0.02**	**0.18**	**-**	**-**	**(5.71)**
(Loss)/ profit for the period		**(1,846.04)**	**(20.98)**	**8.96**	**9.65**	**8.46**	**(10.57)**	**8.96**	**(43.67)**	**(6.87)**	**(2.14)**	**-**	**(57.08)**	**(1,951.31)**
Other comprehensive income														
Items that will not be reclassified to profit or loss														
- Re-measurement gain/(loss) on defined benefit obligations		1.89	0.09	0.13	(0.07)	(0.01)	0.19	-	0.14	(0.06)	(0.71)	-	-	1.59
- Income tax relating to items mentioned above		-	(0.02)	(0.03)	0.02	0.00	(0.05)	-	(0.04)	0.02	0.18	-	-	0.08
Other comprehensive income/(loss), net of tax		**1.89**	**0.07**	**0.10**	**(0.05)**	**(0.01)**	**0.14**	**-**	**0.10**	**(0.04)**	**(0.53)**	**-**	**-**	**1.67**
Total comprehensive (loss)/ income for the period		**(1,844.15)**	**(20.91)**	**9.06**	**9.60**	**8.45**	**(10.43)**	**8.96**	**(43.57)**	**(6.91)**	**(2.66)**	**-**	**(57.08)**	**(1,949.63)**
(Loss)/ profit attributable to:														
Owners of the Group		(1,846.04)	(20.98)	8.96	9.65	8.46	(10.57)	8.96	(43.67)	(6.87)	(2.14)	-	(57.08)	(1,951.31)
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-
(Loss)/ profit for the period		**(1,846.04)**	**(20.98)**	**8.96**	**9.65**	**8.46**	**(10.57)**	**8.96**	**(43.67)**	**(6.87)**	**(2.14)**	**-**	**(57.08)**	**(1,951.31)**
Other comprehensive income/ (loss) attributable to:														
Owners of the Group		1.89	0.07	0.10	(0.05)	(0.01)	0.14	-	0.10	(0.04)	(0.53)	-	-	1.67
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) for the period		**1.89**	**0.07**	**0.10**	**(0.05)**	**(0.01)**	**0.14**	**-**	**0.10**	**(0.04)**	**(0.53)**	**-**	**-**	**1.67**
Total comprehensive (loss)/ income attributable to:														
Owners of the Group		(1,844.15)	(20.91)	9.06	9.60	8.45	(10.43)	8.96	(43.57)	(6.91)	(2.66)	-	(57.08)	(1,949.63)
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income/(loss) for the period		**(1,844.15)**	**(20.91)**	**9.06**	**9.60**	**8.45**	**(10.43)**	**8.96**	**(43.57)**	**(6.91)**	**(2.66)**	**-**	**(57.08)**	**(1,949.63)**
Earnings/ (losses) per equity share (Face value of INR 1 each) (not annualised) (Refer note 5)														
Basic [INR]		(24.20)												(25.58)
Diluted [INR]		(24.20)												(25.58)

Note : The above statement should be read with notes to Pro forma Condensed Financial Information.

As per our compilation report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Rahul Nayar
Partner
Membership No.: 508605

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Rajat Mehra
Chief Financial Officer

Sanjay Jain
Senior Director-Corporate Affairs & Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 30 March 2023

Place: Gurugram
Date: 27 March 2023

Place: Gurugram
Date: 27 March 2023

Place: Gurugram
Date: 27 March 2023

SAMHI Hotels Limited
Pro forma Condensed Balance Sheet as at 31 March 2022
(All amounts in rupees millions, unless otherwise stated)

	Note	SAMHI Hotels Limited	Duet India Hotels (Chennai) Private limited	Duet India Hotels (Hyderabad) Private limited	Duet India Hotels (Pune) Private limited	Duet India Hotels (Bangalore) Private limited	Duet India Hotels (Ahmedabad) Private limited	Duet India Hotels (Navi Mumbai) Private limited	Duet India Hotels (Chennai OMR) Private limited	Duet India Hotels (Jaipur) Private limited	ACIC Advisory Private limited	Pro forma adjustments		Pro forma Condensed Financial
												Intragroup eliminations	Acquisition adjustments	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(Sum = 1 to 12)
ASSETS														
Non-current assets														
Property, plant and equipment	*4(a)(ii)*	19,236.15	345.56	1,270.57	1,454.96	-	828.58	-	471.35	101.07	-	-	1,560.36	25,268.60
Capital work-in-progress		197.37	-	-	-	-	-	120.58	-	-	-	-	-	317.95
Right-of-use assets	*4(a)(ii)*	918.65	67.68	-	-	2.66	-	695.73	-	783.14	-	(2.66)	69.31	2,534.51
Investment property		149.17	-	-	-	-	-	-	-	-	-	-	-	149.17
Goodwill	*4(a)(i)*	66.96	-	-	-	-	-	-	-	-	-	-	3,844.24	3,911.20
Other intangible assets		50.95	1.85	2.86	0.72	-	1.76	-	1.60	-	-	-	-	59.74
Financial assets														
Investment	*4(a)(iv)*	-	-	752.50	1,264.70	-	-	-	-	-	-	(1,571.71)	(445.49)	-
Loans		58.78	-	2.11	10.94	-	-	-	-	-	-	-	-	71.83
Other financial assets		354.06	10.01	23.87	32.34	-	25.06	0.18	33.83	9.14	0.05	-	-	488.54
Income tax assets (net)		131.69	3.70	6.10	18.62	-	2.26	-	1.80	3.17	-	-	-	167.34
Other non-current assets		95.27	0.47	2.74	0.56	-	0.87	-	3.09	-	-	-	-	103.00
Total non-current assets		**21,259.05**	**429.27**	**2,060.75**	**2,782.84**	**2.66**	**858.53**	**816.49**	**511.67**	**896.52**	**0.05**	**(1,574.37)**	**5,028.42**	**33,071.88**
Current assets														
Inventories		25.15	1.23	4.28	3.32	2.69	-	-	0.49	1.90	-	-	-	39.06
Financial assets														
Trade receivables		247.83	9.90	27.24	41.88	17.06	3.83	-	7.43	9.43	2.30	(38.90)	-	328.00
Cash and cash equivalents		1,513.98	59.66	9.30	14.40	4.97	15.71	0.25	3.97	26.32	0.82	-	-	1,649.38
Bank balances other than cash and cash equivalents above		92.85	-	-	-	-	-	-	-	-	-	-	-	92.85
Loans		4.26	-	7.23	29.65	9.57	-	16.93	0.36	9.50	-	(73.24)	-	4.26
Other financial assets		46.77	0.07	1.08	0.90	0.39	0.35	-	0.01	0.32	-	-	-	49.89
Current tax assets (net)		-	-	-	-	-	-	-	-	-	0.63	-	-	0.63
Other current assets		305.87	5.88	33.88	8.38	3.22	6.40	0.10	10.01	8.11	0.17	(1.53)	-	380.49
Total current assets		**2,236.71**	**76.74**	**83.01**	**98.53**	**37.90**	**26.29**	**17.28**	**22.27**	**55.58**	**3.92**	**(113.67)**	**-**	**2,544.56**
Assets held for sale		370.00	-	-	-	-	-	-	-	-	-	-	-	370.00
		2,606.71	**76.74**	**83.01**	**98.53**	**37.90**	**26.29**	**17.28**	**22.27**	**55.58**	**3.92**	**(113.67)**	**-**	**2,914.56**
TOTAL ASSETS		**23,865.76**	**506.01**	**2,143.76**	**2,881.37**	**40.56**	**884.82**	**833.77**	**533.94**	**952.10**	**3.97**	**(1,688.04)**	**5,028.42**	**35,986.44**
EQUITY AND LIABILITIES														
Equity														
Equity share capital	*4(a)(v)*	76.27	40.46	49.90	181.56	23.67	30.10	55.67	44.55	69.97	0.10	(125.64)	(370.34)	76.27
Instruments entirely equity in nature	*4(a)(v)*	-	345.47	1,626.52	2,924.32	-	647.98	-	580.64	753.08	-	(635.62)	(6,242.39)	-
Other equity	*4(a)(v)*	(6,464.67)	(280.73)	(249.34)	(1,335.34)	(18.36)	(267.28)	480.96	(664.40)	(255.21)	(4.94)	(558.52)	11,752.79	2,134.96
Total equity		**(6,388.40)**	**105.20**	**1,427.08**	**1,770.54**	**5.31**	**410.80**	**536.63**	**(39.21)**	**567.84**	**(4.84)**	**(1,319.78)**	**5,140.06**	**2,211.23**
Non-current Liabilities														
Financial liabilities														
Borrowings	*4(a)(vi)*	23,742.21	319.56	528.53	951.59	-	412.20	251.59	491.50	314.25	-	(251.59)	(69.09)	26,690.75
Lease liabilities		430.98	-	-	-	1.76	-	-	-	-	-	(1.76)	-	430.98
Trade payables														
- total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-	-	-	-	-	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		79.97	-	-	-	-	-	-	-	-	-	-	-	79.97
Other financial liabilities		1,620.22	-	-	-	-	-	-	-	-	-	-	-	1,620.22
Provisions		44.35	0.93	1.66	5.70	1.53	1.52	-	1.13	1.95	3.06	-	-	61.83
Deferred tax liabilities (net)		-	-	-	-	-	-	45.31	-	-	-	-	-	45.31
Other non-current liabilities		283.21	-	50.78	-	-	-	-	-	-	-	-	-	333.99
Total non-current liabilities		**26,200.94**	**320.49**	**580.97**	**957.29**	**3.29**	**413.72**	**296.90**	**492.63**	**316.20**	**3.06**	**(253.35)**	**(69.09)**	**29,263.05**
Current liabilities														
Financial liabilities														
Borrowings		2,191.03	32.50	39.50	17.90	-	-	-	-	-	-	(42.40)	-	2,238.53
Lease liabilities		97.12	-	-	-	1.26	-	-	-	-	-	(1.26)	-	97.12
Trade payables														
- total outstanding dues of micro enterprises and small enterprises		30.30	0.56	-	2.51	1.37	2.05	-	0.43	2.18	0.22	-	-	39.62
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,194.75	30.84	30.08	56.47	16.86	32.74	-	31.50	50.58	0.54	(38.90)	-	1,405.46
Other financial liabilities	*4(a)(iv)*	146.34	6.89	15.17	68.91	1.89	10.33	0.22	17.40	5.04	2.71	(32.35)	(42.55)	200.00
Other current liabilities		372.34	1.75	37.61	7.20	1.04	10.98	0.02	17.68	10.05	1.67	-	-	460.34
Provisions		21.34	7.78	13.35	0.55	0.13	4.20	-	13.51	0.21	0.61	-	-	61.68
Current tax liabilities (net)		-	-	-	-	9.41	-	-	-	-	-	-	-	9.41
Total current liabilities		**4,053.22**	**80.32**	**135.71**	**153.54**	**31.96**	**60.30**	**0.24**	**80.52**	**68.06**	**5.75**	**(114.91)**	**(42.55)**	**4,512.16**
TOTAL EQUITY AND LIABILITIES		**23,865.76**	**506.01**	**2,143.76**	**2,881.37**	**40.56**	**884.82**	**833.77**	**533.94**	**952.10**	**3.97**	**(1,688.04)**	**5,028.42**	**35,986.44**

Note : The above statement should be read with notes to Pro forma Condensed Financial Information.

As per our compilation report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Rahul Nayar
Partner
Membership No.: 508605

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Rajat Mehra
Chief Financial Officer

Sanjay Jain
Senior Director-Corporate Affairs & Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 30 March 2023

Place: Gurugram
Date: 27 March 2023

Place: Gurugram
Date: 27 March 2023

Place: Gurugram
Date: 27 March 2023

SAMHI Hotels Limited
Pro forma Condensed Statement of Profit and Loss for the year ended 31 March 2022
(All amounts in rupees millions, unless otherwise stated)

	Note	SAMHI Hotels Limited	Duet India Hotels (Chennai) Private limited	Duet India Hotels (Hyderabad) Private limited	Duet India Hotels (Pune) Private limited	Duet India Hotels (Bangalore) Private limited	Duet India Hotels (Ahmedabad) Private limited	Duet India Hotels (Navi Mumbai) Private limited	Duet India Hotels (Chennai OMR) Private limited	Duet India Hotels (Jaipur) Private limited	ACIC Advisory Private limited	Pro forma adjustments		Pro forma Condensed Financial Information
												Intragroup eliminations	Acquisition adjustments	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(Sum = 1 to 12)
Income														
Revenue from operations		3,227.43	71.88	239.74	274.09	87.91	119.17	-	60.13	149.74	5.70	(27.08)	-	4,208.71
Other income		103.61	3.11	16.17	9.58	0.83	5.29	50.79	6.00	15.90	-	-	-	211.28
Total income		**3,331.04**	**74.99**	**255.91**	**283.67**	**88.74**	**124.46**	**50.79**	**66.13**	**165.64**	**5.70**	**(27.08)**	**-**	**4,419.99**
Expenses														
Cost of materials consumed		327.68	7.27	24.31	25.59	41.92	12.81	-	4.74	11.05	-	(19.26)	-	436.11
Employee benefits expense		905.45	17.79	37.73	59.97	27.14	25.36	-	18.36	28.36	8.64	-	-	1,128.80
Other expenses		1,879.98	55.86	139.74	167.76	20.51	63.46	1.73	49.90	93.16	0.77	(6.47)	-	2,466.40
		3,113.11	**80.92**	**201.78**	**253.32**	**89.57**	**101.63**	**1.73**	**73.00**	**132.57**	**9.41**	**(25.73)**	**-**	**4,031.31**
Earnings/ (loss) before finance cost, depreciation and amortisation, tax and exceptional items		**217.93**	**(5.93)**	**54.13**	**30.35**	**(0.83)**	**22.83**	**49.06**	**(6.87)**	**33.07**	**(3.71)**	**(1.35)**	**-**	**388.68**
Finance costs		3,460.09	31.41	52.41	92.64	0.81	41.27	32.40	48.36	32.38	-	(0.40)	-	3,791.37
Depreciation and amortisation expense	*4(a)(iii)*	1,006.03	39.55	79.76	80.90	0.95	26.84	12.21	29.04	13.98	-	(0.95)	68.29	1,356.60
		4,466.12	**70.96**	**132.17**	**173.54**	**1.76**	**68.11**	**44.61**	**77.40**	**46.36**	**-**	**(1.35)**	**68.29**	**5,147.97**
(Loss)/ profit before tax and exceptional items		**(4,248.19)**	**(76.89)**	**(78.04)**	**(143.19)**	**(2.59)**	**(45.28)**	**4.45**	**(84.27)**	**(13.29)**	**(3.71)**	**-**	**(68.29)**	**(4,759.29)**
Exceptional items loss		184.06	-	-	9.99	-	-	-	-	-	-	-	-	194.05
(Loss)/ profit before tax		**(4,432.25)**	**(76.89)**	**(78.04)**	**(153.18)**	**(2.59)**	**(45.28)**	**4.45**	**(84.27)**	**(13.29)**	**(3.71)**	**-**	**(68.29)**	**(4,953.34)**
Tax expense/(income)														
Current tax		0.28	-	-	-	-	-	-	-	-	-	-	-	0.28
Deferred tax charge/ (credit)		-	(0.04)	(0.06)	(0.14)	(0.03)	(0.02)	(7.86)	(0.07)	(0.13)	-	-	-	(8.34)
		0.28	**(0.04)**	**(0.06)**	**(0.14)**	**(0.03)**	**(0.02)**	**(7.86)**	**(0.07)**	**(0.13)**	**-**	**-**	**-**	**(8.06)**
(Loss)/ profit for the year		**(4,432.53)**	**(76.85)**	**(77.98)**	**(153.04)**	**(2.56)**	**(45.26)**	**12.31**	**(84.20)**	**(13.16)**	**(3.71)**	**-**	**(68.29)**	**(4,945.28)**
Other comprehensive income														
Items that will not be reclassified to profit or loss														
- Re-measurement (loss)/ gain on defined benefit obligations		(0.98)	0.14	0.22	0.55	0.11	0.06	-	0.28	0.53	-	-	-	0.91
- Income tax relating to items mentioned above		-	(0.04)	(0.06)	(0.14)	(0.03)	(0.02)	-	(0.07)	(0.13)	-	-	-	(0.49)
Other comprehensive (loss)/ income, net of tax		**(0.98)**	**0.10**	**0.16**	**0.41**	**0.08**	**0.04**	**-**	**0.21**	**0.40**	**-**	**-**	**-**	**0.42**
Total comprehensive (loss)/ income for the year		**(4,433.51)**	**(76.75)**	**(77.82)**	**(152.63)**	**(2.48)**	**(45.22)**	**12.31**	**(83.99)**	**(12.76)**	**(3.71)**	**-**	**(68.29)**	**(4,944.86)**
(Loss)/ profit attributable to:														
Owners of the Group		(4,432.53)	(76.85)	(77.98)	(153.04)	(2.56)	(45.26)	12.31	(84.20)	(13.16)	(3.71)	-	(68.29)	(4,945.28)
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-
(Loss)/ profit for the year		**(4,432.53)**	**(76.85)**	**(77.98)**	**(153.04)**	**(2.56)**	**(45.26)**	**12.31**	**(84.20)**	**(13.16)**	**(3.71)**	**-**	**(68.29)**	**(4,945.28)**
Other comprehensive (loss)/ income attributable to:														
Owners of the Group		(0.98)	0.10	0.16	0.41	0.08	0.04	-	0.21	0.40	-	-	-	0.42
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) for the year		**(0.98)**	**0.10**	**0.16**	**0.41**	**0.08**	**0.04**	**-**	**0.21**	**0.40**	**-**	**-**	**-**	**0.42**
Total comprehensive (loss)/ income attributable to:														
Owners of the Group		(4,433.51)	(76.75)	(77.82)	(152.63)	(2.48)	(45.22)	12.31	(83.99)	(12.76)	(3.71)	-	(68.29)	(4,944.86)
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income/(loss) for the year		**(4,433.51)**	**(76.75)**	**(77.82)**	**(152.63)**	**(2.48)**	**(45.22)**	**12.31**	**(83.99)**	**(12.76)**	**(3.71)**	**-**	**(68.29)**	**(4,944.86)**
Earnings/ (losses) per equity share (Face value of INR 1 each) (Refer note 5)														
Basic [INR]		(58.12)												(64.84)
Diluted [INR]		(58.12)												(64.84)

Note : The above statement should be read with notes to Pro forma Condensed Financial Information.

As per our compilation report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

For and on behalf of Board of Directors of
SAMHI Hotels Limited

Rahul Nayar
Partner
Membership No.: 508605

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Rajat Mehra
Chief Financial Officer

Sanjay Jain
Senior Director-Corporate Affairs & Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 30 March 2023

Place: Gurugram
Date: 27 March 2023

Place: Gurugram
Date: 27 March 2023

Place: Gurugram
Date: 27 March 2023

1 Background

SAMHI Hotels Limited ('the Holding Company' or 'the Company') is a Company domiciled in India. The Company was incorporated in India on 28 December 2010 as per the provisions of Indian Companies Act and is limited by shares.

The Restated Consolidated Financial Information as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 comprises the Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "SAMHI").

SAMHI comprises the following subsidiaries (including step-down subsidiary):
- SAMHI JV Business Hotels Private Limited ('SAMHI JV')
- SAMHI Hotels (Gurgaon) Private Limited ('SAMHI Gurgaon')
- Barque Hotels Private Limited ('Barque')
- SAMHI Hotels (Ahmedabad) Private Limited ('SAMHI Ahmedabad')
- CASPIA Hotels Private Limited ('CASPIA')
- Paulmech Hospitality Private Limited ('Paulmech') (step-down subsidiary)
- Ascent Hotels Private Limited ('Ascent')
- Argon Hotels Private Limited ('Argon')

SAMHI is a hotel development and investment Group with focus on operating internationally branded hotels across key cities in the Indian sub-continent.

2 Background of transaction and basis of preparation

(a) The Board of Directors of SAMHI Hotels Limited at their meeting held on 27 March 2023 approved a Share Subscription and Purchase agreement ("SSPA") between SAMHI Hotels Limited and ACIC Mauritius 1, ACIC Mauritius 2 (ACIC Mauritius 1 and ACIC Mauritius 2 are collectively referrred as "Sellers") and ACIC target entities ("ACIC Portfolio", as listed below) to acquire the entire shareholding in the ACIC Portfolio ("Proposed Acquisition"). SAMHI and ACIC Portfolio are collectively referred to as "Group".

- Duet India Hotels (Chennai) Private limited
- Duet India Hotels (Hyderabad) Private limited
- Duet India Hotels (Pune) Private limited
- Duet India Hotels (Bangalore) Private limited
- Duet India Hotels (Ahmedabad) Private limited
- Duet India Hotels (Navi Mumbai) Private limited
- Duet India Hotels (Chennai OMR) Private limited
- Duet India Hotels (Jaipur) Private limited
- ACIC Advisory Private limited

(b) The Pro forma Condensed Financial Information as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 have been prepared to reflect the impact of the Proposed Acquisition of the ACIC Portfolio as a going concern to be completed prior to the Initial Public Offering (IPO) of the Company. The Pro forma Condensed Financial Information was approved by the Board of Directors of the Company on 27 March 2023. The total purchase consideration shall be paid by the Company by way of issue of its equity shares to the existing shareholders of the ACIC Portfolio. The purchase consideration is formula driven and is subject to change based on certain financial numbers (borrowings, cash and working capital) on the date of acquisition, which will be finalised before the filing of Updated Draft Red Herring Prospectus. In the event that the number of Equity Shares of the Company to be issued are in excess of the maximum number of Subscription Shares as reflected under the Draft Red Herring Prospectus, then the Company shall make a cash payment to the Sellers of an amount equivalent to value of such excess number of Equity Shares.

(c) The Pro forma Condensed Financial Information has been included on a voluntary basis as additional information in the Draft Red Herring Prospectus ("DRHP") based on the advice by the Book Running Lead Manager ("BRLM") considering it is a proposed material acquisition.

(d) The Pro forma Condensed Financial Information comprises Pro forma condensed balance sheet as at 30 September 2022 and 31 March 2022, Pro forma condensed statement of profit and loss for the six months ended 30 September 2022 and year ended 31 March 2022 and notes to the Pro forma Condensed Financial Information (hereinafter referred as 'Pro forma Condensed Financial Information'). The accounting policies have been consistently followed in all the periods presented in the Pro forma Condensed Financial Information. The Pro forma Condensed Financial Information has been prepared specifically for inclusion in the Draft Red Herring Prospectus to be filed by the Company in connection with the proposed Initial Public Offering ("IPO") to reflect the impact of Proposed Acquisition.

Because of their nature, the Pro forma Condensed Financial Information addresses a hypothetical situation and therefore, does not represent the Group's factual financial position or results. These are not intended to be indicative of expected results or operations in the future periods or the future financial position of the Group.

(e) The Restated Consolidated Financial Information has been adjusted in the Pro forma Condensed Financial Information to give effect to Pro forma events relating to the Company's Proposed Acquisition of the ACIC Portfolio that are a) directly attributable to the Proposed Acquisition, b) factually supportable and c) with regard to the Pro forma Condensed Statement of Profit and Loss, expected to have continuing impact on the combined results following the Proposed Acquisition.

Further, the Pro forma condensed statement of profit and loss for the six months ended 30 September 2022 and year ended 31 March 2022 give effect to this transaction as if they had occurred at the beginning of the period i.e. on 1 April 2022 and 1 April 2021 respectively. The Pro forma condensed balance sheet as on 30 September 2022 and 31 March 2022 gives effect to this transaction as if they had occurred on 30 September 2022 and 31 March 2022 respectively.

(f) The Pro forma Condensed Financial Information has been prepared using the principles as prescribed under Ind AS 103 "Business Combinations" wherein the Proposed Acquisition of the ACIC Portfolio has been accounted for under the acquisition method in accordance with Ind AS 103 'Business Combinations'. Accordingly, the company has provisionally allocated the purchase consideration to the estimated fair value of assets acquired and liabilities assumed from the ACIC Portfolio and recognised the difference between purchase consideration and net assets as Goodwill in the Pro forma Condensed Financial Information as at 30 September 2022 and 31 March 2022.

(g) The Pro forma Condensed Financial Information has been prepared taking into consideration:

i) The Restated Consolidated Financial Information of SAMHI Hotels Limited as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022;

ii) The Special Purpose Preliminary Ind AS Financial Statements of the ACIC Portfolio entities included in the Pro forma Condensed Financial Information as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 which were adopted by the Board of Directors of the respective ACIC Portfolio entities on 24 March 2023. These Special Purpose Preliminary Ind AS Financial Statements are audited by other firms of Chartered accountants which are a peer reviewed firms except for the auditors of ACIC Advisory Private limited (having total assets of INR 22.34 million and INR 3.97 million as at 30 September and 31 March 2022 respectively and total income of INR 11.41 million and INR 5.70 million for the six months ended 30 September 2022 and year ended 31 March 2022 respectively), which is not material to the overall transaction.

The management of ACIC Portfolio entities has voluntarily adopted Indian Accounting Standards in the year ending 31 March 2023 and the Special Purpose Preliminary Ind AS Financial Statements of the ACIC Portfolio entities have been prepared in accordance with recognition and measurement principles prescribed under Section 133 of the Companies Act, 2013 read with the rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules 2016 issued thereunder, principles of Ind AS 101, and other accounting principles generally accepted in India ("Ind AS"). However, all the disclosures as required under Ind AS may not have been furnished in these Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio entities.

The management of ACIC Portfolio entities had issued Financial Statements of each of the ACIC Portfolio entities as at and for the year ended 31 March 2022 and as at and for the year ended 31 March 2021 in accordance with the accounting principles generally accepted in India, as per the Accounting Standards specified under section 133 of the Companies Act, 2013 read with paragraph 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP').

The preparation of the Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio entities resulted in changes to the accounting policies as compared to most recent annual financial statements prepared under Indian GAAP. The accounting policies have been applied consistently to all periods presented in these Special Purpose Preliminary Ind AS Financial Statements. They have also been applied in preparing the Ind AS opening Balance Sheet as at 1 April 2021 (date of transition) for the purpose of transition to Ind AS required by Ind AS 101. The impact arising from the adoption of Ind AS on the date of transition has been adjusted in Retained Earnings.

The management of ACIC Portfolio entities will prepare and issue first complete Ind AS Financial Statements as at and for the year ending 31 March 2023. Until the first complete Ind AS Financial Statements are issued, the balances in the Special Purpose Preliminary Ind AS Financial Statements can change if (a) there are any new Ind AS standards issued through 31 March 2023, (b) there are any amendments/modifications made to existing Ind AS standards or interpretations thereof through 31 March 2023 effecting the Ind AS balances in the Special Purpose Preliminary Ind AS Financial Statements or (c) if the management makes any changes in the elections and/or exemptions. Further, the auditors of ACIC Portfolio entities, without modifying their report, have included an Emphasis of matter paragraph in their report in this regard.

iii) The Special Purpose Preliminary Ind AS Financial Statements of the ACIC Portfolio entities has been prepared in compliance with the SAMHI's accounting policies.

iv) Adjustments to the Pro forma Condensed Financial Information arising from intragroup transactions within the ACIC Portfolio entities which have been extracted by the Management of the Company from the related party disclosures in the Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022.

v) Adjustments to recognise the impact of allocation of proposed purchase consideration payable by the Company;

(h) The Pro forma adjustments are based on available information and assumptions that the management of the Company believes to be reasonable. Such Pro forma Condensed Financial Information has not been prepared in accordance with generally accepted accounting principles including accounting standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been prepared in accordance with those principles and standards. Accordingly, the degree of reliance placed by anyone in other jurisdictions on such Pro forma condensed information should be limited. In addition, the rules and regulations related to the preparation of Pro forma Condensed Financial Information in other jurisdictions may also vary significantly from the basis of preparation of these Pro forma Condensed Financial Information as set out in these notes.

(i) Assumed that transactions would result into acquisition of all assets and liabilities relating to the ACIC Portfolio entities except for the assets and liabilities of the entity "Duet JKM India Hotels (Indore) Private Limited".

(j) All amounts have been rounded off to the nearest million with two decimals, unless otherwise indicated.

3 The purpose of the Pro forma Condensed Financial Information is to reflect the impact of Proposed Acquisition of ACIC Portfolio business as set out in the basis of preparation paragraph and to solely illustrate the impact of significant events on the historical consolidated financial statements of the Company, as if the event had occurred at an earlier date selected for the purposes of illustration and based on the judgements and assumptions of the management of the Company to reflect the hypothetical impact, and because of its hypothetical nature, does not provide any assurance of indication that any event will take place in the future and may not be indicative of the Pro forma Financial Information of the Company as at and for the six months ended 30 September 2022 and as at and for the year ended 31 March 2022 or any future periods. The actual balance sheet and statement of profit and loss may differ significantly from the Pro forma amounts reflected herein due to variety of factors.

4 Pro forma adjustments

At this point in time, purchase consideration in respect of the Proposed Acquisition is formula driven and is subject to change based on certain financial numbers (borrowings, cash and working capital) on the date of acquisition. The same will be finalised upon completion of the Proposed Acquisition.

The following Pro forma adjustments have been made in the Pro forma Condensed Financial Information :

a) Acquisition adjustments

(i) Provisional purchase price allocation

Goodwill has been calculated based on the provisional valuation analysis of the fair value of net assets of the ACIC Portfolio business acquired.

Accordingly, an amount of INR 3,937.28 for the period ended 30 September 2022 and INR 3,844.24 million for the year ended 31 March 2022, being the excess of the purchase consideration over its fair value of assets and liabilities proposed to be acquired based on provisional purchase price allocation ("PPA") has been recognised as Goodwill.

The following table summarizes the allocation of the provisional purchase price and the Goodwill arrived at (in rupees millions):

	As at 30 September 2022									
Particulars	**Duet India Hotels (Chennai) Private limited**	**Duet India Hotels (Hyderabad) Private limited**	**Duet India Hotels (Pune) Private limited**	**Duet India Hotels (Bangalore) Private limited**	**Duet India Hotels (Ahmedabad) Private limited**	**Duet India Hotels (Navi Mumbai) Private limited**	**Duet India Hotels (Chennai OMR) Private limited**	**Duet India Hotels (Jaipur) Private limited**	**ACIC Advisory Private limited**	**Total**
Non current assets	467.76	1,476.61	1,700.16	1.38	1,243.67	829.08	766.12	1,317.80	3.83	7,806.41
Current assets	48.93	86.47	118.90	52.32	33.23	0.52	32.30	29.19	16.86	418.72
Total assets	**516.69**	**1,563.08**	**1,819.06**	**53.70**	**1,276.90**	**829.60**	**798.42**	**1,346.99**	**20.69**	**8,225.13**
Non current liabilities	320.61	577.31	898.66	1.86	404.39	39.46	493.04	316.59	4.54	3,056.46
Current liabilities	60.52	134.63	114.65	23.57	51.04	0.33	91.76	44.00	3.31	523.81
Total liabilities	**381.13**	**711.94**	**1,013.31**	**25.43**	**455.43**	**39.79**	**584.80**	**360.59**	**7.85**	**3,580.27**
Net assets acquired	135.56	851.14	805.75	28.27	821.47	789.81	213.62	986.40	12.84	4,644.86
Consideration (assumed to be paid through issue of equity shares), also refer note 2(b)	353.57	2,236.45	1,999.32	529.45	1,137.57	829.40	313.36	1,150.17	32.85	8,582.14
Pro forma Goodwill	**218.01**	**1,385.31**	**1,193.57**	**501.18**	**316.10**	**39.59**	**99.74**	**163.77**	**20.01**	**3,937.28**

	As at 31 March 2022									
Particulars	**Duet India Hotels (Chennai) Private limited**	**Duet India Hotels (Hyderabad) Private limited**	**Duet India Hotels (Pune) Private limited**	**Duet India Hotels (Bangalore) Private limited**	**Duet India Hotels (Ahmedabad) Private limited**	**Duet India Hotels (Navi Mumbai) Private limited**	**Duet India Hotels (Chennai OMR) Private limited**	**Duet India Hotels (Jaipur) Private limited**	**ACIC Advisory Private limited**	**Total**
Non current assets	481.19	1,511.49	1,735.69	-	1,268.19	835.45	799.00	1,337.53	0.05	7,968.59
Current assets	75.21	41.96	66.19	28.33	26.29	0.35	21.43	46.08	2.01	307.85
Total assets	**556.40**	**1,553.45**	**1,801.88**	**28.33**	**1,294.48**	**835.80**	**820.43**	**1,383.61**	**2.06**	**8,276.44**
Non current liabilities	320.49	580.97	897.62	1.53	404.30	45.31	492.63	316.20	3.06	3,062.11
Current liabilities	44.78	96.41	95.62	19.03	53.00	0.24	80.17	65.46	4.22	458.93
Total liabilities	**365.27**	**677.38**	**993.24**	**20.56**	**457.30**	**45.55**	**572.80**	**381.66**	**7.28**	**3,521.04**
Net assets acquired	191.13	876.07	808.64	7.77	837.18	790.25	247.63	1,001.95	(5.22)	4,755.40
Consideration (assumed to be paid through issue of equity shares), also refer note 2(b)	400.13	2,206.84	1,975.81	530.97	1,140.27	829.25	319.92	1,164.63	31.82	8,599.64
Pro forma Goodwill	**209.00**	**1,330.77**	**1,167.17**	**523.20**	**303.09**	**39.00**	**72.29**	**162.68**	**37.04**	**3,844.24**

The Company has used the services of an external expert to carry out a provisional PPA of the purchase consideration to be paid to the ACIC Portfolio entities. Consequently, the values of assets and liabilities acquired and the resultant Goodwill could be materially different once the PPA valuation is completed. The final allocation could differ materially from the provisional allocations used in the pro forma adjustments. The final allocation may include (1) changes in fair values of property, plant and equipment, (2) changes in allocations to Goodwill and (3) other changes to assets and liabilities.

(ii) Reflects the fair value adjustment in the Property, plant and equipment and Right-of-use assets.

(iii) The estimated increase in depreciation on account of fair value adjustment in the Property, plant and equipment and Right-of-use assets.

(iv) Represents the carrying value of investment and advance received for sale of investments (included in 'other financial liabilities') in respect to Duet JKM India Hotels (Indore) Private Limited, subsidiary of Duet India Hotels (Pune) Private limited. As these assets and liabilities are not part of the Proposed Acquisition, the carrying value of these assets and liabilities has been adjusted in the other equity.

(v) Adjustments to recognise the impact of provisional purchase consideration payable for the Proposed Acquisition as reduced by the net assets of the ACIC Portfolio entities.The purchase consideration is formula driven and is subject to change and acquisition adjustments recorded in these Pro forma Condenced Financial Information doesnot include the impact of withholding taxes, if any.

(vi) Represents reversal of liability component of compound financial instruments held by the existing shareholders of ACIC Portfolio entities.

(vii) Tax adjustment on the pro forma adjustments have not been considered as income tax is assessed at the level of individual entities.

b) Intragroup eliminations

The intragroup eliminations (between ACIC Portfolio entities) have been extracted by the Management of the Holding Company from the related party disclosures in the Special Purpose Preliminary Ind AS Financial Statements of ACIC Portfolio entities and have been eliminated from the Pro forma Condensed Financial Information in the respective period/year.

5 The aforesaid transaction involves issue of equity shares to the Sellers in lieu of such acquisition. The number of shares to be issued under the transaction are subject to change on finalisation of swap ratio. As a result, no adjustment of this transaction has been considered in the weighted average equity shares used for the computation of earnings per equity share.

As per our compilation report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

Rahul Nayar
Partner
Membership No.: 508605

Place: Gurugram
Date: 30 March 2023

Ashish Jakhanwala
Managing Director and CEO
DIN: 03304345

Place: Gurugram
Date: 27 March 2023

Rajat Mehra
Chief Financial Officer

Place: Gurugram
Date: 27 March 2023

Sanjay Jain
Senior Director-Corporate Affairs & Company Secretary
Membership No.: F6137

Place: Gurugram
Date: 27 March 2023

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations:

- the standalone audited financial statements of our Company as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020; and
- the standalone audited financial statements of SAMHI JV, Ascent, SAMHI Ahmedabad, Caspia, Barque and Argon, in each case as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020.

(collectively the "**Audited Financial Statements**") are available at http://www.samhi.co.in/pdf/subsidiaryfinancial-results.pdf.

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 do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a red herring prospectus, 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 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements 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 of its subsidiaries, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLMs or the 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.

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

(all amounts in ₹ million, unless otherwise stated)

Particulars	For the period April 1, 2022 to September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Earnings/(loss) per equity share				
Basic and Diluted EPS	(24.20)	(58.12)	(62.64)	(39.65)
Return on Net Worth	N.A	N.A	N.A	N.A
Net asset value per equity share	(116.30)	(92.12)	(33.99)	28.90
Weighted average number of equity shares	76,270,704	76,270,704	76,270,704	75,621,238
Adjusted EBITDA	1,166.25	217.93	(597.14)	1,720.51
Restated loss for the period/year	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Equity share capital as per Restated Consolidated Financial Information **(I)**	76.27	76.27	76.27	76.27
Other equity as per Restated Consolidated Financial Information **(II)**	(8,308.82)	(6,464.67)	(2,031.16)	2,746.77
Capital reserve **(III)**	637.87	637.87	637.87	637.87
Net worth **(I+II-III)**	(8,870.42)	(7,026.27)	(2,592.76)	2,185.17

Notes:

The ratios on the basis of Restated Consolidated Financial Information have been computed as below:

Basic Earnings(loss) per share (₹) = $\dfrac{\textit{Restated net loss attributable to equity shareholders}}{\textit{Weighted average number of equity shares outstanding during the year}}$

Diluted Earnings(loss) per share (₹) = $\dfrac{\textit{Restated net loss attributable to equity shareholders}}{\textit{Weighted average number of dilutive equity shares outstanding during the year}}$

Return on Net Worth = $\dfrac{\textit{Restated loss for the period/ year}}{\textit{Net worth}}$

Net Asset Value (NAV) per equity share (₹) = $\dfrac{\textit{Net worth}}{\textit{Weighted average number of equity shares outstanding during the year}}$

1. *Adjusted EBITDA = Restated loss for the period/year + Finance costs + total tax expense/(income) + depreciation, amortisation expense and exceptional items.*
2. *Net worth = Equity share capital + other equity – capital reserve.*
3. *For further details, see "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 378.*

Reconciliation of Non-GAAP Measures

Reconciliation for the following Non-GAAP financial measures included in this Draft Red Herring Prospectus, are as set out below:

1. Reconciliation of Net Worth and Return on Net Worth

(₹ in million)

Particulars	As at and for the period April 1, 2022 to September 30, 2022	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, 2020
Equity Share Capital as per Restated Consolidated Financial Information **(I)**	76.27	76.27	76.27	76.27
Other Equity as per Restated Consolidated Financial Information **(II)**	(8,308.82)	(6,464.67)	(2,031.16)	2,746.77
Capital reserve **(III)**	637.87	637.87	637.87	637.87

Net Worth **(IV=I+II-III)***	(8,870.42)	(7,026.27)	(2,592.76)	2,185.17
Restated loss for the period/year **(V)****	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Return on Net Worth **(VI=V/IV)** ***	NA	NA	NA	NA

**Net Worth = Equity share capital + Other equity - Capital reserve.*
***Restated loss for the six months period ended 30 September 2022 is not annualized.*
****Return on net worth = Restated loss for the period or year / Net Worth*

2. Reconciliation of Net Asset Value per Equity Share

(₹ in million)

Particulars	As at September 30, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Equity Share Capital as per Restated Consolidated Financial Information **(I)**	76.27	76.27	76.27	76.27
Other Equity as per Restated Consolidated Financial Information **(II)**	(8,308.82)	(6,464.67)	(2,031.16)	2,746.77
Capital reserve **(III)**	637.87	637.87	637.87	637.87
Net Worth **(IV=I+II-III)**	(8,870.42)	(7,026.27)	(2,592.76)	2,185.17
Weighted average number of equity shares **(V)**	76,270,704	76,270,704	76,270,704	75,621,238
Net Asset Value per Equity Share (₹) **(VI=IV/V*10^6)***	(116.30)	(92.12)	(33.99)	28.90

**Net Asset Value per Equity Share: Net Worth / Weighted average numbers of equity shares outstanding during the year.*

3. Reconciliation of Restated loss for the period/year to EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted EBITDA from Assets

(₹ in million)

Particulars	For the period April 1, 2022 to September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Restated loss for the period/year **(I)**	(1,846.04)	(4,432.53)	(4,777.27)	(2,998.63)
Add:				
Finance costs **(II)**	2,644.18	3,460.09	3,087.29	2,079.69
Total Tax expense/(income) **(III)**	0.14	0.28	(37.73)	(17.44)
Depreciation and amortisation expense **(IV)**	480.96	1,006.03	1,117.95	1,261.71
EBITDA **(V=I+II+III+IV)***	1,279.24	33.87	(609.76)	325.33
Exceptional items **(VI)**	(112.99)	184.06	12.62	1,395.18
Adjusted EBITDA **(VII=V+VI)****	1,166.25	217.93	(597.14)	1,720.51
Total income **(VIII)**	3,540.05	3,331.04	1,792.50	6,276.39
Adjusted EBITDA Margin **(VII/VIII)** (in %)***	32.94%	6.54%	(33.31)%	27.41%
Adjusted EBITDA **(VII)**	1,166.25	217.93	(597.14)	1,720.51
Corporate Expenses **(IX)**	116.44	224.69	243.20	252.21
Adjusted EBITDA from Assets **(X = VIII+IX)******	1,282.69	442.62	(353.94)	1,972.72

**EBITDA = Restated loss for the period/year + Finance Costs + Total Tax expense/(income) + Depreciation and Amortisation expense*
*** Adjusted EBITDA = Restated loss for the period/year + Finance Costs + Total Tax expense/(income) + Depreciation and Amortisation expense + Exceptional Items*
**** Adjusted EBITDA Margin = Adjusted EBITDA / Total income.*
*****Adjusted EBITDA from Assets = Adjusted EBITDA + Corporate Expenses.*

4. Reconciliation of Total income from Assets and Adjusted EBITDA margin from Assets

(₹ in million)

Asset Name	For the period April 1, 2022 to	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020

	September 30, 2022			
Total income **(I)**	3,540.05	3,331.04	1,792.50	6,276.39
Corporate income **(II)**	34.05	53.75	46.64	97.65
Total income from Assets **(III=I - II)***	**3,506.00**	**3,277.29**	**1,745.86**	**6,178.74**
Adjusted EBITDA from Assets **(IV)****	1,282.69	442.62	(353.94)	1,972.72
Adjusted EBITDA margin from Assets **(V = IV/III)*****	**36.59%**	**13.51%**	**N.A.^**	**31.93%**

**Total Income from Assets represents revenue generated from our hotel operations (namely room revenue, food & beverage revenue, recreation and other services, Property Management and Space Rentals) as well as other income which is directly attributable to our hotel operations.*

***Adjusted EBITDA from Assets = Adjusted EBITDA + Corporate Expenses*

**** Adjusted EBITDA margin from Assets = Adjusted EBITDA from Assets / Total income from Assets*.

^ *Adjusted EBITDA margin from Assets for March 31, 2021 is negative, hence not disclosed.*

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2022, on the basis of our Restated Consolidated Financial Information, 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***", "***Financial Statements***" and "***Risk Factors***" on pages 386, 230 and 29, respectively.

(₹ in million)

Particulars	Pre- Offer as at September 30, 2022	As adjusted for the proposed Offer *
Total borrowings (A+B+C)	**27,681.37**	[●]
A. Current financial liabilities - borrowings*	2,462.96	[●]
B. Interest accrued on borrowings	901.61	[●]
C. Non-current financial liabilities - borrowings	24,316.80	[●]
Total equity	(8,232.55)	[●]
Equity share capital	76.27	[●]
Other equity	(8,308.82)	[●]
Ratio: Non-current financial liabilities - borrowings / Total equity	(2.95)	[●]
Ratio: Total borrowings/ Total equity	(3.36)	[●]

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

***Notes**:*

Subsequent to September 30, 2022:

i. pursuant to a Board resolution dated February 27, 2023, our Company allotted 8,202,419 Equity Shares to Sarvara Investment Fund I for conversion of interest on secured NCDs issued by our Subsidiaries, SAMHI JV and Barque into Equity Shares; and

ii. pursuant to a Board resolution dated March 7, 2023, our Company allotted an aggregate of 861,427 Equity Shares on conversion of an aggregate of 780 optionally convertible debentures.

FINANCIAL INDEBTEDNESS

As on February 28, 2023, we had outstanding borrowings (including current and non-current borrowings) of ₹ 28,757.05 million on a consolidated basis. For details regarding the borrowing powers of our Board, see "***Our Management – Borrowing Powers***" on page 216. The details of our borrowings are set forth below:

(*₹ in million*)

Category of Borrowing	Outstanding amount as on February 28, 2023*
Secured	
Term loans	18,570.61
Overdraft	916.99
Working capital facilities	14.58
*Working capital term loan under Emergency Credit Line Guarantee Scheme ("**ECLGS**")*	4,440.74
Vehicle loans	8.91
Unsecured	
Optionally convertible redeemable debentures(1)	304.00
Fully compulsorily convertible debentures(2)	2,599.31
Non-convertible debentures(3)	1,790.03
Optionally convertible debentures(4)	111.88
Total	**28,757.05**

*(1) The optionally convertible redeemable debentures were issued by Ascent, our Subsidiary and may be converted into equity shares of Ascent. For details, see "**- Key terms of our unsecured borrowings**" below.*
*(2) The fully compulsorily convertible debentures comprise of the FCCDs, which were issued by our Company to IFC. For details, see "**- Key terms of our unsecured borrowings**" below. An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details, see "**- Key terms of our unsecured borrowings**" below.*
*(3) The non-convertible debentures comprise of the NCDs which were issued by our Company to IFC, Mercer Investments (Singapore) Pte. Ltd. and GTI Capital Epsilon Pvt Ltd. For details, see "**- Key terms of our unsecured borrowings**" below.*
**Amount due as per confirmations/agreements (excluding IND AS adjustments) and inclusive of interest accrued.*
(4) Subsequent to February 28, 2023, our Company allotted an aggregate of 861,427 Equity Shares on conversion of an aggregate of 780 optionally convertible debentures, pursuant to a Board resolution dated March 7, 2023. Pursuant to such allotment and as on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding optionally convertible debentures.
***Note**: In addition to the borrowings specified in the table above, we also have certain sanctioned bank guarantees amounting to ₹ 151.8 million, as on February 28, 2023.*

Further, the details of the borrowings availed by the ACIC SPVs are set forth below:

(*₹ in million*)

Category of borrowing	Outstanding Amount as on February 28, 2023*
Duet India Hotels (Jaipur) Private Limited	
-Term Loan	308.07
-Working capital term loan under ECLGS	10.50
-Fully Compulsory Convertible Debentures	542.35
Sub Total (A)	**860.92**
Duet India Hotels (Pune) Private Limited	
-Term Loan	843.63
-Working Capital Loan	-
- Working capital term loan under ECLGS	64.40
-Fully Compulsory Convertible Debentures	2,940.91
-Short Term Borrowings (intercorporate loan from other parties unsecured)	17.50
Sub Total (B)	**3,866.44**
Duet India Hotels (Ahmedabad) Private Limited	
- Term Loan	394.72
- Working capital term loan under ECLGS	13.60
- Fully Compulsory Convertible Debentures	504.59
Sub Total (C)	**912.91**
Duet India Hotels (Chennai) Private Limited	
-Term Loan	306.79
- Working capital term loan under ECLGS	17.10
-Fully Compulsory Convertible Debentures	345.47
Sub Total (D)	**669.36**
Duet India Hotels (Hyderabad) Private Limited	
-Term Loan	513.63

Category of borrowing	Outstanding Amount as on February 28, 2023*
- Working capital term loan under ECLGS	22.10
-Fully Compulsory Convertible Debentures	1,245.39
-Short Term Borrowings (Intercorporate loan from other parties unsecured)	30.00
Sub Total (E)	**1,811.12**
Duet India Hotels (Chennai OMR) Private Limited	
-Term Loan	478.62
- Working capital term loan under ECLGS	19.60
- Fully Compulsory Convertible Debentures	580.64
Sub Total (F)	**1,078.86**
Duet India Hotels (Navi Mumbai) Private Limited	
- Fully Compulsory Convertible Debentures	487.16
Sub Total (G)	**487.16**
Total (A + B + C + D + E + F + G)	**9,686.77**

* *As certified by Lodha & Co, Chartered Accountants by way of a certificate dated March 31, 2023.*

Pursuant to facility agreements entered between IndusInd Bank Limited and, (i) Duet India Hotels (Jaipur) Private Limited, (ii) Duet India Hotels (Pune) Private Limited, (iii) Duet India Hotels (Ahmedabad) Private Limited, (iv) Duet India Hotels (Chennai) Private Limited, (v) Duet India Hotels (Hyderabad) Private Limited, and (vi) Duet India Hotels (Chennai OMR) Private Limited, the said entities have availed loans for refinancing the term loans and ECLGS facilities that they had earlier availed from a prior lender. These facilities were drawn on March 2, 2023 by the above-mentioned entities.

Further, the tenor of the term loans and ECLGS facilities is 40 quarterly payments ending in September 2030 and 48 months from December 2023, respectively. Further, interest rate of term loans is 9.30 % p.a. which will be reset by IndusInd Bank at an interval of three months while the interest rate of ECLGS facilities is 9.25% p.a. which is linked to EBLR.

In relation to the Offer, our Company and our Subsidiaries have obtained the necessary consents from the lenders and issued the necessary intimations required under the relevant loan documentation, for undertaking activities in relation to the Offer and in connection thereto.

Key terms of our secured borrowings

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

a. *Tenor and interest rate*: The tenor of the term loan facilities availed by us typically ranges from 2 years to 15 years. Except for certain vehicle loans, fully compulsory convertible debentures, and non-convertible debentures (unsecured), which have fixed rates of interest, all our loan facilities have floating rates of interest which vary between 8.45% p.a. and 15.50% p.a.

b. *Security*: Our borrowings are typically secured by:

   (i) existing and future charge on the immovable properties of the hotels of our Company or Subsidiaries, as applicable;
   (ii) charge on current assets, existing and future, and entire moveable and/or fixed assets of the hotels of our Company or Subsidiaries, as applicable;
   (iii) charge on the operating cash flows, receivables, bank accounts, etc. from the hotels of our Company or Subsidiaries, as applicable;
   (iv) mortgage (including through the deposit of title deeds) on the hotel property and land (whether owned or leased) and on the development rights thereto, of our Company or Subsidiaries, as applicable; and
   (v) hypothecation of all moveable fixed assets pertaining to our hotels, both present and future.

   Further, as part of security for certain borrowings availed by our Subsidiaries, Ascent and Caspia, our Company has pledged its shareholding, wholly or partially, in such Subsidiaries, and as part of security for certain borrowings availed by our Subsidiaries Argon, Barque and SAMHI JV, our Company will pledge its shareholding, wholly or partially, in such Subsidiaries. For details, see "***Risk Factors – Internal Risk Factors – We have pledged equity shares of certain of our Subsidiaries in favor of certain lenders and granted security***

interests over certain of our assets. The ACIC SPVs have also pledged their respective equity shares in favor of certain lenders. If events of default arise under the relevant share pledge agreements or financing agreements, such lenders could exercise their rights under the agreements, adversely affecting the business, results of operations, cash flows and prospects of our Company, our Subsidiaries and the ACIC SPVs." on page 38 respectively. Our Company has provided a corporate guarantee for the loan facilities availed by our Subsidiaries, Argon, Barque and SAMHI JV.

c. *Restrictive covenants*: Our Company and our Subsidiaries, under the borrowing arrangements entered into by them respectively, require the relevant lender's prior written consent and/or are required to intimate the relevant lender, as applicable, for carrying out certain actions, including:

   (i) reduction or change in the Company's shareholding in the Subsidiary, as applicable;
   (ii) change in shareholding pattern/control or management control, as applicable;
   (iii) change in the composition of the board of directors;
   (iv) cessation of Ashish Jakhanwala from the position of Managing Director and Chief Executive Officer of the Company;
   (v) formulation or entering into any scheme of amalgamation, reconstruction, demerger, merger, consolidation or compromise;
   (vi) changing or altering the capital structure;
   (vii) declaration or payment of dividend;
   (viii) raising of new loans; and
   (ix) making any amendments to the memorandum and articles of our Company or Subsidiary, as applicable.

d. *Events of Default:* Our borrowing arrangements typically contain standard events of default, including:

   (i) non-payment or default in payment of any amounts due under the loan facilities;
   (ii) breach of any covenants, conditions, representations or warranties;
   (iii) cross default under any arrangement for the facilities extended by any other lender;
   (iv) initiation of corporate actions or proceedings relating to winding up, dissolution, reorganization or appointment of liquidator, receivers or administrators or litigation causing material adverse effect to the lender;
   (v) failure to create and/or perfect the security within the time period specified in the facility agreement; and
   (vi) cessation or threat to cease carrying on the business.

e. *Consequence of Events of Default:* Upon the occurrence of an event of default under our borrowing arrangements, our lenders are entitled to, among other things:

   (i) appoint nominee directors or observers on the board of our Company or Subsidiary, as applicable;
   (ii) levy a penalty/default interest;
   (iii) cancel our facility;
   (iv) accelerate our facility;
   (v) enforce security interest, and enter upon or take possession of the properties on which security interest is created; and
   (vi) take any legal action for recovery of the outstanding amounts in accordance with the transaction documents and/or applicable law.

Key terms of our unsecured borrowings

1. As on the date of this Draft Red Herring Prospectus, 1,260,000 FCCDs are outstanding. The FCCDs bear an interest rate of 10% per annum and are mandatorily convertible into equity shares after 10 years from the date of their subscription ("**Maturity Date**"). The FCCDs are convertible into equity shares of the Company at the option of the holder in accordance with the terms of the FCCDs and any FCCDs that are not so converted are required to be compulsorily converted, immediately prior to a liquidity event (including an initial public offering) as specified under the terms of the FCCDs, or the Maturity Date, whichever is earlier. In accordance with the SEBI ICDR Regulations, all outstanding FCCDs shall be converted into Equity Shares prior to filing the Red Herring Prospectus with the RoC. For details, see "***Capital Structure – Share Capital History of our Company – Conversion of outstanding FCCDs***" on page 94.

2. Our Company has issued 720 NCDs to Mercer Investments (Singapore) Pte. Ltd. and 150 NCDs to GTI Capital Epsilon Pvt Ltd at an issue price of ₹ 1,000,000 each, in accordance with the terms of a debenture trust deed dated March 10, 2021 ("**Debenture Trust Deed 1**"), and 225 NCDs to IFC at an issue price of ₹ 1,000,000 each, in accordance with the terms of a debenture trust deed dated September 29, 2021 ("**Debenture Trust Deed 2**", and collectively with the Debenture Trust Deed 1, the Debenture Trust Deeds). As per the terms of the Debenture Trust Deeds, while the NCDs initially carried an interest rate of 25.00% per annum, their effective rate of interest is currently 35.72%. Our Company proposes to redeem the NCDs from the Net Proceeds. For details, see "***Objects of the Offer – Repayment/ prepayment/ redemption, in full or in part, of certain borrowings availed of by our Company and our Subsidiaries, including payment of the interest accrued thereon***" on page 107.

3. Ascent, our Subsidiary has issued 6,726,394 optionally convertible redeemable debentures ("**OCRDs**") to Vascon Engineers Private Limited at an issue price of ₹45.23 each in accordance with the terms of a subscription cum shareholders' agreement dated February 8, 2016. The OCRDs do not carry any interest or coupon payment.

For further details of financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – 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.***" and "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – Many of our financing agreements entail interest at variable rates and any increases in interest rates may adversely affect our results of operations***" on pages 29 and 53, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, including the related notes, schedules and annexures. Our Restated Consolidated Financial Information has been prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and US GAAP. See "**Risk Factors – External Risk Factors – Risks Related to India – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.**" on page 64.*

*Our Financial Year commences on April 1 and ends on March 31 of each year, and all references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "**Financial Statements**" beginning on page 230.*

*The industry-related information contained in this section is derived from a report titled "India Hospitality Industry Overview" dated February 28, 2023, prepared by Jones-Lang LaSalle Property Consultants (India) Private Limited ("**JLL**"), which has been exclusively commissioned and paid for by our Company in connection with the Offer (the "**JLL Report**"), pursuant to a letter agreement dated December 19, 2022. A copy of the JLL Report will be made available on the website of our Company at http://www.samhi.co.in/pdf/industryreport.pdf from the date of the filing of the Red Herring Prospectus until the Bid/Offer Closing Date.*

*This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "**Forward-looking Statements**" and "**Risk Factors**" beginning on pages 21 and 29, respectively.*

Overview

We are a prominent branded hotel ownership and asset management platform in India, with the third largest inventory of operational keys (owned and leased) in India as of February 28, 2023 (*Source: JLL Report*). Within 12 years of starting our business operations, we have built a portfolio of 3,839 keys across 25 operating hotels in 12 of India's key urban consumption centers, including Bengaluru, Hyderabad, NCR, Pune, Chennai and Ahmedabad, as of February 28, 2023.

We have adopted an acquisition-led strategy, which is underpinned by our track record of acquiring and successfully turning around hotels to grow our business. We acquire or build primarily business hotels, and we take steps to further upgrade properties and engage with established branded hotel operators to allow the hotels to be appropriately positioned within the market. Subsequent to this one-time upgrade of the property, we deploy our in-house and proprietary asset management tools and capabilities to further enhance the ongoing financial and operational performance of the property.

Our portfolio is diversified across key consumption centers in India, at different price-points and with established brands catering to a broad set of demand *(Source: JLL Report)*. We currently categorize our hotel portfolio into three distinct hotel segments based on brand classification – Upper Upscale and Upscale, Upper Mid-scale and Mid-scale. Over 52.00% of our Total Income for the six months ended September 30, 2022 was from Upper Mid-scale and Mid-scale hotels. The Upper Mid-scale and Mid-scale segments offer significant growth opportunities in India due to their relevant price positioning and limited dependence on international travelers *(Source: JLL Report)*. Our Upper Upscale and Upscale hotels, which contributed to 46.93% of our Total Income for the six months ended September 30, 2022, are supported by markets with high density demand in cities such as Bangalore, Hyderabad, Ahmedabad and Pune (*Source: JLL Report*). These cities are expected to demonstrate strong growth in airline passenger traffic and premium office space absorption, which is expected to benefit the overall demand base for our hotels *(Source: JLL Report)*.

As a hotel owner and asset manager, we identify the focus markets and target properties for capital allocation and growth. Our average number of keys grew by 5.8 times from the Financial Year 2014 to the Financial Year 2017, by 2.8 times from the Financial Year 2017 to the Financial Year 2020 and further grew by 1.2 times from the

Financial Year 2020 to February 28, 2023 (after taking into account the keys to be acquired as part of the ACIC Portfolio). Our dominant position among the Upper Mid-scale and Mid-scale brands in India (*Source: JLL Report*) enabled us to grow our Fairfield by Marriott and Holiday Inn Express portfolio to 936 and 1,427 keys, respectively, as of February 28, 2023, making us the largest owner of these brands in India. During our acquisition process, we assess multiple parameters including hotel location profile, demand / supply, competition, future business potential, product or brand profile, development cost and timelines and detailed financial analysis. We are actively involved in development of the hotel and identification of the appropriate hotel operator with established brands. The key to our successful turnaround strategy is the preparation and execution of an asset management plan. Our hotels typically operate under long-term management contracts with established and well recognized global hotel operators such as Marriott, Hyatt and IHG. These engagements benefit our hotels by giving them access to strong operating processes, sales and distribution experience, larger clientele and loyalty programs of such hotel operators.

Given our pace of expansion, scale and pan India footprint, we have developed proprietary tools that help us manage and improve the performance of our hotels. With these tools, we can leverage an extensive number of operating parameters and data that we have across our hotels and use data analytics to improve our operations and acquisition strategy. Further, our hotel portfolio is supported by our shared service centers which improve the process and quality of our operations and business units.

Significant Factors Affecting Our Results of Operations

Our results of operations and financial condition are affected by a number of important factors, including:

Acquisition, Renovation and Rebranding of Hotel Assets

The expansion of our portfolio of hotel assets through acquisition, renovation and rebranding is one of the most important factors affecting our results of operations and financial condition. We have increased the size of our hotel portfolio and presence across India primarily through the acquisition of hotel assets and we intend to continue to evaluate potential acquisitions in the future. We follow a data analytics driven approach for evaluating acquisition opportunities and the final decision to act on such opportunities is primarily driven by expected hotel profitability, integration with our existing portfolio, as well as our ability to create reasonable leverage to optimize shareholder returns. As of February 28, 2023, of the 25 hotels in our portfolio, 21 or 84.00% were acquired. These 21 hotels contributed ₹2,469.38 million, ₹2,418.27 million, ₹1,275.60 million and ₹4,189.48 million, respectively, or 72.57%, 75.59%, 74.05% and 68.97%, respectively, of our Total Income, for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020.

Subsequent to the acquisition of a dislocated hotel, we typically shut down that property for a period of time to renovate and rebrand it, which has historically shown accretive returns on incremental capital expenditure. This has primarily been driven by a material increase in Average Room Rates post renovation and rebranding, which leads to a significant growth in hotel revenues and profitability. However, as we add, renovate or rebrand hotel assets in our portfolio, an initial ramp-up period of sub-optimal performance is observed during which operating expenses of the asset may exceed its revenue resulting in an operating loss. As these assets mature, we seek to break-even and achieve profitability. Therefore, for any given period, the composition of mature and ramp-up assets in our portfolio may significantly impact our profitability and financial condition.

On March 30, 2023, our Company entered into a binding share purchase agreement with Asiya Capital and the ACIC SPVs (the "**ACIC SSPA**") to acquire an additional 962 keys across six operating hotels and a parcel of land for the development of a hotel under the Upper Mid-scale segment in Navi Mumbai, Maharashtra (collectively, the "**ACIC Portfolio**" and such acquisition, the "**Proposed ACIC Acquisition**") for a purchase consideration of up to 39,000,000 Equity Shares. For further details relating to the Proposed ACIC Acquisition, see "***History and Certain Corporate Matters – Key terms of our subsisting material agreements***" on page 206. In addition, we currently have a strong pipeline of projects that are under development, which we intend to complete in the near future, including (i) the intended renovation and rebranding of our existing 301 keys Hyatt Regency Pune into a Luxury brand hotel under Hyatt's management, which is expected to be completed by September 30, 2025, (ii) the development of a 111 keys Holiday Inn Express in Rajarhat, Kolkata which is expected to be completed by September 30, 2024, and (iii) the expansion of several of our existing hotels through the addition of new keys, new F&B facilities and/or renovations and rebranding. Our total estimated capital expenditure as of September 30, 2022 is up to ₹4,610.00 million. For further details on our planned expansion projects and corresponding estimated capital expenditures, see "***Business – Our Strategies – Complete***

Development of Identified Opportunities that are Currently Under Development" and "- ***Liquidity and Capital Resources – Capital Expenditures***" on pages 155 and 410, respectively.

The impact of such acquisitions, renovations and rebranding on our results of operations and financial condition will depend on numerous factors, including the size of each hotel's business and operations, the terms of the acquisition, our ability to consummate transactions on favorable terms and within anticipated timelines, construction and development delays, time taken for ramp-up and stabilizing the hotel operations post opening and our ability to realize the anticipated growth opportunities and synergies. Acquisitions may also expose us to risks associated with unforeseen or hidden liabilities, incurring additional debt, diversion of management attention and resources from our existing business and difficulties in integrating acquired hotels with our existing operational infrastructure. The timing of opening of new hotels and the timing of any hotel acquisitions or dispositions may cause a variation of revenue and earnings from quarter to quarter. The acquisition of new hotel properties is expected to increase our revenue and operating expenses and may have an impact on our margins.

See also "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – If we are unable to realize the anticipated growth opportunities and synergies from the assets we acquire, including from the Proposed ACIC Acquisition (as defined below) or any other acquisition that we may undertake in the future, our business, financial condition, cash flows and results of operations may be adversely affected.***" on page 34.

Our Relationships with Hotel Operators and Leading Hospitality Brands

As of February 28, 2023, 23 of our operating hotels are managed by third-party operators, namely Marriott, IHG and Hyatt, pursuant to hotel operator services and related agreements executed with them. As of February 28, 2023, 11 of our hotels were operated by Marriott, 10 by IHG and two by Hyatt, comprising a total of 3,560 keys or 92.73% of our total keys. We also benefit from agreements with these operators to market our hotels under their respective global brands such as *Sheraton, Courtyard by Marriott, Renaissance, Fairfield by Marriott, Four Points by Sheraton* (each owned by Marriott), *Hyatt Place™, Hyatt Regency™* (each owned by Hyatt or its affiliates) and *Holiday Inn Express* (owned by IHG). Further, the ACIC SPVs have entered into franchise agreements and brand license agreements to acquire a limited and non-exclusive license to use the brand name licensed by Marriott for operating the respective hotels. Accordingly, the six hotels we expect to acquire pursuant to the Proposed ACIC Acquisition would be under Marriot-owned brands, namely Fairfield by Marriott and Four Points by Sheraton.

Our hotel operator service agreements are for terms generally ranging from 20 to 30 years. These agreements typically provide the respective hotel operators with discretion in matters relating to operation of the hotels, including, among others, charges for guestrooms and public spaces in the hotel, food and beverage services, receipt, holding, and disbursement of funds, book-keeping of banking transactions, procurement of inventories, supplies and services, promotion and publicity, and such other activities as are specifically provided for under the hotel operator services agreements or are otherwise necessary and customary for the operation of the hotels. However, such matters are subject to general compliance with the annual operating plan agreed between us and the respective hotel operators. Our hotel operators are required to prepare and submit to us a draft of an annual operating plan for the upcoming year setting out the estimated amount of gross revenue, operating profit, capital expenditure, salaries and marketing expenditure for the hotel, among others. We work closely with the respective operators to finalize annual operating plans for our hotels. Our hotel operators also assist in establishing overall human resource policies consistent with their standards and formulate and establish training and motivational programs for employees at the hotels.

We are generally obliged to pay fees for technical design services, periodic operating fees including management fees and license fees for the use of certain trademarks based on invoices raised, and commercial remittances against invoices for advertising, sales and marketing, promotion, information technology services and related expenses incurred by the hotel operator or their affiliates. These management fees and license fees compensate the hotel operators based on a fixed percentage of the gross revenue of the hotel and/or a specified portion of gross operational profits as incentive fees, subject to the terms of the hotel operator services agreements. During the last three Financial Years and the six months ended September 30, 2022, the amounts payable to the hotel operators ranged from 2.68% to 4.36% of Total Income from Assets for our hotels managed by third parties.

We may also seek to rebrand our properties by using alternate brands at our hotels or renegotiate terms of our existing hotel operator services and related agreements. In the event our relationships with the hotel operators deteriorate and our agreements with them are terminated, or if we are unable to enter into hotel operator services agreements for our new hotels, our results of operations may be adversely affected.

See also "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – We have entered into hotel operator services agreements and other related agreements with Marriott, Hyatt and IHG (and their affiliates) to receive operating and marketing services for our hotels. The ACIC SPVs have entered into franchise agreements and brand license agreements with Marriott for the license of Marriott's brand name. If these agreements are terminated or not renewed, our business, results of operations and financial condition may be adversely affected.***" on page 32.

Changes in Consumer Demand due to Seasonality and Macroeconomic Conditions

Consumer demand for our hotels can subject our revenues to significant volatility, and are largely affected by seasonal variations across the hospitality industry as well as general macroeconomic conditions in India and globally.

The periods during which our hotels experience higher revenues vary from property to property, depending principally upon location and the guests served. According to the JLL Report, on an average the Indian hotel market experiences better performance in the second half of the Financial Year relative to the first half of the Financial Year. Seasonality affects leisure travel, including weddings, as well as inbound foreign leisure travel, such that demand is relatively stronger during the October to March period. According to the JLL Report, such seasonality affects the leisure hotel segment relative to the business hotel segment. Business travel is generally more consistent throughout the year. As all but one of our hotels cater primarily to business travel, the impact of seasonality is relatively lower for our business. However, our revenues are generally higher during the second half of each Financial Year and seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings.

Further, the hospitality industry is cyclical, and demand generally follows, on a lagged basis, key macroeconomic indicators. Demand for hotel rooms, occupancy levels and room rates realized by owners of hotels experiences increases and decreases through macroeconomic cycles. The combination of changes in economic conditions and in the supply of hotel rooms can result in significant volatility in results of hotel properties. The costs of running a hotel, such as for power, fuel and water, employees and rental, tend to be more fixed than variable. When demand for our hotels decreases, due to high operating leverage the resulting decline in our revenues 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. Similarly in conditions of economic upturns, when the demand for hotel rooms increases, due to high operating leverage, our net cash flow, margins and profits may increase disproportionately to the increase in revenues.

In addition, the hospitality industry and the demand for rooms is also affected by travel advisories, worldwide health concerns, geo-political developments, natural disasters in the region and inflation. 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. In particular, the hospitality industry in India has been severely affected by the outbreak of the COVID-19 pandemic since early 2020 due to reduced traveler traffic and government-mandated restrictions on movement. In particular, restrictions on domestic and overseas travel, including airport closures and lockdowns in urban areas in 2020 and 2021, resulted in significantly lower demand for and occupancy rates of rooms at our hotels. We witnessed a decline in our Average Occupancy across our total portfolio of hotels from 61.38% during the Financial Year 2020 to 27.96% during the Financial Year 2021, before improving to 45.90% during the Financial Year 2022 and further to 71.68% for the six months ended September 30, 2022. Our Average Room Rate across our total portfolio of hotels also correspondingly declined from ₹4,516 during the Financial Year 2020 to ₹2,624 for the Financial Year 2021, before improving to ₹3,149 for the Financial Year 2022 and further to ₹4,639 for the six months ended September 30, 2022. According to the JLL report, occupancy levels for the overall branded hotel segment in India are gradually inching towards pre-COVID-19 levels. Accordingly, while we expect continued recovery of international and domestic business travel to positively affect our Average Occupancy and room rates going forward, our business and results of operations for the Financial Years 2021 and 2022 have been adversely affected by the COVID-19 pandemic.

See also "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – Our business is subject to seasonal and cyclical variations that could result in fluctuations in our results of operations.", "Risk Factors – Internal Risk Factors – Risks Related to Our Business – A slowdown in economic growth in India could have an adverse effect on our business, results of operations and financial condition."*** and "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – 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 pages 37, 40 and 43, respectively.

Competition

The hospitality industry in India is intensely competitive and our hotels compete with large multinational and Indian companies, in the regions in which we operate. We tend to experience competition from chain affiliated and independent hotels in the segments in which we operate, as well as certain hotels in the Upper Upscale and Upscale, Upper Mid-scale and Mid-scale segments. The competition in the hospitality industry also increases with the emergence of institutional players who are acquiring hotel assets. Our success is dependent on our ability to compete on various factors such as room rates, quality of accommodation, location of our hotels, service levels, scope of other amenities, including food and beverage facilities and brand recognition, among others. We may also have to compete with new hotel properties that commence operations in the areas in which we operate. The new supply of hotel rooms in a particular location significantly affects our ability to increase rates charged to customers at our hotels. Our ability to capture the expected growth in tourism and the hospitality industry, and respond to the consequent competition in the hospitality industry, will be critical to our results of operations in future.

See also "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – The hospitality industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.***" on page 46.

Government Regulations and Policies

Our business is subject to significant governmental regulation, particularly in relation to safety, health, environment, real estate, excise and labor laws. In connection with our ownership of hotels and development of properties, we are also subject to a variety of national, state and local laws and regulations relating to environmental laws. Under some of these laws, a current or former owner or operator of real estate property may be held liable for the costs of investigating or remediating hazardous or toxic substances or wastes on, under or in such real property, as well as third-party sites where the owner or operator sent wastes for disposal. The costs of investigating or remediating contamination, at our properties or at properties where we sent substances or wastes for disposal, may be substantial. We are also subject to laws and regulations governing relationships with employees in such areas as minimum wages and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labor and work permits and maintenance of regulatory/ statutory records. For instance, the Government of India has introduced (i) the Code on Wages, 2019, (ii) the Code on Social Security, 2020, (iii) the Occupational Safety, Health and Working Conditions Code, 2020, and (iv) Industrial Relations Code, 2020 (collectively, the "**Codes**"). The aim of the Codes is to consolidate, subsume and replace various existing central labor legislation. We are also subject to regulations relating to the sale and service of food, alcoholic and non-alcoholic beverages and hosting of events and weddings at our hotel properties. These regulations and policies can be extensive and amended periodically. Further, we are required to comply with certain reporting requirements under the provisions of the Foreigner's Act, 1946 (read with the applicable rules and regulations) with respect to the arrival of foreign guests at our hotels. Any delay in complying with such reporting requirements within the prescribed timelines could expose us to potential litigation and penal action. The extensive regulatory structure within which we operate may constrain our flexibility to respond to market conditions, competition or changes in our cost structure, which could have an adverse effect on our business and prospects.

See also "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – We are subject to extensive government regulation with respect to safety, health, environmental, real estate, excise and labor laws and certain reporting requirements prescribed by the Reserve Bank of India ("RBI"). Any non-compliance with, or changes in, regulations and reporting requirements applicable to us may adversely affect our business, results of operations and financial condition.***" on page 49.

Significant Accounting Policies

Basis of Preparation

The Restated Consolidated Financial Information has been prepared for inclusion in this Draft Red Herring Prospectus in connection with Offer, in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note.

The preparation of the Restated Consolidated Financial Information in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that may require material adjustment to the carrying value of assets or liabilities affected in future periods.

Basis of Consolidation

Business Combinations (other than common control business combinations)

In accordance with Ind AS 103, we account for business combinations using the acquisition method when control is transferred to us. The cost of an acquisition is measured as the fair value of the consideration transferred, equity instruments issued and liabilities incurred or assumed at the date of exchange. The consideration transferred does not include amounts related to the settlement of pre- existing relationships; such amounts are generally recognized in the statements of profit and loss and other comprehensive income. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business combination are expensed as incurred. The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognized in profit or loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or other comprehensive income, as appropriate.

Principles of Consolidation

Control is achieved when we are exposed, or have rights, to variable returns from our involvement with the investee and have the ability to affect those returns through our power over the investee. Specifically, we control an investee if and only if we have (i) power over the investee (i.e. existing rights that give us the current ability to direct the relevant activities of the investee), (ii) exposure, or rights, to variable returns from our involvement with the investee, and (iii) the ability to use our power over the investee to affect our returns.

When we have less than a majority of the voting or similar rights of an investee, we consider all relevant facts and circumstances in assessing whether we have power over an investee, including: (i) the contractual arrangement with the other vote holders of the investee, (ii) rights arising from other contractual arrangements, (iii) our voting rights and potential voting rights, and (iv) the size of our holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

We re-assess whether or not we control 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 we obtain control over the subsidiary and ceases when we lose 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 Financial Information from the date we gain control until the date we cease to control the subsidiary.

Subsidiaries

Subsidiaries are entities controlled by us. We control an entity when we are exposed to, or have rights to, variable returns from our involvement with the entity and have the ability to affect those returns through our power over the entity. The financial statements of subsidiaries are included in the Restated Consolidated Financial Information from the date on which control commences until the date on which control ceases.

The Restated Consolidated Financial Information is 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 Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the Restated Consolidated Financial Information to ensure conformity with the group's accounting policies.

The financial 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., for the six months period ended September 30, 2022 and for the years ended March 31, 2022, March 31, 2021 and March 31, 2020.

Non-controlling interests

Non-controlling interests ("**NCI**") are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in our equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When we lose control over a subsidiary, we derecognize the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in profit or loss.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of our interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

Revenue Recognition

Revenue is recognized at an amount that reflects the consideration to which we expect to be entitled in exchange for transferring the goods or services to a customer, i.e. on transfer of control of the goods or service to the customer. Revenue is net of indirect taxes and discounts.

Room revenue, sale of food and beverages and recreation services

Revenue is recognized at the transaction price that is allocated to the performance obligation. Revenue comprises room revenue, sale of food and beverages, recreation and other services relating to hotel operations. Revenue is recognized upon rendering of the services and sale of food and beverages.

Property management and space rentals

Space rental income comprises amount earned for use of hotel premises space by other parties. The income is recognized when services are rendered as per the terms of the contract and no significant uncertainty exists regarding the collection of the consideration.

Dividend income

Dividend income is recognized in profit or loss on the date on which our right to receive payment is established.

Interest income or expense

Interest income or expense is recognized using the effective interest method. The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to (i) the gross carrying amount of the financial asset, or (ii) the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Employee Benefits

Short-term employee benefits

Employee benefits payable wholly within 12 months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, short-term bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees under the Employee Stock Option Scheme is recognized as an employee stock option expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. The increase in equity recognized in connection with a share based payment transaction is presented in "Employee stock option outstanding account", as a separate component in equity. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Post-employment benefits

<u>Defined contribution plan – Provident fund and Employee state insurance</u>

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions and has no obligation to pay any further amounts. Provident fund scheme and employee state insurance are defined contribution schemes. We make specified monthly contributions towards these schemes. Our contributions are recorded as an expense in the profit or loss during the period in which the employee renders the related service. If the contribution already paid is less than the contribution payable under the scheme for service received before the balance sheet date, the deficit payable under 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.

Defined benefit plan – Gratuity

Our gratuity scheme is a defined benefit plan. The present value of obligations under such defined benefit plans are determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, are based on the market yields on government securities as at the balance sheet date, having maturity period approximating to the terms of related obligations.
Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in restated consolidated other comprehensive income and are never reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the profit or loss as past service cost.

Other long-term employee benefit obligations – Compensated absences

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within 12 months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within 12 months after the end of such period, the benefit is classified as a long-term employee benefit. We record an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the profit or loss.

Property, Plant and Equipment

Recognition and measurement

Property, plant and equipment including capital work in progress are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

Cost comprises the purchase price, import duties and other non-refundable taxes or levies, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Any trade discounts and rebates are deducted in arriving at the purchase price.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs and disposal

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it is probable that the future economic benefits associated with the expenditure will flow to us. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure, are charged to the profit or loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the profit or loss when the asset is derecognized.

Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method ("**SLM**") to allocate their cost, net of their residual values, over their estimated useful lives (determined by our management based on technical estimates). Further, leasehold improvements are depreciated over the shorter of lease term and their useful lives. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life. Depreciation on addition/ (disposals) is provided on a pro-rata basis i.e. from/(up to) the date on which the asset is ready for use/(disposed of).

Our management's estimate of the useful life of various categories of assets is as follows:

Asset Category*	**Useful Life *(years)***	**Useful life as per Schedule II to the Companies Act, 2013 *(years)***
Building	15-60	60
Computers and accessories	3-6	3-6
Plant and machinery	3-30	15
Furniture and fixtures	5-8	10
Vehicles	8	8
Office equipment	3-10	5

**For the above class of assets, our management, based on internal technical evaluation, has determined that the useful lives as given above best represent the period over which our management expects to use these assets. Hence, the useful lives of few assets included in the above asset categories are different from the useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013.*

Freehold land is not depreciated. Depreciation is calculated on a pro rata basis for assets purchased/sold during the period/year.

The residual values, useful lives and methods of depreciation of property plant and equipment's are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

Investment Property

Investment property consists of commercial property principally held to earn rental income.

Recognition and measurement

Property that is held either to earn rental income or for capital appreciation or for both, and that is not occupied by our Company, is classified as investment property. Investment property is measured initially at its cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and impairment losses, if any.

Subsequent expenditure and disposal

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to us and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Any gain or loss from disposal of an investment property is recognized in the statement of profit and loss.

Depreciation

Depreciation is calculated using the SLM to allocate their cost, net of their residual values, over their estimated useful lives (determined by our management based on technical estimates). Further, leased assets are depreciated over the shorter of lease term and their useful lives. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life.

Depreciation on addition/(disposals) is provided on a pro-rata basis i.e. from/(up to) the date on which the asset is ready for use/(disposed of).

Asset Category	Useful Life (years)	Useful life as per Schedule II to the Companies Act, 2013
Building	60	60

Goodwill and Other Intangible Assets

Goodwill

For measurement refer to "***– Basis of Consolidation – Business Combinations (other than common control business combinations)***" above. Subsequent measurement is at cost less any accumulated impairment losses.

Other intangible assets

Recognition and measurement

Other intangible assets that are acquired by us are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment loss, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates.

Amortisation

Our other intangible assets represent computer software. Computer software is amortised using the SLM over the estimated useful life (at present three to 10 years) or the tenure of the respective software license, whichever is lower. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

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 recognized in the profit or loss when the asset is derecognized.

Financial Instruments

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when we become a party to the contractual provisions of the instrument.

All financial instruments are initially recognized at fair value. 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 of a financial instrument on initial recognition is generally its transaction price (that is, the fair value of the consideration given or received). However, if there is a difference between the transaction price and the fair value of financial instruments whose fair value is based on a quoted price in an active market or a valuation technique that uses only data from observable markets, we recognize the difference as a gain or loss at inception ('day 1 gain or loss'). In all other cases, the entire day 1 gain or loss is deferred and recognized in the Statement of Profit and Loss over the life of the transaction until the transaction matures or is closed out.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("**FVTPL**"), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

<u>Financial assets</u>

On initial recognition, a financial asset is classified as measured at amortised cost, fair value through other comprehensive income ("**FVOCI**") – debt investment, FVOCI – equity investment, or FVTPL. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period we change our business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL: (i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measure at FVOCI if it meets both of the following conditions and is not designated as at FVTPL: (i) the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, we may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

<u>Financial liabilities</u>

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition

Financial assets

We recognize a financial asset when the contractual rights to the cash flows from the financial asset expire, or we transfer the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which we neither transfer nor retain substantially all of the risks and rewards of ownership and do not retain control of the financial asset. If we enter into transactions whereby we transfers assets recognized on our balance sheet, but retain either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

We derecognize a financial liability when our contractual obligations are discharged or cancelled, or expire. We also derecognize a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, we currently have a legally enforceable right to set off the amounts and we intend either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Financial guarantee

Financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Such guarantees are initially measured at fair value and subsequently at the higher of: (i) the expected credit loss allowance determined in accordance with Ind AS 109, and (ii) the amount recognized initially less, when appropriate, cumulative amortisation recognized in accordance with Ind AS.

Fully compulsorily convertible debentures

Our Company issued fully compulsorily convertible debentures ("**FCCDs**"). As per the terms of the debenture agreement, each debenture will be converted into equity shares based on an agreed conversion formula (fixed to variable conversion). Accordingly, the whole amount has been treated as financial liability in the books and carried at amortised cost.

Non-convertible debentures

Our Company has issued unsecured non-convertible debentures ("**NCDs**"). As per the terms of the debenture agreement, each debenture will be redeemed within 36 months from the deemed date of allotment. Accordingly, the same amount has been treated as financial liability in books and carried at amortised cost.

Embedded derivative

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: (i) the economic characteristics and risks are not closely related to the host, (ii) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and (iii) the hybrid contract is not measured at FVTPL. Embedded derivatives are measured at fair value with changes in fair value recognized 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 FVTPL category.

Our Company identified the redemption right as an equity component of convertible payment-in-kind ("**PIK**") obligation of NCDs (unsecured) issued by its subsidiaries i.e., Barque Hotels Private Limited and SAMHI JV Business Hotels Private Limited. As the risks associated with the underlying variable are not closely related to the host instrument, the equity component has been separately accounted for as deemed investment in subsidiaries. The equity component has been fair valued through profit or loss at each balance sheet date.

Impairment

Impairment of financial instruments

We recognize loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, we assess whether financial assets carried at amortised cost and debt securities at FVTPL are credit-impaired. A financial asset is "credit- impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data: (i) significant financial difficulty of the borrower or issuer, (ii) a breach of contract such as a default or being past due for 90 days or more, (iii) the restructuring of a loan or advance by us on terms that we would not consider otherwise, (iv) it is probable that the borrower will enter bankruptcy or other financial reorganization, or (v) the disappearance of an active market for a security because of financial difficulties.

We measure loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses: (a) debt securities that are determined to have low credit risk at the reporting date, and (b) other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which we are exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, we consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on our historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to us in accordance with the contract and the cash flows that we expect to receive).

As a practical expedient, we use a provision matrix to determine impairment loss allowance on portfolio of our trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables 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 analyzed.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when we determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with our procedures for recovery of amounts due.

Impairment of non-financial assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount is the greater of the asset's (or cash generating unit's ("**CGU**")) fair value less costs to sell and value in use. 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 risks specific to the asset (or CGU).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated, if any to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognized in prior periods, we review at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

Inventories

Inventories which comprise stock of food and beverages (including liquor), operating supplies and stock-in-trade are carried at the lower of cost and net realizable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. In determining the cost, first in first out ("**FIFO**") method is used. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs to make the sale.

Government Grants and Subsidies

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

*Export Promotion Capital Goods Scheme ("**EPCG Scheme**")*

The grant or subsidy received to compensate the import cost of assets, subject to an export obligation is recognized in the statement of profit and loss in ratio of fulfilment of associated export obligations.

*Service Exports From India Scheme ("**SEIS Scheme**")*

The scheme entitles us to receive SEIS Scheme licenses basis the annual earnings in foreign currency. These licenses can be utilized by us or sold in the market. The grant is recognized in the statement of profit and loss on an accrual basis at realizable value.

Provisions

A provision is recognized when we have a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation.

We record a provision for site restoration costs to be incurred for the restoration of leasehold land at the end of the lease period. The provision is measured at the present value of the best estimate of the expected costs to settle the obligation and recognized as part of the cost of property, plant and equipment. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the costs of the asset and site restoration obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Provisions are reviewed by our management at each reporting date and adjusted to reflect the current best estimates at each reporting date.

Foreign Currency Transactions

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in the profit or loss. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the profit or loss on a net basis.

Leases – Transition to Ind AS 116

The Ministry of Corporate affairs ("**MCA**") through the Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, had issued Ind AS 116 "Leases" which replaced the existing lease standard, Ind AS 17 and other interpretations. Ind AS 116 sets out the principles, for the recognition, measurement, presentation and disclosure of leases for both lessors and lessees. It introduces a single, on-balance sheet leases accounting model for leases.

Group as a lessee

On inception of a contract, we (as a lessee) assess whether it contains a lease. A contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, we assess whether: (i) the contract involves the use of an identified asset, (ii) we have substantially all of the economic benefits from use of the asset through the period of the lease, and (iii) we have the right to direct the use of the asset.

At the date of commencement of the lease, we recognize a right-of-use asset ("**ROU**") and a corresponding lease liability for all lease arrangements in which we are a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low value leases, we recognize the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease contracts may contain both lease and non-lease components. We allocate payments in the contract to the lease and non-lease components based on their relative stand-alone prices and apply the lease accounting model only to lease components.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are also adjusted for any re-measurement of lease liabilities. Unless we are reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognized ROU assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including "in-substance fixed" payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. "In-substance fixed" payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, we use our incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which we are reasonably certain to exercise and excludes the effect of early termination options where we are not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if we are reasonably certain we will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if we change our assessment on whether we will exercise an extension or a termination option and any lease modification.

Variable lease payments that do not depend on an index or a rate are recognized as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an "in-substance fixed" lease payment and included in the initial calculation of the lease liability. Payments which are "in-substance fixed" are charged against the lease liability.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a lessor

At the inception of the lease we classify each of our leases as either an operating lease or a finance lease. We recognize lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When we are an intermediate lessor we account for our interests in the head lease and the sub-lease separately. We assess the lease classification of a sub-lease with reference to the ROU asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which we apply the exemption described above, then we classify the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, we apply Ind AS 115 "Revenue from contracts with customers" to allocate the consideration in the contract.

Cash and Cash Equivalents

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

Borrowing Costs

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) we incur in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition and/or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of cost of that asset. Capitalization of borrowing costs is suspended in the period during which active development is delayed due to interruption, other than temporary interruption. Other borrowing costs are recognized as an expense in the restated consolidated statement of profit and loss in the period in which they are incurred.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond our control or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation, or a present obligation whose amount cannot be estimated reliably. We do not recognize a contingent liability but discloses its existence in the Restated Consolidated Financial Information.

Income Taxes

Income tax comprises current and deferred tax credit. It is recognized in profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax credit

Deferred tax credit is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax credit is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax credit is not recognized for (i) temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction, and (ii) taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, we recognize a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets, unrecognized or recognized, are reviewed at each reporting date and are recognized/reduced to the extent that it is probable/no longer probable, respectively, that the related tax benefit will be realized.

Deferred tax credit is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax credit reflects the tax consequences that would follow from the manner in which we expect, at the reporting date, to recover or settle the carrying amount of our assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and we intend to settle current tax liabilities and assets on a net basis or such tax assets and liabilities will be realized simultaneously.

Key Components of our Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our statement of profit and loss.

Total Income

Total Income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations comprises revenue from sale of services at our hotels and other operating revenues.

- Revenue from sale of services comprises (i) room revenue, which relates to income received from occupied rooms at our hotels, (ii) food and beverage revenue, which relates to income from the sale of food and beverages, sale of liquor and wine, rental of meeting and banquet spaces, rental of equipment for events, room services and in-room mini bars, and (iii) recreation and other services, which relates to income from customer services, including transport car hire, telecom and internet, laundry, spa and wellness, and business center usage.

- Other operating revenues comprise revenue from property management (i.e., income from common area maintenance charges that we charge our tenants at the commercial block of our Sheraton Hyderabad hotel) and space rentals (i.e. income from rent received for usage of commercial spaces within our hotel assets including offices, retail and other ancillary facilities).

Other income. The largest components of other income include (i) gain on modification of financial liabilities, which relates to income from discounting of non-current trade payables, (ii) interest income from bank deposits at amortised cost, (iii) net gain on fair valuation of equity component of convertible PIK obligation, which relates to our NCDs (secured), (iv) provisions/liabilities no longer required written back, and (v) income from government grant, which relates to credit received under the EPCG Scheme and the SEIS Scheme.

Expenses

Expenses consist of costs of materials consumed, employee benefits expense, other expenses, finance costs and depreciation and amortisation expense.

Cost of materials consumed. Costs of materials consumed comprises costs from consumption of all food and beverage items (including alcoholic and non-alcoholic beverages, banquet costs, room service and restaurants), groceries and food staples at our hotels.

Employee benefits expense. Employee benefits expense comprises salaries, wages and bonus, staff welfare expenses, contribution to the provident fund and other funds, compensated absences, gratuity expenses, and share based payments.

Other expenses. The largest components of other expenses include expenses for power, fuel and water, management and incentive fees (which are payable to our hotel operators), consumption of stores and supplies, repair and maintenance of building, machinery and others, commission (which relates to commission paid to online travel aggregators ("**OTAs**") and credit card service providers), advertisement and business promotion, contractual labor, legal and professional fees, rates and taxes, travelling and conveyance, loss on foreign exchange fluctuation (net), and rent.

Finance costs. Finance costs primarily comprise interest expense on loans from banks and financial institutions, interest expense on NCDs (unsecured), interest expense on FCCDs, interest expense on lease liabilities and other finance costs. Other finance costs primary relate to loan-related fees and expenses and bank charges.

Depreciation and amortisation expense. Depreciation and amortisation expense comprises depreciation on property, plant and equipment, depreciation of investment property, depreciation of right-of-use assets (such as our hotels for which we have leasehold rights) and amortisation of other intangible assets (such as software and licenses).

Tax expense/(income)

Tax expense/(income) consists of current tax and deferred tax credit.

Our Results of Operations

The following table sets forth select financial data from our restated consolidated statement of profit and loss for the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, the components of which are also expressed as a percentage of Total Income for such periods:

	For the six months ended September 30,		**For the Financial Year**					
	2022		**2022**		**2021**		**2020**	
	(₹ in million)	***(% of Total Income)***	***(₹ in million)***	***(% of Total Income)***	***(₹ in million)***	***(% of Total Income)***	***(₹ in million)***	***(% of Total Income)***
Income:								
Revenue from operations	3,430.60	96.91%	3,227.43	96.89%	1,695.80	94.61%	6,056.27	96.49%
Other income	109.45	3.09%	103.61	3.11%	96.70	5.39%	220.12	3.51%
Total Income	**3,540.05**	**100.00%**	**3,331.04**	**100.00%**	**1,792.50**	**100.00%**	**6,276.39**	**100.00%**
Expenses:								
Cost of materials consumed (A)	282.26	7.97%	327.68	9.84%	185.52	10.35%	534.83	8.52%
Employee benefits expense (B)	592.08	16.73%	905.45	27.18%	865.40	48.28%	1,306.85	20.82%
Other expenses (C)	1,499.46	42.36%	1,879.98	56.44%	1,338.72	74.68%	2,714.20	43.24%
Total (A+B+C)	**2,373.80**	**67.06%**	**3,113.11**	**93.46%**	**2,389.64**	**133.31%**	**4,555.88**	**72.58%**
Restated earnings/loss before finance cost, depreciation, amortisation, tax and exceptional items loss/(gain)	**1,166.25**	**32.94%**	**217.93**	**6.54%**	**(597.14)**	**(33.31)%**	**1,720.51**	**27.42%**
Finance costs	2,644.18	74.69%	3,460.09	103.87%	3,087.29	172.23%	2,079.69	33.14%
Depreciation and amortization expense	480.96	13.59%	1,006.03	30.20%	1,117.95	62.37%	1,261.71	20.10%
Restated loss before tax and exceptional items loss/(gain)	**(1,958.89)**	**(55.34)%**	**(4,248.19)**	**(127.53)%**	**(4,802.38)**	**(267.91)%**	**(1,620.89)**	**(25.83)%**
Exceptional items loss / (gain)	(112.99)	(3.19)%	184.06	5.53%	12.62	0.70%	1,395.18	22.23%
Restated loss before tax	**(1,845.90)**	**(52.15)%**	**(4,432.25)**	**(133.06)%**	**(4,815.00)**	**(268.62)%**	**(3,016.07)**	**(48.06)%**
Tax expense/(income):								
Current tax	0.14	0.00%	0.28	0.01%	(21.55)	(1.20)%	29.63	0.47%
Deferred tax credit	–	–	–	–	(16.18)	(0.90)%	(47.07)	(0.75)%
Total tax expense/(income)	**0.14**	**0.00%**	**0.28**	**0.01%**	**(37.73)**	**(2.10)%**	**(17.44)**	**(0.28)%**

	For the six months ended September 30,		For the Financial Year					
	2022		2022		2021		2020	
	(₹ in million)	*(% of Total Income)*	*(₹ in million)*	*(% of Total Income)*	*(₹ in million)*	*(% of Total Income)*	*(₹ in million)*	*(% of Total Income)*
Restated loss for the year/period	**(1,846.04)**	**(52.15)%**	**(4,432.53)**	**(133.07)%**	**(4,777.27)**	**(266.52)%**	**(2,998.63)**	**(47.77)%**

Six months ended September 30, 2022

Total Income. Total Income was ₹3,540.05 million for the six months ended September 30, 2022 and comprised revenue from operations and other income.

Revenue from operations. Revenue from operations was ₹3,430.60 million for the six months ended September 30, 2022 and primarily comprised room revenue, which amounted to ₹2,464.28 million, and food and beverage revenue, which amounted to ₹856.97 million. For the six months ended September 30, 2022, our Average Occupancy was 71.68% and our Average Room Rate was ₹4,639 across our total portfolio of hotels.

Other income. Other income was ₹109.45 million for the six months ended September 30, 2022 and primarily comprised gain on modification of financial liabilities of ₹40.99 million, interest income from bank deposits at amortised cost of ₹19.58 million, net gain on fair valuation of equity component of convertible PIK obligation of ₹15.60 million, and provisions/liabilities no longer required written back of ₹12.26 million.

Expenses. Cost of materials consumed, employee benefits expenses and other expenses combined was ₹2,373.80 million for the six months ended September 30, 2022.

Cost of materials consumed. Cost of materials consumed was ₹282.26 million for the six months ended September 30, 2022 which related to consumption of food and beverages.

Employee benefits expense. Employee benefits expense was ₹592.08 million for the six months ended September 30, 2022 and primarily comprised salaries, wages and bonus of ₹478.72 million and staff welfare expenses of ₹60.76 million. We had 1,905 permanent employees as of September 30, 2022.

Other expenses. Other expenses was ₹1,499.46 million for the six months ended September 30, 2022 and primarily comprised expenses for power, fuel and water of ₹302.21 million, management and incentive fees of ₹152.82 million, consumption of stores and supplies of ₹139.90 million, repair and maintenance of building, machinery and others of ₹132.45 million, commission of ₹127.70 million, and advertisement and business promotion of ₹109.14 million.

Finance costs. Finance costs was ₹2,644.18 million for the six months ended September 30, 2022 and primarily comprised interest expense on NCDs (unsecured) carried at amortised cost of ₹1,554.87 million and interest expense on loans from banks and financial institutions carried at amortised cost of ₹974.25 million. All our outstanding NCDs (unsecured) have been refinanced as of February 28, 2023.

Depreciation and amortisation expense. Depreciation and amortisation expense was ₹480.96 million for the six months ended September 30, 2022 and primarily comprised depreciation on property, plant and equipment of ₹450.25 million.

Exceptional items gain. We had exceptional items gain of ₹112.99 million for the six months ended September 30, 2022, on account of reversal of impairment of property, plant and equipment, right-of-use and other intangible assets of ₹87.47 million, which related to reversal of impairment for our Four Points by Sheraton Ahmedabad hotel asset, and gain on reclassification of asset held for sale of ₹25.52 million, which related to impairment reversal of our Fairfield by Marriott Chennai OMR hotel asset.

Tax expense. We had tax expense of ₹0.14 million for the six months ended September 30, 2022 which comprised current tax.

*Restated loss for the period***.** As a result of the foregoing, we had restated loss for the period of ₹1,846.04 million for the six months ended September 30, 2022.

Financial Year 2022 compared to Financial Year 2021

Our results of operations for the Financial Year 2022 compared to the Financial Year 2021 were particularly affected by improved performance in our Average Occupancy levels and Average Room Rates due to recovery of travel and tourism activity, in line with the stabilization of the COVID-19 pandemic and India's COVID-19 vaccination drive.

Total Income. Total Income increased by 85.83% from ₹1,792.50 million for the Financial Year 2021 to ₹3,331.04 million for the Financial Year 2022 due to increases in revenue from operations and other income.

Revenue from operations. Revenue from operations increased by 90.32% from ₹1,695.80 million for the Financial Year 2021 to ₹3,227.43 million for the Financial Year 2022 primarily due to:

- an increase in room revenue from ₹1,084.27 million for the Financial Year 2021 to ₹2,136.62 million for the Financial Year 2022, in line with increases in our Average Occupancy from 27.96% to 45.90% and in our Average Room Rate from ₹2,624 to ₹3,149 across our total portfolio of hotels; and

- an increase in food and beverage revenue from ₹509.93 million for the Financial Year 2021 to ₹949.67 million for the Financial Year 2022, primarily due to higher capacity utilization across our portfolio of hotels.

Other income. Other income increased by 7.15% from ₹96.70 million for the Financial Year 2021 to ₹103.61 million for the Financial Year 2022, primarily due to (i) net gain on fair valuation of equity component of convertible PIK obligation in relation to our NCDs (secured) of ₹28.80 million recorded in the Financial Year 2022, while no such income was recorded in the Financial Year 2021, and (ii) gain on modification of financial liabilities of ₹9.37 million recorded in the Financial Year 2022, which related to income from discounting of non-current trade payables, while no such income was recorded in the Financial Year 2021. This was partially offset by decreases in provisions/liabilities no longer required written back, interest income from bank deposits at amortised cost, interest on income tax refund and interest on advance recoverable.

Expenses. Cost of materials consumed, employee benefits expenses and other expenses combined increased by 30.28% from ₹2,389.64 million for the Financial Year 2021 to ₹3,113.11 million for the Financial Year 2022, primarily due to increases in costs of materials consumed and other expenses.

Cost of materials consumed. Cost of materials consumed increased by 76.63% from ₹185.52 million for the Financial Year 2021 to ₹327.68 million for the Financial Year 2022, in line with the increase in food and beverage revenue.

Employee benefits expense. Employee benefits expense increased by 4.63% from ₹865.40 million for the Financial Year 2021 to ₹905.45 million for the Financial Year 2022, primarily due to increases in (i) staff welfare expenses from ₹62.82 million for the Financial Year 2021 to ₹86.28 million for the Financial Year 2022, and (ii) salaries, wages and bonus from ₹750.36 million for the Financial Year 2021 to ₹760.74 million for the Financial Year 2022, which were driven by compensation increments given to employees as well as a slight increase in our total number of employees. Despite such increases, employee benefits expense represented 48.28% of our Total Income for the Financial Year 2021 as compared to 27.18% of our Total Income for the Financial Year 2022. We had 1,641 permanent employees as of March 31, 2021 as compared to 1,644 permanent employees as of March 31, 2022.

Other expenses. Other expenses increased by 40.43% from ₹1,338.72 million for the Financial Year 2021 to ₹1,879.98 million for the Financial Year 2022, primarily due to increases in expenses for (i) power, fuel and water from ₹313.06 million for the Financial Year 2021 to ₹414.86 million for the Financial Year 2022, (ii) consumption of stores and supplies from ₹89.94 million for the Financial Year 2021 to ₹184.24 million for the Financial Year 2022, (iii) commission from ₹72.48 million for the Financial Year 2021 to ₹144.76 million for the Financial Year 2022, (iv) contractual labor from ₹58.72 million for the Financial Year 2021 to ₹116.18 million for the Financial Year 2022, and (v) management and incentive fees from ₹46.77 million for the Financial Year 2021 to ₹89.09 million for the Financial Year 2022, which were mainly driven by the increase in Average Occupancy levels at our hotels. Despite such increases, other expenses represented 74.68% of our Total Income for the Financial Year 2021 as compared to 56.44% of our Total Income for the Financial Year 2022.

Finance costs. Finance costs increased by 12.08% from ₹3,087.29 million for the Financial Year 2021 to ₹3,460.09 million for the Financial Year 2022 primarily due to an increase in interest expense on NCDs carried at amortised

cost from ₹9.53 million for the Financial Year 2021 to ₹807.59 million for the Financial Year 2022, which was mainly driven by our issuance of new NCDs (unsecured) at higher interest rates. This was partially offset by a decrease in interest expense on FCCDs at amortised cost from ₹484.95 million for the Financial Year 2021 to ₹(42.67) million for the Financial Year 2022, mainly driven by the impact of fair valuation of FCCDs.
Depreciation and amortisation expense. Depreciation and amortisation expense decreased by 10.01% from ₹1,117.95 million for the Financial Year 2021 to ₹1,006.03 million for the Financial Year 2022, primarily due to a decrease in depreciation on property, plant and equipment from ₹1,052.44 million for the Financial Year 2021 to ₹942.04 million for the Financial Year 2022, which was mainly on account of the end of the useful life of certain fixed assets.

Exceptional items loss. We had exceptional items loss of ₹12.62 million for the Financial Year 2021, on account of capital work in progress ("**CWIP**") written off, which related to a discontinued plan for the construction of a new hotel property. We had exceptional items loss of ₹184.06 million for the Financial Year 2022, primarily on account of loss on reclassification of asset held for sale of ₹186.40 million, which related to reclassification of our Fairfield by Marriott OMR Chennai hotel (which we sold on February 8, 2023); partially offset by gain on lease assets of ₹2.34 million.

Tax expense/(income). We had tax income of ₹37.73 million for the Financial Year 2021, comprising current tax credit of ₹21.55 million and deferred tax credit of ₹16.18 million. We had tax expense of ₹0.28 million for the Financial Year 2022 comprising current tax expense.

Restated loss for the year. As a result of the foregoing, our restated loss for the year decreased by 7.22% from ₹4,777.27 million for the Financial Year 2021 to ₹4,432.53 million for the Financial Year 2022.

Financial Year 2021 compared to Financial Year 2020

Our results of operations for the Financial Year 2021 compared to the Financial Year 2020 were particularly affected by the onset of the COVID-19 pandemic, resulting in government-mandated travel restrictions and nationwide lockdowns that significantly impacted capacity utilization across our portfolio of hotels.

Total Income. Total Income decreased by 71.44% from ₹6,276.39 million for the Financial Year 2020 to ₹1,792.50 million for the Financial Year 2021 due to decreases in revenue from operations and other income.

Revenue from operations. Revenue from operations decreased by 72.00% from ₹6,056.27 million for the Financial Year 2020 to ₹1,695.80 million for the Financial Year 2021 primarily due to:

- a decrease in room revenue from ₹4,107.32 million for the Financial Year 2020 to ₹1,084.27 million for the Financial Year 2021, in line with decreases in our Average Occupancy from 61.38% to 27.96% and in our Average Room Rate from ₹4,516 to ₹2,624 across our total portfolio of hotels. The decreases in our Average Occupancy and Average Room Rate were primarily driven by COVID-19 related restrictions on domestic and overseas travel, including airport closures, which resulted in significantly lower demand for and occupancy rates of rooms at our hotels;

- a decrease in food and beverage revenue from ₹1,675.68 million for the Financial Year 2020 to ₹509.93 million for the Financial Year 2021, also due to travel restrictions and social distancing measures during the COVID-19 pandemic, which resulted in lower rental activity for our meeting and banquet spaces and equipment for events, as well as lower sales of food and beverages, liquor and wine, room services and in-room mini bars; and

- a decrease in revenue from recreation and other services from ₹229.81 million for the Financial Year 2020 to ₹34.59 million for the Financial Year 2021, also due to the effects of the COVID-19 pandemic on social gatherings.

Other income. Other income decreased by 56.07% from ₹220.12 million for the Financial Year 2020 to ₹96.70 million for the Financial Year 2021, primarily due to decreases in (i) government grant from ₹71.80 million to ₹2.63 million, mainly driven by a reduction in foreign exchange billings due to the lower level of international customers at our hotels, and (ii) provisions/liabilities no longer required written back from ₹60.46 million to ₹10.45 million, on account of outstanding provisions being written back.

Expenses. Cost of materials consumed, employee benefits expenses and other expenses combined decreased by 47.55% from ₹4,555.88 million for the Financial Year 2020 to ₹2,389.64 million for the Financial Year 2021, primarily due to decreases in costs of materials consumed, employee benefits expense and other expenses.

Cost of materials consumed. Cost of materials consumed decreased by 65.31% from ₹534.83 million for the Financial Year 2020 to ₹185.52 million for the Financial Year 2021, in line with the decrease in food and beverage revenue.

Employee benefits expense. Employee benefits expense decreased by 33.78% from ₹1,306.85 million for the Financial Year 2020 to ₹865.40 million for the Financial Year 2021, primarily due to decreases in (i) salaries, wages and bonus from ₹1,073.67 million for the Financial Year 2020 to ₹750.36 million for the Financial Year 2021, and (ii) staff welfare expenses from ₹138.45 million for the Financial Year 2020 to ₹62.82 million for the Financial Year 2021, which were driven by reorganization of our employee structure and a significant decrease in our number of employees due to higher turnover as a result of the COVID-19 pandemic. Despite such decreases, employee benefits expense represented 20.82% of our Total Income for the Financial Year 2020 as compared to 48.28% of our Total Income for the Financial Year 2021. We had 2,264 permanent employees as of March 31, 2020 as compared to 1,641 permanent employees as of March 31, 2021.

Other expenses. Other expenses decreased by 50.68% from ₹2,714.20 million for the Financial Year 2020 to ₹1,338.72 million for the Financial Year 2021, primarily due to decreases in expenses for (i) power, fuel and water from ₹527.14 million for the Financial Year 2020 to ₹313.06 million for the Financial Year 2021, (ii) advertisement and business promotion from ₹249.04 million for the Financial Year 2020 to ₹74.15 million for the Financial Year 2021, (iii) management and incentive fees from ₹220.05 million for the Financial Year 2020 to ₹46.77 million for the Financial Year 2021, (iv) commission from ₹232.66 million for the Financial Year 2020 to ₹72.48 million for the Financial Year 2021, (v) consumption of stores and supplies from ₹221.59 million for the Financial Year 2020 to ₹89.94 million for the Financial Year 2021, (vi) contractual labor from ₹165.02 million for the Financial Year 2020 to ₹58.72 million for the Financial Year 2021, and (vii) travelling and conveyance from ₹134.57 million for the Financial Year 2020 to ₹30.52 million for the Financial Year 2021, which were mainly driven by the decrease in Average Occupancy levels at our hotels and lower business travel as a result of the COVID-19 pandemic. Despite such decreases, other expenses represented 43.24% of our Total Income for the Financial Year 2020 as compared to 74.68% of our Total Income for the Financial Year 2021.

Finance costs. Finance costs increased by 48.45% from ₹2,079.69 million for the Financial Year 2020 to ₹3,087.29 million for the Financial Year 2021 primarily due to increases in (i) interest expense on FCCDs carried at amortised cost from ₹(184.88) million for the Financial Year 2020 to ₹484.95 million for the Financial Year 2021, which was mainly driven by the impact of fair valuation of FCCDs, and (ii) interest expense on loans from banks and financial institutions carried at amortised cost from ₹2,251.30 million for the Financial Year 2020 to ₹2,461.86 million for the Financial Year 2021, which was mainly driven by a six-month moratorium on interest mandated by the RBI that resulted in the conversion of accumulated interest into long-term loans and, in turn, an increase in our total borrowings.

Depreciation and amortisation expense. Depreciation and amortisation expense decreased by 11.39% from ₹1,261.71 million for the Financial Year 2020 to ₹1,117.95 million for the Financial Year 2021, primarily due to a decrease in depreciation on property, plant and equipment from ₹1,192.12 million for the Financial Year 2020 to ₹1,052.44 million for the Financial Year 2021, which was mainly on account of the end of the useful life of certain fixed assets.

Exceptional items loss. We had exceptional items loss of ₹1,395.18 million for the Financial Year 2020, primarily on account of provision for impairment of property, plant and equipment, right-of-use and other intangible assets of ₹1,033.59 million and provision for impairment of goodwill of ₹205.90 million, both of which related to the COVID-19 led impact on our business operations and profitability. We had exceptional items loss of ₹12.62 million for the Financial Year 2021, on account of CWIP written off which related to a discontinued plan for the construction of a new hotel property.

Tax expense/(income). We had tax income of ₹17.44 million for the Financial Year 2020, comprising current tax of ₹29.63 million and deferred tax credit of ₹47.07 million. We had tax income of ₹37.73 million for the Financial Year 2021, comprising current tax credit of ₹21.55 million and deferred tax credit of ₹16.18 million.

Restated loss for the year. As a result of the foregoing, our restated loss for the year increased by 59.31% from ₹2,998.63 million for the Financial Year 2020 to ₹4,777.27 million for the Financial Year 2021.

Liquidity and Capital Resources

Our principal sources of liquidity include cash generated from operations, primary equity capital raised from our shareholders and cash from borrowings, including term loans and working capital facilities. We typically invest our surplus cash in fixed deposits with banks and financial institutions and units of liquid mutual funds. As of September 30, 2022, we had cash and cash equivalents and bank balances other than cash and cash equivalents of ₹1,459.47 million.

Our financing requirements are primarily for working capital and investments in our business such as capital expenditures to expand and upgrade our portfolio of hotels. We expect that our cash flows from operations and borrowings, together with the net proceeds from the Fresh Issue, will be sufficient to fund our currently expected capital expenditures, operating expenses and cash requirements for the next 12 months.

Cash Flows

The following table summarizes our cash flows data for the periods indicated:

	For the six months ended September 30, 2022	For the Financial Year 2022	2021	2020
		(₹ in million)		
Net cash generated from operating activities	960.43	263.10	216.53	1,622.71
Net cash (used in)/generated from investing activities	(395.64)	(25.36)	422.89	(86.43)
Net cash (used in)/ generated from financing activities	(950.15)	(174.44)	64.65	(1,235.61)
Net (decrease)/increase in cash and cash equivalents	**(385.36)**	**63.30**	**704.07**	**300.67**

Net cash generated from operating activities

Six months ended September 30, 2022

Net cash generated from operating activities was ₹960.43 million for the six months ended September 30, 2022. We had restated loss before tax of ₹1,845.90 million for the six months ended September 30, 2022, which was primarily adjusted for finance costs of ₹2,644.18 million and depreciation and amortisation expense of ₹480.96 million, impairment of property, plant and equipment, right-of-use of assets and other intangible assets of ₹87.47 million, gain on modification of financial liabilities of ₹40.99 million and gain on reclassification of assets held for sale of ₹25.52 million. This was further adjusted for working capital changes, which primarily consisted of an increase in trade receivables of ₹348.81 million, an increase in trade payables of ₹107.55 million, an increase in other liabilities of ₹54.07 million and an increase in other financial liabilities of ₹22.04 million. As a result, cash generated from operations for the six months ended September 30, 2022 was ₹985.79 million before adjusting for income taxes paid (net) of ₹25.36 million.

Financial Year 2022

Net cash generated from operating activities was ₹263.10 million for the Financial Year 2022. We had restated loss before tax of ₹4,432.25 million for the Financial Year 2022, which was primarily adjusted for finance costs of ₹3,460.09 million, depreciation and amortisation expense of ₹1,006.03 million and loss on reclassification of asset held for sale of ₹186.40 million. This was further adjusted for working capital changes, which primarily consisted of an increase in trade payables of ₹296.81 million, an increase in trade receivables of ₹70.08 million, a decrease in other liabilities of ₹58.85 million and a decrease in other financial assets of ₹36.50 million. As a result, cash generated from operations for the Financial Year 2022 was ₹298.18 million before adjusting for income taxes paid (net) of ₹35.08 million.

Financial Year 2021

Net cash generated from operating activities was ₹216.53 million for the Financial Year 2021. We had restated loss before tax of ₹4,815.00 million for the Financial Year 2021, which was primarily adjusted for finance costs of ₹3,087.29 million, depreciation and amortisation expense of ₹1,117.95 million and interest income of ₹42.07 million. This was further adjusted for working capital changes, which primarily consisted of an increase in trade payables of ₹329.98 million, a decrease in trade receivables of ₹154.13 million, an increase in other liabilities of ₹115.57 million and a decrease in other financial assets of ₹72.51 million. As a result, cash generated from operations for the Financial Year 2021 was ₹83.03 million before adjusting for income taxes refunded (net) of ₹133.50 million.

Financial Year 2020

Net cash generated from operating activities was ₹1,622.71 million for the Financial Year 2020. We had restated loss before tax of ₹3,016.07 million for the Financial Year 2020, which was primarily adjusted for finance costs of ₹2,079.69 million, depreciation and amortisation expense of ₹1,261.71 million, impairment of property, plant and equipment, right-of-use and other intangible assets of ₹1,033.59 million, impairment of goodwill of ₹205.90 million, provisions/liabilities no longer required written back of ₹60.46 million and interest income of ₹61.32 million. This was further adjusted for working capital changes, which primarily consisted of an increase in trade payables of ₹173.74 million, a decrease in other assets of ₹117.86 million, a decrease in other liabilities of ₹71.06 million and an increase in other financial assets of ₹50.66 million. As a result, cash generated from operations for the Financial Year 2020 was ₹1,668.04 million before adjusting for income taxes paid (net) of ₹45.33 million.

Net cash (used in)/generated from investing activities

Six months ended September 30, 2022

Net cash used in investing activities was ₹395.64 million for the six months ended September 30, 2022. This was primarily due to bank deposits made of ₹4,329.48 million, partially offset by bank deposits matured of ₹3,935.10 million.

Financial Year 2022

Net cash used in investing activities was ₹25.36 million for the Financial Year 2022. This was primarily due to bank deposits made of ₹3,082.78 million, partially offset by bank deposits matured of ₹3,019.23 million.

Financial Year 2021

Net cash generated from investing activities was ₹422.89 million for the Financial Year 2021. This was primarily due to bank deposits matured of ₹1,887.98 million, partially offset by bank deposits made of ₹1,520.71 million.

Financial Year 2020

Net cash used in investing activities was ₹86.43 million for the Financial Year 2020. This was primarily due to bank deposits made of ₹6,705.11 million, purchase of current investments of ₹554.76 million and purchase of property, plant and equipment, capital work in progress and other intangible assets of ₹281.77 million, partially offset by bank deposits matured of ₹6,542.27 million and proceeds from sale of current investments of ₹834.13 million.

Net cash (used in)/generated from financing activities

Six months ended September 30, 2022

Net cash used in financing activities was ₹950.15 million for the six months ended September 30, 2022. This was primarily due to repayment of long term borrowings of ₹1,014.56 million and finance costs paid of ₹1,029.63 million, partially offset by proceeds from long term borrowings of ₹1,219.13 million.

Financial Year 2022

Net cash used in financing activities was ₹174.44 million for the Financial Year 2022. This was primarily due to repayment of long term borrowings of ₹8,284.25 million and finance costs paid of ₹3,467.37 million, partially offset by proceeds from long term borrowings of ₹11,510.99 million.

Financial Year 2021

Net cash generated from financing activities was ₹64.65 million for the Financial Year 2021. This was primarily due to proceeds from long term borrowings of ₹3,815.49 million, partially offset by repayment of long term borrowings of ₹2,137.94 million, finance costs paid of ₹1,374.60 million and repayment of current borrowings – net of ₹156.42 million.

Financial Year 2020

Net cash used in financing activities was ₹1,235.61 million for the Financial Year 2020. This was primarily due to finance costs paid of ₹1,776.81 million, repayment of long term borrowings of ₹1,277.59 million and repayment of current borrowings – net of ₹230.33 million, partially offset by proceeds from long term borrowings of ₹1,862.37 million.

Capital Expenditures

Our historical capital expenditures have primarily related to additions to property, plant and equipment, including for the purchase of buildings, plant and machinery, furniture and fixtures, and computers and accessories. For the six months ended September 30, 2022 and the Financial Years 2022, 2021 and 2020, we made additions to property, plant and equipment amounting to ₹13.66 million, ₹8.57 million, ₹1.63 million and ₹77.30 million, respectively.

We expect to incur capital expenditures of up to ₹1,848.00 million between the Financial Years 2024 and 2027 in connection with the renovation, rebranding and expansion projects set forth in the below table, which we expect to finance utilizing cash flows from operations and borrowings.

Project	**Estimated range of capital expenditure as of September 30, 2022**
	(₹ in million)
Renovation and rebranding of Hyatt Regency Pune into a Luxury brand hotel under Hyatt's management	298.00 – 403.00
Completion of under-development Holiday Inn Express in Rajarhat, Kolkata	228.00 – 252.00
Renovation, re-branding and/or expansion of existing facilities	984.00 – 1,193.00

For further details on the abovementioned projects, see ***"Business – Our Strategies – Complete Development of Identified Opportunities that are Currently Under Development"*** on page 155.

Financial Indebtedness

As of September 30, 2022, we had total borrowings (comprising current and non-current borrowings, current portion of non-current borrowings as well as interest accrued on borrowings) of ₹27,681.37 million on a consolidated basis, which primarily consisted of term loans and working capital facilities, certain FCCDs which will be converted into equity prior to filing of our Red Herring Prospectus, and NCDs (unsecured). As of February 28, 2023, we had total borrowings (comprising current and non-current borrowings, current portion of non-current borrowings as well as interest accrued on borrowings) of ₹ 28,757.05 million on a consolidated basis. For further details on our indebtedness, see "***Financial Indebtedness***" beginning on page 382.

As of the date of this Draft Red Herring Prospectus, and in the six months ended September 30, 2022 and the past three Financial Years, we were not in compliance with certain financial covenants under several financing agreements. For further details, see ***"Risk Factors – Internal Risk Factors – Risks Related to Our Business – 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."*** on page 29.

Capital and Other Commitments

As of September 30, 2022, we did not have any contracts remaining to be executed on capital account and not provided for.

The following table sets forth a summary of the maturity profile of our contractual obligations as of September 30, 2022:

		Contractual cash flows				
	Carrying amount	Total	Less than 1 year	1 – 2 years	2 – 5 years	More than 5 years
			(₹ in million)			
Non-derivative financial liabilities:						
Non-current borrowings	24,316.80	24,664.53	–	3,326.53	14,264.75	7,073.25
Non-current trade payables	112.06	114.36	–	114.36	–	–
Lease liabilities	503.20	1,186.70	93.80	72.10	181.90	838.90
Other non-current financial liabilities	31.19	31.19	–	25.89	5.30	–
Current borrowings	2,462.96	2,462.96	2,462.96	–	–	–
Trade and other payables	1,349.25	1,349.25	1,349.25	–	–	–
Other current financial liabilities	1,028.20	1,028.20	1,028.20	–	–	–
Total	**29,803.66**	**30,837.19**	**4,934.21**	**3,538.88**	**14,451.95**	**7,912.15**
Derivative financial liabilities:						
Other non-current financial liabilities	1,569.10	1,569.10	–	–	1,569.10	–
Total	**1,569.10**	**1,569.10**	**–**	**–**	**1,569.10**	**–**

Contingent Liabilities

The following table sets forth a breakdown of our contingent liabilities as of September 30, 2022:

	Total demand	Amount paid
	(₹ in million)	
Income Tax Act, 1961	113.52	22.42
Finance Act, 1994 (Service Tax)	90.72	–
Other matters	45.00	–
Total	**249.24**	**22.42**

Off-Balance Sheet Commitments and Arrangements

As of the date of this Draft Red Herring Prospectus, 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 and Other Risks

We are exposed to various types of financial risks during the normal course of business, such as market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

Our risk management policies are established to identify and analyze the risks we face, to set appropriate risk limits and controls, and to monitor risks and adherence to limits in order to minimize the financial impact of such risks. Our risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Credit Risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying amount of financial assets represent the maximum credit risk exposure. We have credit policies in place and the exposures to these credit risks are monitored on an ongoing basis. To cater to the credit risk for balances with banks/financial institutions, only high rated banks/institutions are accepted.

We have given security deposits to government departments and to vendors for securing services from them and rental deposits for employee accommodations. We have other receivable balances outstanding as at period/year end from vendors for cost reimbursement and have loan balance outstanding as at period/year end from Key Managerial Personnel. Further, we have recognized government grant recoverable in respect of export incentives. In respect of credit exposures from trade receivables/unbilled revenue/lease receivable, we have policies in place to ensure that sales on credit without collateral are made principally to travel agents and corporate companies with an appropriate credit history. Sales to other customers are made in cash or by credit cards.

We establish an allowance for impairment that represents our expected credit losses in respect of trade receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, their geographical location, industry and existence of previous financial difficulties, if any.

Liquidity Risk

Liquidity risk is the risk that we will not be able to settle or meet our obligations on time or at reasonable price. 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. The ultimate responsibility for liquidity risk management rests with our Board of Directors, which has established an appropriate liquidity risk management framework for the management of our short-term, medium term and long-term funding and liquidity management requirements.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Our exposure to foreign currency risk is on account of payables on account of import of capital goods such as televisions, kitchen appliances, mini-bars and chimneys, management fees payable and other expenditure in currencies other than our functional currency.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to our borrowings with floating interest rates. We evaluate the interest rates in the market on a regular basis to explore the option of refinancing of our borrowings. Our current borrowings (except vehicle loans) are linked to floating interest rates, thereby resulting in the adjustments of our borrowing costs in line with the market interest. For further details on our interest rate risk exposure, see "***Financial Statements – Annexure VII – Note 47: Financial instruments – Fair values and risk management***" on page 346.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

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 "– ***Significant Factors Affecting Our Results of Operations***" and the uncertainties described in "***Risk Factors***" beginning on pages 387 and 29, respectively. Except as disclosed 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 our Company from continuing operations.

Significant Economic Changes

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations. See **"*Risk Factors*"** and **"*– Significant Factors Affecting our Results of Operations*"** on pages 29 and 387, respectively.

Future Relationship between Cost and Revenue

Other than as described in "***Risk Factors***", "***Our Business***" and above in "– ***Significant Factors Affecting Our Results of Operations***" beginning on pages 29, 140 and 387, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, including as described in "***Our Business***" on page 140, 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.

Supplier or Customer Concentration

We do not have any material dependence on a single or few suppliers. We have a wide customer base and do not have any material dependence on any particular customer.

Competitive Conditions

We operate in a highly competitive industry and we expect competition from existing and new competitors to intensify. For details, please refer to the discussions of our industry and competition in the sections "***Risk Factors***", "***Our Business***" and "***Industry Overview***" and on pages 29, 140 and 171, respectively.

Seasonality

The hospitality industry in India is subject to seasonal variations. The periods during which our hotels experience higher revenues vary from property to property, depending principally upon location and the guests served. Our revenues are generally higher during the second half of each Financial Year. Seasonality affects leisure travel, including weddings, as well as inbound foreign leisure travel, such that it mainly occurs between October and March. However, business travel is generally more consistent throughout the year. Seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings. See also "– ***Significant Factors Affecting Our Results of Operations – Changes in Consumer Demand due to Seasonality and Macroeconomic Conditions***" above on page 389.

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 results of operations or financial condition.

Significant Developments Occurring after September 30, 2022

Except as disclosed below and in this Draft Red Herring Prospectus, there are no circumstances have arisen since September 30, 2022, the date of the last financial statements included in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months:

- On March 30, 2023, our Company entered into a binding share purchase agreement with Asiya Capital to acquire 962 keys across six operating hotels and a parcel of land for the development of a hotel under the Upper Mid-scale segment in Navi Mumbai, Maharashtra, for a purchase consideration of up to 39,000,000 Equity Shares, subject to an adjustment payment in the event that the number of Equity Shares to be issued to Asiya Capital is in excess of 39,000,000 Equity Shares. For further details, see "***Our Business – Description of our Business – ACIC Portfolio"*** on page 162.

- Our Company sold Four Points by Sheraton Ahmedabad for ₹640.00 million on February 2, 2023.

- Our Company sold Fairfield by Marriott OMR Chennai for ₹335.00 million on February 8, 2023.

- On February 27, 2023, our Subsidiaries, Argon Hotels Private Limited and Barque Hotels Private Limited and SAMHI JV Business Hotels Private Limited, entered into and completed financing arrangement for ₹8,850.00 million with Citibank N.A. and Citicorp Finance (India) Limited.

- Pursuant to a Board resolution dated February 27, 2023, our Company allotted 8,202,419 Equity Shares to Sarvara Investment Fund I for conversion of interest on secured NCDs issued by our Subsidiaries, SAMHI JV Business Hotels Private Limited and Barque Hotels Private Limited into Equity Shares.

- Pursuant to a Board resolution dated March 7, 2023, our Company allotted an aggregate of 861,427 Equity Shares on conversion of an aggregate of 780 OCDs.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) claims related to direct and indirect taxes (disclosed in a consolidated manner giving the total number of claims and the total amount involved); (iv) other pending litigations as determined to be material pursuant to the Materiality Policy in accordance with the SEBI ICDR Regulations in each case involving our Company, Subsidiaries and our Directors.

*In addition to the pending litigation involving the Company, its directors and its subsidiaries, the Company shall also disclose pending litigation, as mentioned in points (i)-(iv) above, involving the ACIC SPVs (collectively with the Company, its directors and its subsidiaries, the "**Relevant Parties**")*

Pursuant to the Materiality Policy adopted by our Board of Directors on March 27, 2023 for the purposes of (iv) above, any pending litigation involving the Relevant Parties, has been considered 'material' and accordingly disclosed in this Draft Red Herring Prospectus where:

(i) the monetary claim/dispute amount made by or against the Relevant Parties in any such pending litigation is equivalent to or above ₹ 10.00 million; and

(ii) where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect our Company's business, operations, cash flows, financial position or reputation, on a consolidated basis.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding ₹ 73.07 million, which is 5% of the consolidated trade payables of our Company as of September 30, 2022 as per the Restated Consolidated Financial Information shall be considered as 'material'. Further, for outstanding dues to any party, which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

It is clarified that for the purpose of the Materiality Policy, pre-litigation notices received by the Relevant Parties from third parties (excluding governmental/statutory/regulatory/ judicial authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

There is no outstanding litigation involving our Group Companies which has a material impact on our Company.

Terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of date of this Draft Red Herring Prospectus.

I. LITIGATION INVOLVING OUR COMPANY

A. *Litigation filed against our Company*

Outstanding actions by regulatory and statutory authorities

(i) The Commissioner, Bengaluru City issued a demand notice dated November 8, 2022 to our Company, raising a demand of ₹ 2.30 million towards government fees under the provisions of Rule 17B of Karnataka Excise Licences (General Conditions) Rules,1967, pursuant to the change in name of the Company on conversion from a private company to a public company. Our Company *vide* letter dated December 20, 2022 objected to such demand on the grounds, *inter alia*, that the provisions of Karnataka Excise Licences (General Conditions) Rules, 1967, provide for transfer of excise licenses under certain circumstances and since there has been no direct or indirect transfer as well as no change in shareholding and management, our Company is not liable to pay any fee.

(ii) The Bruhath Bangalore Mahanagara Palike issued a notice dated January 8, 2019 and November 10, 2022 to our property on which our Company's hotel in Bangalore, Rajajinagar is currently situated thereby directing our Company to pay the property tax due on the aforesaid property amounting to ₹ 5.56 million.

B. *Litigation filed by our Company*

Material civil proceedings

The District Registrar, Rajajinagar (the "**District Registrar**") had passed an order dated July 17, 2012 ("**Order I**") revaluing the property on which our Company's hotel in Bangalore, Rajajinagar is currently situated (the "**Property**") and directing our Company to pay the deficient stamp duty (based on their revaluation of the Property) in order to register the sale deed for the Property. Our Company, paid the increased differential amount of stamp duty amounting to ₹ 12.11 million under protest and simultaneously filed an appeal dated September 21, 2012 (the "**Appeal**") in the Court of the Regional Commissioner, Bangalore Division (the "**Court of the Regional Commissioner**"), seeking that Order I be set aside and the amount paid under protest be refunded, on the grounds, among others, that (i) the District Registrar erroneously revalued the Property on the basis that it was a 'commercial apartment' (and not a 'hotel building'); and (ii) no inspection was conducted on the Property to ascertain its true nature. Subsequently, in 2015, our Company filed an application before the Court of the Regional Commissioner to amend the Appeal and sought a refund of ₹ 10.35 million (the "**Amendment Application**"). The Court of the Regional Commissioner rejected the Amendment Application on the ground that there had been a delay of more than a year in requesting for the amendment to the Appeal by an order dated July 25, 2016 ("**Order II**"). The Court of the Regional Commissioner heard the matter on December 1, 2020 and the same was remanded back to the District Registrar asking to clarify the Order I. The matter is currently pending.

C. *Tax proceedings involving our Company*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ million*)
Direct Tax	2	N.A.
Indirect Tax	-	-
Total	2	N.A.

II. LITIGATION INVOLVING OUR SUBSIDIARIES

1. *<u>Argon Hotels Private Limited ("Argon")</u>*

A. *Material civil litigation against Argon*

Gaurav Monga, a former employee of Argon filed a civil suit on October 22, 2016 in the High Court of Delhi for damages against the erstwhile Premier Inn India Private Limited, *i.e.*, Argon, and certain other persons (together, the "**Respondents**") seeking damages amounting to ₹ 45 million as compensation for an alleged misrepresentation by the Respondents to employ him with Premier Inn India Private Limited and subsequently, the alleged wrongful termination of his employment. The High Court of Delhi (single judge bench) rejected the suit by a judgment dated January 6, 2017. Gaurav Monga filed an appeal dated March 18, 2017 in the High Court of Delhi (division bench) against the afore-mentioned judgment and sought that the judgment be set aside on the grounds, among others, that (i) his suit had been erroneously dismissed even before being registered as a duly instituted suit, and (ii) since it involved complicated questions of law, it necessitated adjudication, and (iii) could not have been dismissed without issuing summons to the Respondents. The matter is currently pending before the High Court of Delhi (division bench).

2. *<u>Ascent Hotels Private Limited ("Ascent")</u>*

A. *Criminal proceedings against Ascent*

Novex Communication Private Limited filed a complaint under section 156(3) of the Code of Criminal Procedure and certain provisions of the Copyright Act, 1957 and the Indian Penal Code, 1860 before the Court of Judicial Magistrate First Class, Pune, alleging that Ascent had on certain occasions played songs in their Hyatt Regency Pune hotel without the requisite permissions or licenses and sought that an appropriate criminal case be registered against Ascent. The Court of Judicial Magistrate First Class, Pune *vide* order dated May 26, 2022 declined to pass an order for investigation under section 156(3) of the Code of Criminal Procedure, 1973 and to resort the protection envisaged under section 200 of the Code of Criminal Procedure, 1973. The matter is currently pending.

B. Material civil litigation against Ascent

Jolly Steel Industries Private Limited (the "**Plaintiff**") filed a civil suit in the Court of Civil Judge, Senior Division, Pune against Vascon Engineers Private Limited ("**Vascon**") and Ascent (together, the "**Defendants**") in relation to the title of a portion of the land that was allegedly owned by the Plaintiff, seeking an order of injunction against the Defendants on the grounds, among others, that Vascon encroached upon this portion of the Plaintiff's land. The Plaintiff has impleaded Ascent as a party to this dispute as it is not a party to the sale deed executed between Ascent and Vascon and has accordingly stated in the plaint that it is not in a position to ascertain whether the allegedly encroached portion is a part of the property sold to Ascent by Vascon. Ascent in its reply dated January 27, 2014 stated, among other things, that it has no connection with the alleged encroachment because the Plaintiff's allegations are related to transactions that transpired between the Plaintiff and Vascon, which Ascent was never a direct or indirect party to, and that accordingly the suit of the Plaintiff is hit by the principle of "misjoinder of a party" since Ascent was never a necessary party to the suit. Subsequently, the 2nd Additional Judge of the Small Causes Court, Pune passed an order on December 7, 2018 directing the Plaintiff to file this suit in a court having proper jurisdiction because the civil court did not have jurisdiction over a commercial dispute (the "**Order**"). The Plaintiff filed an appeal against the Order in the High Court of Bombay seeking a stay against the Order, wherein a stay was granted on February 27, 2019 until the date of next hearing. The High Court of Bombay *vide* order dated September 29, 2021 has awarded the Defendants a last chance to submit the copies of the memo for issuing admit notice. The matter is currently pending.

3. Barque Hotels Private Limited ("Barque")

A. Pending action by statutory or regulatory authorities against Barque

(i) The Karnataka Industrial Areas Development Board ("**KIADB**") issued three notices for acquisition of land parcels belonging to Barque measuring 695 square metres, 8.60 square metres and 8 square metres, dated June 6, 2016, April 20, 2018 and July 10, 2018, respectively, for purposes of development of the second phase of the Bengaluru Metro Rail Project. These land parcels form part of a larger property in relation to which there is a pending dispute. In relation to the land parcels measuring 8.60 square metres and 8 square metres, an amount of ₹ 208,145 and ₹ 182,170, respectively, has been deposited with the City Civil Court, Bengaluru and for further details about the dispute pending in relation to the land parcel measuring 695 square metres, see "- ***Material civil litigation by Barque***" below.

(ii) The Municipal Corporation, Gurugram ("**MCG**") issued a show cause notice dated October 24, 2019 ("**SCN**") to Holiday Inn Express, Gurugram ("**HIEX Gurugram**"), alleging that the advertisement displayed at the property was installed without the permission of MCG and that accordingly the advertisement had been removed by MCG since such advertisement was in violation of the Haryana Municipal Corporation Advertisement Bye-Laws, 2018. The hotel was also directed to submit an application seeking approval for the advertisement. Barque replied to the SCN through its letter dated December 5, 2019 stating that the said advertisements were in relation to certain directional signage installed outside the hotel premises and that the hotel has now applied for the approval of the MCG to display the aforementioned signage.

(iii) The Deputy Commissioner of Income Tax, Delhi issued a show cause notice under section 2(35) of the Income Tax Act, 1961 dated October 19, 2022 (for Fiscal 2021) and December 6, 2022 (for Fiscal 2022) to the persons who were directors of Barque in the abovementioned years, to determine "principal officers" during the relevant period since Barque did not deposit the tax deducted at source within the prescribed timelines. Barque, *vide* reply dated November 18, 2022 (for Fiscal 2021), submitted that it is not fit for initiation of prosecution since there was a "reasonable cause" for the delay i.e., COVID -19 wherein hospitality business was one of the worst affected sectors. Also, Barque had already deposited the tax deducted at source *suo moto* along with applicable interest.

B. Material civil litigation by Barque

Barque filed an application in the Court of the Principal Civil Judge, Bangalore Rural District on August 18, 2015 requesting for a permanent injunction against Mahesh and anyone acting on his behalf or claiming through him (together, the "**Defendants**") from interfering with Barque's peaceful possession of the property situated at Beratena Agrah Ara Village, Begur Hobli, Bangalore South Taluk (the "**Property**") on the grounds, among others, that the Defendants were trying to forcibly dispossess Barque by claiming title to the Property and that there existed a constant threat of interference from the Defendants in peaceful enjoyment of the Property. The Principal Civil Judge, Bangalore Rural District passed a judgment and decree of temporary injunction restraining the Defendants from interfering with the Property dated August 20, 2015. While the dispute between Barque and the Defendants was pending, a certain portion of the Property admeasuring 695 square metres was acquired by the Karnataka Industrial Areas Development Board ("**KIADB**") for the purposes of development of the second phase of the Bengaluru Metro Rail Project. For details of the notice issued by the KIADB, see "***- Pending action by statutory or regulatory authorities against Barque***" above**.**

Pending this dispute, Mahesh had also sold a part of the Property in favour of third parties on September 7, 2016. These third parties, represented by R. Ramesh (the "**Third Parties**"), filed an application on November 29, 2017 in the Court of the Principal Civil Judge, Junior Division (III Additional), Bangalore Rural District (the "**Principal Civil Judge**") seeking that they be impleaded as defendants in the ongoing dispute between our Company and the Defendants on the grounds that they were just and necessary parties as they held ownership rights to a part of the Property. The Principal Civil Judge rejected this impleading application by its order dated June 21, 2019 on the grounds, among others, that the Third Parties were not necessary parties as the property that they held ownership rights to was distinct from the impugned Property. These Third Parties have parallelly also filed objection statements before the Special Land Acquisition Officer, KIADB claiming that since the property acquired by KIADB includes their property as well, they must be paid compensation in lieu of the acquisition. Since this dispute was pending in respect of the Property and it was difficult to conclusively determine the rights of each party, the KIADB passed a general award dated August 30, 2017 for fixing the compensation at ₹ 10.93 million, including income tax, and directing the Bangalore Metro Rail Corporation Limited ("**BMRCL**") to deposit the said amount with the Court. Subsequently, the Third Parties have filed an application in the Court of the Civil Judge, Bangalore, Rural District on October 15, 2018 against Barque, seeking a permanent injunction against Barque in relation to possession of the Property ("**Permanent Injunction Application**"). Barque in its reply dated June 1, 2019 has stated, among other things, that the Third Parties have failed to prove absolute title over the Property and further that their application is not maintainable since they are claiming title to land which is completely different from the Property (which is owned by Barque). Subsequently, the Court of Principal Civil Judge, Bangalore, Rural District by way of an order of temporary injunction dated January 25, 2022, restrained the Third Parties from interfering with the Property.

On January 29, 2022, the Court of Second Additional City Civil and Session Judge, Bangalore, dismissed the Permanent Injunction Application. Subsequently, the Third Parties filed a writ petition before the High Court of Karnataka at Bengaluru (the "**Court**") seeking, among other things, that the order dated January 29, 2022 be quashed. The Court pursuant to an order dated June 20, 2022, dismissed the writ petition on the grounds that there was a lack of documentary evidence to support the claim that the Third Parties are entitled to receive the compensation. Separately, Barque filed a writ petition dated March 7, 2022 before the Court seeking that the award of the KIADB dated August 30, 2017 be quashed. The Court by its order dated June 27, 2022 quashed the award of the KIADB dated August 30, 2017, and directed the KIADB to pay a compensation of ₹ 29.84 million to Barque under Section 29(2) of the Karnataka Industrial Areas Development Act, 1966. The Third Parties had subsequently filed an application dated November 9, 2022 before the Court of the Principal Senior Civil Judge, Bangalore Rural District for seeking temporary injunction restraining Barque from interfering with Property in dispute, against which the Senior Civil Judge (VII Additional), Bengaluru Rural District granted an ex-parte temporary injunction vide order dated December 13, 2022 in favour of the Third Parties. The matter is currently pending.

4. *SAMHI JV Business Hotels Private Limited ("SAMHI JV")*

A. ***Pending action by statutory or regulatory authorities against SAMHI JV***

The Deputy Commissioner of Income Tax, Delhi issued a show cause notice under section 2(35) of the Income Tax Act, 1961 dated November 4, 2022 (for Fiscal 2021) and January 16, 2023 (for Fiscal 2022) to the persons who were directors of SAMHI JV in the abovementioned years, to determine "principal officers" during the relevant period since SAMHI JV did not deposit the tax deducted at source within the prescribed timelines. SAMHI JV *vide* reply dated November 18, 2022 and January 20, 2023 submitted that this is not fit for initiation of prosecution since there was a "reasonable cause" for the delay i.e., COVID -

19 wherein hospitality business was one of the worst affected sectors. Also, SAMHI JV had already deposited the tax deducted at source *suo moto* along with applicable interest. Thereafter, the Commissioner of Income Tax (TDS), Delhi issued a show cause notice dated March 1, 2023 for Fiscal 2021 and Fiscal 2022 to SAMHI JV and its directors on failure to timely deposit tax deducted at source.

5. *SAMHI Hotels Gurgaon Private Limited ("SAMHI Gurgaon")*

A. *Criminal proceedings against SAMHI Gurgaon*

A first information report dated August 2, 2018 was registered under Section 14 of the Foreigner's Act, 1946 against an employee of our hotel (the "**Accused**"), on the grounds that the hotel failed to file an arrival report for a foreign national within 24 hours of his arrival. As a result of this the Accused was arrested and remanded to judicial custody for fourteen days. The Accused filed an application for bail dated August 3, 2018 in the Court of the Civil Judge (Junior Division) cum Judicial Magistrate, Gurugram (the "**Court**"), which was allowed on the grounds that the arrival report had been filed on August 3, 2018. The investigating agency filed a final report dated August 26, 2018 against the Accused in the matter however, no formal order has been passed by the Court. As a result, the Accused has filed an application dated December 15, 2018 in the Court seeking discharge from the aforementioned offence on the grounds, among others, that there is lack of legitimate evidence to establish the offence and the intention on the part of the Accused to commit this offence is not established.

The Judicial Magistrate First Class, Gurugram on March 10, 2022 dismissed the application filed by the Accused for discharge under Section 239 of Code of Criminal Procedure,1973 and issued a charge sheet against the Accused for the offences under Section 14 of the Foreigner's Act, 1946. However, since the Accused pleaded not guilty and claimed trial. Subsequently, the Accused filed a revision petition on May 27, 2022 before the Court of the District And Sessions Judge, Gurugram, Haryana seeking that the order dated March 10, 2022 be set aside and that the case papers and records from the first information report dated August 2, 2018 be reviewed again.

Tax Proceedings involving our Subsidiaries

As on the date of this Draft Red Herring Prospectus, except as disclosed below, our Subsidiaries are not involved in any tax proceedings:

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ million*)
Argon		
- Direct tax	1	76.81
- Indirect tax	-	-
Total	1	76.81
Barque		
- Direct tax	3	1.12
- Indirect tax	-	-
Total	3	1.12
Caspia		
- Direct tax	4	22.99
- Indirect tax	-	-
Total	4	22.99
SAMHI Ahmedabad		
- Direct tax	4	N.A.
- Indirect tax	1	N.A.
Total	5	N.A.
SAMHI Gurgaon		
- Direct tax	1	N.A.
- Indirect tax	-	-
Total	1	N.A.
SAMHI JV		
- Direct tax	1	N.A.
- Indirect tax	1	90.93
Total	2	90.93
Paulmech		
- Direct tax	1	13.72

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ million*)
- Indirect tax	-	-
Total	1	13.72
Total	**17**	**205.57**

III. LITIGATION INVOLVING THE ACIC SPVs

1. *Duet India Hotels (Chennai) Private Limited ("DUET Chennai")*

A. *Pending action by statutory or regulatory authorities against DUET Chennai*

DUET Chennai received a show cause notice dated December 24, 2022, from the Employee State Insurance Corporation ("**ESIC**") alleging that DUET Chennai did not register one of their employees under ESIC within 10 days of his appointment, as required under the Employees' State Insurance (General) Regulations, 1950.

B. *Material civil litigation against DUET Chennai*

DUET Chennai received demand letters dated October 17, 2019, and October 26, 2019 for ₹ 6.79 million and interest, as applicable, from Ascentis India Projects Private Limited ("**Ascentis**"), pursuant to the agreements entered between DUET Chennai and Ascentis, whereunder Ascentis agreed to provide design and build services to DUET Chennai in order to rebrand their hotel in accordance with certain international technical standards, as outlined under the agreement. DUET Chennai *vide* its response dated October 18, 2019 disputed the invoices raised by Ascentis on several grounds, including a discrepancy between the estimated budget submitted by Ascentis prior to the commencement of the work and the actual expenditure incurred for carrying out the services. Further to subsequent correspondences between Ascentis and DUET Chennai, Ascentis issued a legal notice dated September 16, 2020 invoking arbitration under the said agreements. Further to disagreement regarding the appointment of an arbitrator, Ascentis filed a petition under Section 11 of the Arbitration and Conciliation Act, 1996 ("**Arbitration Act**") before the High Court of Delhi seeking appointment of an arbitrator to adjudicate the dispute between the parties. The High Court of Delhi *vide* order dated January 22, 2021 appointed a common sole arbitrator to adjudicate this dispute and certain other disputes between Ascentis and DUET Chennai OMR, DUET Hyderabad and DUET Ahmedabad. DUET Chennai filed a statement of defence cum counter-claim dated August 4, 2021, raising a counter-claim of ₹ 41.86 million alleging *mala fide* intentions to extort excess amount from DUET Chennai and various deficiencies in the services rendered by Ascentis. Additionally, DUET Chennai filed an application dated September 3, 2021 under Section 17 of the Arbitration Act before the sole arbitrator seeking certain interim reliefs, including submission of a bank guarantee of ₹ 41.86 million by Ascentis. The matter is currently pending.

2. *Duet India Hotels (Chennai OMR) Private Limited ("DUET Chennai OMR")*

A. *Material civil litigation against DUET Chennai OMR*

DUET Chennai OMR received demand letters dated October 17, 2019, and October 26, 2019 for ₹ 7.68 million and interest, as applicable, from Ascentis, pursuant to the agreements entered between DUET Chennai OMR and Ascentis, whereunder Ascentis agreed to provide design and build services to DUET Chennai OMR in order to rebrand their hotel in accordance with certain international technical standards, as outlined under the agreement. DUET Chennai OMR *vide* its response dated October 18, 2019 disputed the invoices raised by Ascentis on several grounds, including a discrepancy between the estimated budget submitted by Ascentis prior to the commencement of the work and actual expenditure incurred for carrying out the services. Further to subsequent correspondences between Ascentis and DUET Chennai OMR, Ascentis issued a legal notice dated September 16, 2020 invoking arbitration under the said agreements. Further to disagreement regarding the appointment of an arbitrator, Ascentis filed a petition under Section 11 of the Arbitration Act before the High Court of Delhi seeking appointment of an arbitrator to adjudicate the dispute between the parties. The High Court of Delhi *vide* order dated January 22, 2021 appointed a common sole arbitrator to adjudicate this dispute and certain other disputes between Ascentis and DUET Chennai, DUET Hyderabad and DUET Ahmedabad. DUET Chennai filed a statement of defence cum counter-claim dated August 4, 2021, raising a counter-claim of ₹ 33.03 million alleging *mala fide* intentions to extort excess amount from DUET Chennai OMR and various deficiencies in the services rendered by Ascentis. Additionally, DUET Chennai OMR filed an application dated September 3, 2021 under Section 17 of the Arbitration Act before the sole arbitrator seeking certain interim reliefs, including submission of a bank guarantee of ₹ 33.03 million by Ascentis. The matter is currently pending.

3. *Duet India Hotels (Hyderabad) Private Limited ("DUET Hyderabad")*

A. Material civil litigation against DUET Hyderabad

(i) DUET Hyderabad received demand letters dated October 17, 2019, and October 26, 2019 for ₹ 8.22 million and interest, as applicable, from Ascentis, pursuant to the agreements entered between DUET Hyderabad and Ascentis, whereunder Ascentis agreed to provide design and build services to DUET Hyderabad in order to rebrand their hotel in accordance with certain international technical standards, as outlined under the agreement. DUET Hyderabad *vide* its response dated October 30, 2019 disputed the invoices raised by Ascentis on several grounds, including a discrepancy between the estimated budget submitted by Ascentis prior to the commencement of the work and the actual expenditure incurred. Further to subsequent correspondences between Ascentis and DUET Hyderabad, Ascentis issued a legal notice dated September 2, 2020 invoking arbitration under the said agreements. Further to disagreement regarding the appointment of an arbitrator, Ascentis filed a petition under Section 11 of the Arbitration Act before the High Court of Delhi seeking appointment of an arbitrator to adjudicate the dispute between the parties. The High Court of Delhi *vide* order dated January 22, 2021 appointed a common sole arbitrator to adjudicate this dispute and the disputes between Ascentis and DUET Chennai, DUET Chennai OMR and DUET Ahmedabad. DUET Hyderabad filed a statement of defence cum counter-claim dated August 4, 2021, raising a counter-claim of ₹ 42.44 million alleging *mala fide* intentions to extort excess amount from DUET Hyderabad and various deficiencies in the service rendered by Ascentis Additionally, DUET Hyderabad filed an application dated September 3, 2021 under Section 17 of the Arbitration Act before the sole arbitrator seeking certain interim reliefs including submission of a bank guarantee of ₹ 42.44 million by Ascentis. The matter is currently pending.

(ii) DUET Hyderabad received demand letters dated May 31, 2021 from the resolution professional appointed by the National Company Law Tribunal, Delhi for M/s SARE Gurugram Private Limited for ₹ 30.00 million alleging that it is indebted to pay such amount to M/s SARE Gurugram Limited. DUET Hyderabad *vide* its response dated August 3, 2021 has objected such demand.

B. Material civil litigation by DUET Hyderabad

DUET Hyderabad has filed an application dated October 18, 2021, against De Grand Sports Private Limited ("**Corporate Debtor**") to initiate corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016 ("**Application**") before the National Company Law Tribunal, Mumbai. DUET Hyderabad had issued several invoices to the Corporate Debtor for rendering hospitality services and the Corporate Debtor has incurred several defaults in the payment of such invoices within the period from December 2019 to April, 2021. Consequently, DUET Hyderabad issued a demand notice to the Corporate Debtor, and while the Corporate Debtor has acknowledged the invoices and assured that the outstanding amount will be paid in tranches, it has neither paid the outstanding debt amount, nor provided any proof of payment of the unpaid invoices. Our Company has sought an amount of ₹12.43 million along with applicable interest to the tune of ₹ 4.79 million computed till October 10, 2021, in the Application. The matter is currently pending.

4. *Duet India Hotels (Ahmedabad) Private Limited ("DUET Ahmedabad")*

A. Material civil litigation against DUET Ahmedabad

DUET Ahmedabad received demand letters dated October 17, 2019, and October 26, 2019 for ₹ 1.24 million, from Ascentis, pursuant to the agreements entered between DUET Ahmedabad and Ascentis, whereunder Ascentis agreed to provide design and build services to DUET Ahmedabad in order to rebrand their hotel in accordance with certain international technical standards, as outlined in the agreement. DUET Ahmedabad *vide* its response dated October 30, 2019 disputed the invoices raised by Ascentis on several grounds, including a discrepancy between the estimated budget submitted by Ascentis prior to the commencement of the work and the actual expenditure incurred for carrying out the services.

Further to subsequent correspondences between Ascentis and DUET Ahmedabad, Ascentis issued a legal notice dated September 16, 2020 invoking arbitration under the said agreements. Further to disagreement regarding the appointment of an arbitrator, Ascentis filed a petition under Section 11 of the Arbitration Act before the High Court of Delhi seeking appointment of an arbitrator to adjudicate the dispute between the parties. The High Court of Delhi *vide* order dated January 22, 2021 appointed a common sole arbitrator to adjudicate this dispute and certain other disputes between Ascentis and DUET Chennai, DUET Chennai OMR and DUET Hyderabad. DUET Ahmedabad filed a statement of defence cum counter-claim dated August 4, 2021, raising a counter-claim of ₹ 34.94 million alleging *mala fide* intentions to extort excess amount from DUET Ahmedabad and various deficiencies in the service rendered by Ascentis Additionally, DUET Ahmedabad filed an application dated September 3, 2021 under Section 17 of the Arbitration Act before the sole arbitrator seeking certain interim reliefs including submission of a bank guarantee of ₹ 34.94 million by Ascentis. The matter is currently pending.

5. *DUET India Hotels (Jaipur) Private Limited ("DUET Jaipur")*

A. *Material civil litigation against DUET Jaipur*

Mr. Rajesh Rathi ("**Plaintiff**"), chief executive officer of the MGD Electronics Private Limited ("**MGD Group**"), filed a civil suit dated October 29, 2015 against Starwood Hotels & Resorts Worldwide ("**Starwood**"), in the court of 5th Additional Senior Civil Judge at Gandhinagar. The Plaintiff alleged that since he was a member of the starwood preferred guest programme, Starwood had always offered complimentary services of accommodation and meals to his chauffer as a representative of MGD, prior to February 2014, pursuant to the terms agreed upon by Starwood and him. However, he claimed that Starwood had stopped offering such services from February 2014 onwards, allegedly in violation of the terms of their agreement. The Plaintiff issued a complaint to Starwood in this regard *vide* his email dated March 11, 2014. Starwood responded to such email *vide* an email dated April 18, 2014, wherein it was alleged that the Plaintiff was trying to wrongfully gain starwood preferred guest points by asking the management to show him as a co-sharer of the rooms occupied by his relatives on various occasions. The Plaintiff denied the said allegation and claimed that the email was defamatory, seeking damages of USD 4 million (amounting to ₹ 264 million at per a conversion rate of INR 66/USD, as per the plaint). The High Court of Gujarat has listed the next hearing in the matter for May 01, 2023.The matter is currently pending.

6. *Duet India Hotels (Pune) Private Limited ("DUET Pune")*

A. *Material civil litigation against DUET Pune*

(i) DUET Pune sent a notice dated August 3, 2018 to Allied Multivision Private Limited ("**Allied**") forfeiting an advance amount of ₹ 43 million paid by Allied on account of expiry of the term sheet entered between DUET Pune and Allied for acquisition of a hotel asset owned by DUET Pune located in Indore, subject to the conditions agreed upon therein. Allied, in its response dated August 10, 2018, alleged that certain structural deficiencies in the acquisition target were concealed and accordingly sought refund of the said advance amount along with certain other expenditures incurred by it. Further to the subsequent correspondence between the parties and disagreement regarding the appointment of an arbitrator, Allied filed a petition before the High Court of Delhi dated December 21, 2020 under Section 11 of the Arbitration Act invoking arbitration under the said term sheet and seeking the appointment of an arbitrator for adjudication of the disputes between DUET Pune and Allied. The High Court of Delhi *vide* order dated April 16, 2021 appointed a sole arbitrator for this dispute. DUET Pune filed a statement of defence cum counter-claim dated November 11, 2021, raising a counter-claim of ₹ 291.02 million alleging *mala fide* intentions to delay the proposed acquisition and on account of, *inter alia*, loss of the opportunity cost and damages caused due to publishing of the frivolous public notices against DUET Pune. The matter is currently pending.

(ii) DUET Pune received demand letters dated May 31, 2021 from the resolution professional appointed by the National Company Law Tribunal, Delhi for M/s SARE Gurugram Private Limited for ₹ 17.50 million alleging that it is indebted to pay such amount to M/s SARE Gurugram Limited. DUET Pune *vide* its response dated August 3, 2021 has objected such demand.

B. *Criminal proceedings by DUET Pune*

A first information report dated October 2, 2020 was registered under section 34, 406 and 420 of the

Indian Penal Code, 1960 by DUET Pune on the grounds that two women, Rupali Venkatesh Tamse and Madhuri Venkatesh Tamse stayed in their hotel Four Points by Sheraton, Pune for two months and did not clear the bills of an aggregate amount of ₹ 0.36 million.

Tax Proceedings involving the ACIC SPVs

As on the date of this Draft Red Herring Prospectus, except as disclosed below, the ACIC SPVs are not involved in any tax proceedings:

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ million*)
DUET Chennai OMR		
- Direct tax	2	-
- Indirect tax	2	0.84
Total	4	0.84
DUET Hyderabad		
- Direct tax	2	17.71
- Indirect tax	-	-
Total	2	17.71
DUET Jaipur		
- Direct tax	1	9.00
- Indirect tax	1	3.37
Total	2	12.37
DUET Pune		
- Direct tax	4	32.45
- Indirect tax	4	35.31
Total	8	67.76
DUET Navi Mumbai		
- Direct tax	1	0.06
- Indirect tax	-	-
Total	1	0.06
Total	**17**	**98.74**

IV. LITIGATION INVOLVING OUR DIRECTORS

Nil

Outstanding dues to creditors

In accordance with the Materiality Policy, creditors to whom ₹76.07 million, which is 5% of the total trade payables of our Company as of the end of the most recent period covered in the Financial Information, i.e., as of September 30, 2022, were considered 'material' creditors.

Based on the above, the details of outstanding dues (trade payables) owed to MSME (as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at September 30, 2022, are set out below:

Type of creditors	Number of creditors	Amount involved (*in ₹ million*)
Material creditors	3	434.33
Micro, Small and Medium Enterprises	196	26.81
Other creditors	2,920	1,000.17
Total	**3,119**	**1,461.31**

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website at http://www.samhi.co.in/pdf/material-creditors.pdf .

Material Developments since the date of the last balance sheet

Except as stated in "***Management's Discussion And Analysis of Financial Condition and Results of Operations***" on page 386, there have not arisen, since the date of the last financial statements disclosed in this Draft Red

Herring Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our profitability taken as a whole, or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Our Company can undertake the Offer, and our Company, Subsidiaries and the ACIC SPVs can undertake their respective business and operations, including on the basis of the list of material approvals provided below, and other than as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business and operations. 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 in India**" on page 191.*

I. General Details

A. Incorporation details of our Company

(i) Certificate of incorporation dated December 28, 2010, issued to our Company by the RoC in the name of 'SAMHI Hotels Private Limited'.

(ii) Fresh certificate of incorporation dated August 16, 2019 issued by the RoC pursuant to the conversion of our Company to a public limited company and consequential change in our name from 'SAMHI Hotels Private Limited' to 'SAMHI Hotels Limited'.

B. Offer related approvals

For details of corporate and other approvals in relation to the Issue, see "***Other Regulatory and Statutory Disclosures – Authority for the Offer – Corporate Approvals***" on page 430.

C. Tax related approvals

(i) The permanent account number of our Company is AAPCS1691D.

(ii) The tax deduction account number of our Company is DELS43141A.

(iii) The import export code for our Company is 0511046413.

(iv) The goods and services tax identification number of our Company is 07AAPCS1691D1Z6.

D. Labour and employment related approvals

(i) Under the provisions of the EPF Act, our Company has been allotted EPF code number DL/43679.

(ii) Under the ESI Act, our Company has been allotted the ESI registration numbers 53000351120001102 and 51530351120011102.

II. Key approvals in relation to our business and operations

We require various approvals to carry on our business and operations in India. 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.

As on the date of the DRHP, we have a portfolio of 23 operating hotels, which are owned or leased by us. We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business and operations. These licenses differ on the basis of the location as well as the nature of operations carried out at such locations. Further, in certain instances where the hotel is leased by us, certain licenses and approvals are obtained and maintained by the lessor/developer of the property. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire in the ordinary course of business and applications for renewal of such approvals are submitted by us in accordance with applicable procedures and requirements.

An indicative list of the key approvals required by us for the business and operation of our owned or leased hotels is provided below ("**Key Approvals**"):

1. ***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.

2. ***FSSAI registration:*** We are required to obtain registration from the FSSAI, under the Food Safety and Standards Act, 2006 read with the Food Safety and Standard (Licensing and Registration of Food Business) Regulations, 2011, for sale, storage or distribution of food products. The registration may be subject to periodic renewals.

3. ***Shops and establishments registrations:*** In 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.

4. ***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 hotels, we are required to obtain license to serve and store liquor under the respective legislation of the state.

5. ***Environment related approvals:*** We are required to obtain various environment related approvals and consents to operate under the Environment Protection Act, Air Act and Water Act ("**Consent to Operate**"), the EIA Notification and authorisation for collection, storage and disposal of hazardous waste under the Hazardous Waste Rules ("**Authorisation**") in respect of our hotels, wherever applicable.

6. ***No objection certificates from fire department:*** We are required to obtain a no objection certificate ("**NOC**") from the relevant fire department, as applicable in the concerned jurisdictions of our hotels, to continue operations of our hotels. The no objection certificates may be subject to renewal, as may be applicable.

7. ***Building completion certificate/ occupation certificate:*** We are required to obtain 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.

In addition to the Key Approvals mentioned above, we are also required to obtain certain other approvals such as license under the Contract Labour (Regulation and Abolition) Act, 1970 to engage more than 20 contract labourers at our hotels, license under the Legal Metrology Act, 2009 – to ensure compliance with uniform standards of measurement and weight, licenses issued by relevant labour departments of states for operation of lifts, public performance licenses and registrations with the Indian Performing Rights Society Limited and Phonographic Performance Limited, as applicable and the respective department of tourism of the states where our hotels are situated.

In respect of hotels that are operational as of the date of this Draft Red Herring Prospectus, we currently hold all such aforementioned Key Approvals as we are require to obtain, except the following, in respect of which we have made applications before relevant authorities to obtain the registrations or renewals of such Key Approvals that have expired:

SAMHI Hotels Limited – Fairfield and Courtyard Marriott Bengaluru ORR

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Fire NOC	Renewal	Karnataka State Fire & Emergency Services	September 2, 2022

SAMHI Hotels Limited – Fairfield by Marriott Bengaluru Rajajinagar

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Fire NOC	Renewal	Karnataka State Fire & Emergency Services	October 29, 2022
2.	Hazardous Waste Authorisation	Application	Karnataka State Pollution Control Board	February 23, 2023
3.	FSSAI	Renewal	Food Safety and Standards Authority of India, Government of Karnataka	December 20, 2022

SAMHI Hotels Limited – Caspia Delhi Shalimar Bagh

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Hazardous Waste Authorisation	Renewal	Delhi Pollution Control Committee	March 22, 2023

Caspia Hotels Private Limited – Fairfield by Marriott Coimbatore

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Liquor License	Registration	Prohibition and Excise Department, Government of Tamil Nadu	February 23, 2022
2.	Building License	Renewal	Commissionerate of Municipal Administration Tahsildar, Coimbatore, North Coimbatore	July 12, 2022

SAMHI Hotels Limited – Fairfield by Marriott Sriperumbudur

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Consent to Operate – Air (Prevention and Control of Pollution) Act, 1981	Renewal	Tamil Nadu Pollution Control Board	March 3, 2023
2.	Consent to Operate – Water (Prevention and Control of Pollution) Act, 1974	Renewal	Tamil Nadu Pollution Control Board	March 3, 2023
3.	Liquor License	Renewal	Prohibition and Excise Department, Government of Tamil Nadu	March 23, 2022
4.	Hazardous Waste Authorisation	Registration	Tamil Nadu State Pollution Control Board	September 5, 2019

Ascent Hotels Private Limited – Hyatt Regency Pune

Sl. No.	Description	Registration / Renewal	Authority	Date of Application

1.	Consent to Operate	Renewal	Maharashtra Pollution Control Board	February 23, 2023.
2.	Hazardous Waste Authorisation	Renewal	Maharashtra Pollution Control Board	February 23, 2023.

Barque Hotels Private Limited – Holiday Inn Express Pimpri

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Trade License	Renewal	Pimpri Chinchwad Municipal Corporation	September 13, 2019

Barque Hotels Private Limited – Holiday Inn Express Hinjewadi

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Trade License	Renewal	Hinjewadi Gram Panchayat	February 14, 2023
2.	Hazardous Waste Authorisation	Registration	SRO – Pune II, Maharashtra Pollution Control Board	November 12, 2021

Barque Hotels Private Limited – Holiday Inn Express Chennai OMR

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Trade License	Renewal	Greater Chennai Corporation	May 23, 2022
2.	Hazardous Waste Authorisation	Renewal	Tamil Nadu Pollution Control Board	November 15, 2021
3.	Building License	Registration	RDO Office, Chennai	February 21, 2023

Barque Hotels Private Limited – Holiday Inn Express Nashik

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Consent to Operate and Hazardous Waste Authorisation	Renewal	Maharashtra Pollution Control Board	February 2, 2023
2.	Trade License	Renewal	Nashik Municipal Corporation	February 22, 2023

Barque Hotels Private Limited – Holiday Inn Express Banjara Hills

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Consent to Operate	Renewal	Telangana State Pollution Control Board	October 21, 2022
2.	Hazardous Waste Authorisation	Registration	Telangana State Pollution Control Board	October 21, 2022

DUET Chennai OMR – Fairfield by Marriott Chennai OMR

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Hazardous Waste Authorisation	Renewal	Tamil Nadu Pollution Control Board	November 18, 2021

DUET Jaipur – Four Points by Sheraton Jaipur

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Hazardous Waste Authorisation	Renewal	Rajasthan State Pollution Control Board	March 23, 2023

DUET Ahmedabad – Fairfield by Marriott Ahmedabad

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Trade License	Renewal	Health License Department, Ahmedabad Municipal Corporation	April 26, 2021
2.	Shops and Establishments License	Renewal	Amdavad Municipal Corporation	February 13, 2023

DUET Chennai – Fairfield by Marriott Chennai, Mahindra World City

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Trade License	Renewal	The Commissioner, Panchayat Union, Kattankulathur	February 23, 2023

In the case of hotels that are under development as of the date of this Draft Red Herring Prospectus i.e., *Holiday Inn Express Kolkata New Town*, we require certain permits/ approvals/ licenses at various stages of construction, and until commencement of operations at such hotels. Key construction related approvals include:

1. ***Environmental approvals, NOC from the Airports Authority of India, consent to establish and environment clearance, where applicable:*** We are required to obtain various environment related approvals/ permits such as consent to establish under the Air Act and Water Act, environment clearances and NOC from various authorities such as the Airports Authority of India, and the central government, as applicable in the concerned jurisdictions. NOC is required under the Airports Authority of India Act, 1994, as amended, which prohibits construction of any building or erection, placement or raising any moveable or immoveable structure or fixture near any airport premises, except as permitted.

2. ***Building completion certificate/ occupancy certificate from relevant municipal authorities:*** We are either required to obtain a building completion certificate and/or an occupancy certificate from the relevant municipalities, as applicable, in the concerned jurisdictions. An occupancy certificate is typically issued after considering certain other compliances of the hotel building with, among others, approved plans, building standards, and fire safety standards.

3. ***NOC from police and fire department:*** We are required to obtain an NOC from the relevant police and fire department, as applicable in the concerned jurisdictions of our hotels, to commence operations at our hotels.

In respect of our hotel that is currently under development, we apply for and receive relevant approvals, depending upon the stage of its construction. As of the date of this Draft Red Herring Prospectus, in respect of our hotel *Holiday Inn Express Kolkata New Town*, we have obtained the consent to establish under the Air Act and the Water Act from the West Bengal Pollution Control Board.

III. Intellectual Property Approvals

We have registered trademarks under various classes, including under classes 43 and 35 with the Registrar of Trademarks under the Trade Marks Act, including SAMHI, SAMHI and CASPIA HOTELS. Further, the ACIC SPVs have also made applications seeking registration of trademarks under various classes, such as for .. See "***Risk Factors – Internal Risk Factors – Risks Related to Our Business – Our inability to protect or use our intellectual property rights may adversely affect our business.***" on page 59.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

Our Board has authorized the Offer pursuant to its resolution dated March 9, 2023 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed on March 11, 2023 under Section 62(1)(c) of the Companies Act 2013.

Our IPO Committee has taken on record the Offer for Sale by each of the Selling Shareholders pursuant to its resolution dated March 31, 2023.

Our Board and our IPO Committee has approved and adopted this Draft Red Herring Prospectus pursuant to its resolution dated March 27, 2023 and March 31, 2023, respectively.

Approvals from the Selling Shareholders

Each of the Selling Shareholders has, severally and not jointly, authorized its participation in relation to its respective portion of the Offered Shares as part of the Offer for Sale, as set out below:

S. No.	Name of Selling Shareholder	Date of resolution by board or committee of directors/authorization letter	Consent Letter	Maximum number of Equity Shares offered for sale
1.	Blue Chandra Pte. Ltd.	March 27, 2023	March 30, 2023	4,235,822
2.	Goldman Sachs Investments Holdings (Asia) Limited	March 30, 2023	March 31, 2023	2,478,363
3.	GTI Capital Alpha Pvt Ltd	February 21, 2023	March 31, 2023	1,547,018
4.	International Finance Corporation*	N.A.	March 29, 2023	738,797

**An aggregate of 1,260,000 FCCDs will be converted into a maximum of 6,565,230 Equity Shares in aggregate, prior to the filing of the Red Herring Prospectus with the RoC.*

Each of the Selling Shareholders, severally and not jointly, confirms that it has held its respective portion of the Offered Shares, for a period of at least one year prior to the filing of this Draft Red Herring Prospectus. Therefore, the Equity Shares that will be offered by it in the Offer for Sale are eligible to be offered for sale in the Offer in terms of Regulation 8 of the SEBI ICDR Regulations.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI, the RBI or Governmental Authorities

Our Company, our Directors, the persons in control of our Company and each of the Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any authority or court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company and each of the Selling Shareholders, severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended ("**SBO Rules**"), to the extent applicable to it in relation to its respective holding in the Company, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner and no action has been initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(2) of the SEBI ICDR Regulations as described below:

"*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 that does not satisfy the conditions specified in Regulation 6(1)(a), 6(1)(b) and 6(1)(c) of the SEBI ICDR Regulations and are therefore required to meet the conditions detailed of Regulation 6(2) of the SEBI ICDR Regulations.

We are therefore required to allot not less than 75% of the Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1,000,000 provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not more than 10% of the Offer shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

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 money will be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund 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.

If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by the 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 delay period. Each of the Selling Shareholders shall, severally and not jointly, be liable to refund money raised in the Offer together with any interest in case of delays in making refunds as required under the applicable law only to the extent of its respective portion of Offered Shares. Provided that, no liability to make any payment of interest shall, accrue on any Selling Shareholder and such interest shall be borne by the Company unless any delay of the payments to be made hereunder, or any delay in obtaining listing and/or trading approvals or any approvals in relation to the Offer is solely and directly attributable to an act or omission of such Selling Shareholder.

Our Company 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. Our Company is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations, as follows:

(a) Neither our Company nor our Directors nor any of the Selling Shareholders are debarred from accessing the capital markets by the SEBI.
(b) None of our Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
(c) Neither our Company or any of our Directors is a Wilful Defaulter or Fraudulent Borrower.
(d) None of our Directors is a fugitive economic offender.
(e) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus, except for (i) options granted under the ESOP Scheme; (ii) 1,260,000

FCCDs; (iii) up to 39,000,000 Equity Shares to be issued by our Company to Asiya Capital, pursuant to the Proposed ACIC Acquisition.

Each of the Selling Shareholders, severally and not jointly, confirm that the Equity Shares that will be offered by it in the Offer for Sale are eligible to be offered for sale in the Offer in compliance with Regulation 8 of the SEBI ICDR Regulations.

Further, in accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the Offered Shares being offered for sale by each of the Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of the Company (on a fully-diluted basis), shall not exceed more than 50% of its respective pre-Offer shareholding (on a fully-diluted basis) and (ii) the Offered Shares being offered for sale by each of the Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of the Company (on a fully-diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of the Company (on a fully-diluted basis).

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS 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 THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs, JM FINANCIAL LIMITED AND KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS 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. 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 THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE FOR THE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs, JM FINANCIAL LIMITED AND KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 31, 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.

THE FILING OF THIS 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, our 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 www.samhi.co.in, or any website of any of our Subsidiaries (including www.caspiahotels.com), any affiliate of our Company, any of the Group Companies, or any of the Selling Shareholders, would be doing so at his or her own risk. It is clarified that neither the Selling Shareholders, nor its respective directors, affiliates, partners, trustees, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those made or undertaken by such Selling Shareholder in this Draft Red Herring Prospectus in relation to itself and/or its respective portion of the Offered Shares.

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, each of the Selling Shareholders, severally and not jointly (with respect to itself 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, the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank 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.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders Underwriters and its respective directors, partners, designated partners, trustees, 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, trustees, 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, our Subsidiaries, our Group Companies, the Selling Shareholders and its respective 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 affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This 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, as amended, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts under the applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, multilateral and bilateral development financial institutions, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, NBFC-SI and permitted non-residents including Eligible NRIs, Alternative Investment Funds ("**AIFs**"), Foreign Portfolio Investors registered with SEBI ("**FPIs**") and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Delhi, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft

Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any Offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of any of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer 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 other applicable law of the United States and, unless so registered, 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. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.
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.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or 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 the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and allotted in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares 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. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI.

Consents

Consents in writing of: (a) each of the Selling Shareholders, our Directors, the Company Secretary and Compliance Officer, the legal counsels, the bankers to our Company, JLL, independent chartered accountant, the BRLMs, the Registrar to the Offer, in their respective capacities, have been obtained; and (b) the Syndicate Members, Bankers to the Offer /Escrow Bank, Public Offer Account Bank and Refund Bank, and the Monitoring Agency, 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. Further, such consents as specified under (a) above, have not been withdrawn up to the date of this Draft Red Herring Prospectus.

Our Company has received consent letter dated March 31, 2023 from our Statutory Auditors namely, B S R & Co. LLP , 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 as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as an Statutory Auditor and in respect of (i) the examination report dated March 27, 2023 on our Restated Consolidated Financial Information which contains emphasis of matter paragraphs related to our Company's assessment of going concern, restatement of a prior period error, special purpose basis of accounting, and audit qualifications related to inadequate disclosures for going concern and material weakness related to internal controls pertaining to the prior period error; and (ii) their report dated March 30, 2023 on the statement of possible 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."; and (iii) their report dated March 30, 2023 on the Pro Forma Condensed Financial Information.

Additionally, our Company has also received, (i) a consent dated March 31, 2023 from Nangia & Co LLP, Chartered Accountants; and (ii) a consent dated March 31, 2023 from Lodha & Co, Chartered Accountants to include their respective names in this Draft Red Herring Prospectus as required under the Companies Act 2013 and as an "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act 2013.

Particulars regarding Public or Rights Issues during the Last Five Years

There have been no public issues, including any rights issues to the public undertaken by our Company during the five years preceding the date of this Draft Red Herring Prospectus.

Commission or Brokerage on Previous Issues in the Last Five Years

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital Issues in the Preceding Three Years by our Company and listed group companies, Subsidiaries

Except as disclosed in "***Capital Structure***" on page 91, our Company and our Subsidiaries has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiaries or Group Companies.

Performance vis-à-vis Objects – Public/ rights issue of our Company

Our Company has not undertaken any public issues, including any rights issues to the public 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 of our Company

None of our Subsidiaries are listed on any stock exchange.

Price information of past issues handled by the BRLMs

JM Financial Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited*

S. 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.	Elin Electronics Limited#	4,750.00	247.00	December 30, 2022	243.00	-15.55% [-2.48%]	-52.06% [-4.73%]	Not Applicable
2.	Uniparts India Limited#	8,356.08	577.00	December 12, 2022	575.00	-5.11% [-3.24%]	-7.38% [-4.82%]	Not Applicable
3.	Archean Chemical Industries Limited*	14,623.05	407.00	November 21, 2022	450.00	25.42% [1.24%]	56.87% [-1.19%]	Not Applicable
4.	Bikaji Foods International Limited#8	8,808.45	300.00	November 16, 2022	321.15	28.65% [-0.29%]	26.95% [-2.50%]	Not Applicable
5.	Global Health Limited*	22,055.70	336.00	November 16, 2022	401.00	33.23% [0.03%]	35.94% [-3.47%]	Not Applicable
6.	Fusion Micro Finance Limited*	11,039.93	368.00	November 15, 2022	359.50	9.86% [1.40%]	12.84% [-2.97%]	Not Applicable
7.	Electronics Mart India Limited*	5,000.00	59.00	October 17, 2022	90.00	46.02% [6.31%]	42.63% [3.72%]	Not Applicable
8.	Harsha Engineers International Limited*	7,550.00	330.00	September 26, 2022	450.00	31.92% [3.76%]	10.68% [4.65%]	-2.18% [-0.42%]
9.	Paradeep Phosphates Limited#	15,017.31	42.00	May 27, 2022	43.55	-10.24% [-3.93%]	27.50% [7.65%]	31.19% [11.91%]
10.	Life Insurance Corporation of India#7	205,572.31	949.00	May 17, 2022	867.20	-27.24% [-3.27%]	-28.12% [9.47%]	-33.82% [13.76%]

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. 45 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion and Retail Individual Investors. A discount of Rs. 60 per Equity Share was offered to Policy holders.*
8. *A discount of Rs. 15 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
9. *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 amount of funds raised (₹ million)	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%
2022-2023	11	3,16,770.53	-	1	3	-	5	2	-	1	1	1	1	-
2021-2022	17	2,89,814.06	-	1	2	5	5	4	1	2	3	4	3	4
2020-2021	8	62,102.09	-	-	3	2	1	2	-	-	-	5	2	1

Notes:

1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

Kotak Mahindra Capital Company Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Kotak Mahindra Capital Company Limited*

S. 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.	KFin Technologies Limited	15,000.00	366	December 29, 2022	367.00	-13.55%, [-3.22%]	-24.56%, [-6.81%]	Not Applicable
2.	Sula Vineyards Limited	9,603.49	357	December 22, 2022	358.00	+18.59%, [-0.55%]	-4.87%, [-5.63%]	Not Applicable
3.	Five-Star Business Finance Limited	15,934.49	474	November 21, 2022	468.80	+29.72%, [+1.24%]	+19.20%,[-4.71%]	Not Applicable
4.	Bikaji Foods International Limited	8,808.45	300[1]	November 16, 2022	321.15	+28.65%, [-0.29%]	+44.58%,[-2.00%]	Not Applicable
5.	Global Health Limited	22,055.70	336	November 16, 2022	401.00	+33.23%, [0.03%]	+35.94%,[-3.47%]	Not Applicable
6.	Aether Industries Limited	8,080.44	642	June 03, 2022	706.15	+21.00%, [-5.13%]	+34.54%, [+6.76%]	+40.15%, [+12.40%]
7.	Delhivery Limited	52,350.00	493[2]	May 24, 2022	493.00	+3.49%, [-4.41%]	+17.00%, [+10.13%]	-27.99%, [+13.53%]
8.	Life Insurance Corporation Of India	205,572.31	949[3]	May 17, 2022	867.20	-27.24%, [-3.27%]	-28.12%, [+9.47%]	-33.82%, [+13.76%]
9.	Rainbow Children's Medicare Limited	1,5808.49	542[4]	May 10, 2022	510.00	-13.84%, [+0.72%]	-12.80%, [+7.13%]	+49.20%, [+11.56%]
10.	Campus Activewear Limited	13,996.00	292[5]	May 9, 2022	360.00	+11.92%, [+0.70%]	+41.71%, [+6.72%]	+91.04%, [+11.14%]

Source: www.nseindia.com; www.bseindia.com

Notes:

1. *In Bikaji Foods International Limited, the issue price to eligible employees was ₹ 285 after a discount of ₹ 15 per equity share*
2. *In Delhivery Limited, the issue price to eligible employees was ₹ 468 after a discount of ₹ 25 per equity share*
3. *In Life Insurance Corporation of India, the issue price to retail investors and eligible employees was ₹ 904 after a discount of ₹ 45 per equity share and the issue price to eligible policyholders was ₹ 889 after a discount of ₹ 60 per equity share*
4. *In Rainbow Children's Medicare Limited, the issue price to eligible employees was ₹ 522 after a discount of ₹ 20 per equity share*
5. *In Campus Activewear Limited, the issue price to eligible employees was ₹ 265 after a discount of ₹ 27 per equity share*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*

7. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
8. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*
9. *Restricted to last 10 equity initial public issues.*

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 Kotak Mahindra Capital Company Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	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%
2022-23	10	367,209.37	-	1	2	-	3	4	-	2	-	1	2	-
2021-22	19	624,047.99	-	-	5	5	5	4	1	4	2	8	2	2
2020-21	6	140,143.77	-	-	1	2	1	2	-	-	-	4	1	1

Notes:

1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

SEBI, by way of its circular dated March 16, 2021 as amended by its circulars dated June 2, 2021 and April 20, 2022 ("**March 2021 Circular**"), 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. In 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 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 non-allotted/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	From the date on which multiple amounts were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
	2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	
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.

The Registrar Agreement 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 pursuant to the Offer, or such other period as may be prescribed under applicable law to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process, other than of Anchor Investors, 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, UPI ID, PAN, 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. 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.

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 with whom the Bid cum Application Form was submitted by the Anchor Investor.

For helpline details of the Book Running Lead Managers pursuant to March 2021 Circular, see "***General Information – Book Running Lead Managers***" on page 83.

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 Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of the Designated Intermediaries including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be seven 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.

Our Company has appointed Mr. Sanjay Jain, Company Secretary as the Compliance Officer and he may be contacted in case of any pre- Offer or post- Offer related problems, at the address set forth hereunder.

Sanjay Jain
14th floor, Building 10C
Cyber City, Phase II
Gurugram 122 002, Haryana
India
Telephone: +91 124 4910100
E-mail: compliance@samhi.co.in

Each of the Selling Shareholders have severally and not jointly authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of its respective portion of the Offered Shares.

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI master circular bearing number SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a Stakeholders' Relationship Committee comprising our Directors, Michael Peter Schulhof, Michael David Holland and Aditya Jain which is responsible for redressal of grievances of the security holders of our Company. For more information, see "***Our Management***" beginning on page 209.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and as on date, there are no investor complaints pending.

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

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

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares offered and Allotted in the Offer will be subject to the provisions of the Companies Act 2013, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid-cum-Application Form, the Revision Form, the CAN/Allotment Advice, the abridged prospectus and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by such governmental and/or regulatory authority while granting approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. For details in relation to the sharing of Offer expenses, see "***Objects of the Offer***" beginning on page 106.

Ranking of Equity Shares

The Equity Shares being offered and transferred in the Offer will be subject to the provisions of the Companies Act 2013, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, the Memorandum of Association and the Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company. For more information, see "***Main Provisions of the Articles of Association***" beginning on page 470.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our equity shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale) in this Offer will be received by the Allottees in accordance with applicable law. For more information, see "***Dividend Policy***" and "***Main Provisions of the Articles of Association***" on pages 229 and 470, respectively.

Face Value, Floor Price, Offer Price and Price Band

The face value of each Equity Share is ₹ 1 and the Offer Price is ₹ [●]. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price of the Equity Shares is ₹ [●] and the Cap Price of the Equity Shares is ₹ [●], being the Price Band. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and minimum Bid Lot will be decided by our Company, Blue Chandra and GSA, in consultation with the BRLMs, and shall be published at least two Working Days prior to the Bid/Offer Opening Date, in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located), 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 website of the Stock Exchanges.

Rights of the Equity Shareholders

Subject to applicable law and our Articles of Association, the equity Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting in accordance with the provisions of
- the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of Association***" beginning on page 470.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "***Offer Procedure***" beginning on page 450.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. 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 Equity Share(s) in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale, transfer or alienation 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 or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agent of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, will, on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of 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, the Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/ Offer Period

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

* *Our Company, Blue Chandra and GSA, in consultation with 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.*

** *Our Company, Blue Chandra and GSA, in consultation with 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.*

\# *UPI mandate end time and date shall be at 5:00 PM on Bid/Offer Closing Date.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER CLOSING DATE	[●]
FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about [●]
INITIATION OF REFUNDS FOR ANCHOR INVESTORS/ UNBLOCKING OF FUNDS FROM ASBA ACCOUNT*	On or about [●]
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	On or about [●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE	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 circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 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, 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 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.

This timetable, other than the Bid/Offer Closing Date, is indicative in nature and does not constitute any obligation or liability on our Company, any of the Selling Shareholders or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/Offer Period by our Company, due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, 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 in accordance with applicable law.

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.

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 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

* *UPI mandate end time and date shall be at 5:00 PM on Bid/Offer Closing Date.*

On the Bid/Offer Closing Date (which for QIBs may be a day prior to the Bid/ Offer Closing Date for non-QIBs), the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and
(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors.

On Bid/ Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by 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 reported by the BRLMs to the Stock Exchanges.

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 such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

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.

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 Bids on the Bid/ Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/ Offer Closing Date. Bidders are cautioned that if a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation in the Offer. 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 the SCSBs would be rejected. Our Company, the respective Selling Shareholders and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days. Investors may please note that as per letters dated July 3, 2006 and July 6, 2006, issued by the BSE and NSE respectively, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, Blue Chandra and GSA, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price may 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.

In case of revision in the Price Band, the Bid/ Offer Period will be extended for at least three additional Working Days after revision of Price Band 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 by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and will also intimated to SCSBs, the Registered Brokers, RTAs and CDPs. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-à-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.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR including through devolvement of underwriters, as applicable, within 60 days from the date of Bid/ Offer Closing Date; or the minimum subscription of 90% of the Fresh Issue on the Bid/ Offer Closing Date; or our Company does not receive the level of subscription required to ensure that no Shareholder holds more than 24.9% of the post-Offer equity share capital of our Company; or subscription level falls below aforementioned minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids; or after technical rejections or any other reason; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund the entire subscription amount received, in accordance with applicable law. In terms of the SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non-receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the applicable law.

In the event of under subscription in the Offer, subject to receiving minimum subscription for 90% or ₹ 900 crores (including Pre-IPO Placement), whichever is higher, of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Equity Shares will be Allotted in the following order:

(a) such number of Equity Shares will be first Allotted by the Company such that 90% or ₹ 900 crores (including Pre-IPO Placement), whichever is higher, of the Fresh Issue portion is subscribed; and

(b) next, if there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made: (a) first towards Equity Shares offered by the Selling Shareholders in proportion to the Offered Shares being offered by the Selling Shareholders; (b) only after the sale of all of the Offered Shares, towards the balance Fresh Issue.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Arrangement 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.

Restriction, if any on Transfer of Shares and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company and the Anchor Investor lock-in in the Offer as detailed in "***Capital Structure***" beginning on page 91, and except as provided in the Articles of Association as detailed in "***Main Provisions of the Articles of Association***" beginning on page 470, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/ splitting.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that (i) 90% of the Fresh Issue portion of the Offer is not subscribed; or (ii) any shareholder's post-Offer shareholding in our Company is more than 24.9%. Our Company and the Selling Shareholders, in consultation with the BRLMs reserves the right to not proceed with the Offer, in whole or in part thereof, at any time after the Bid/Offer Opening Date but before Allotment. In the event that the Bid/Offer Opening Date has occurred, but the commencement of listing and trading of our Equity Shares on the Stock Exchanges has not occurred by such date as has been contractually agreed between our Company and each of the Selling Shareholders, the Selling Shareholders reserve the right to not proceed with the Offer for Sale.

In the event of a withdrawal of the Offer after the Bid/Offer Opening Date, our Company will issue a public notice within two days from the Bid/Offer Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, will instruct the SCSBs or the Sponsor Bank, as the case may be, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If the Company and the Selling Shareholders, in consultation with 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 by the Company.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under Applicable Law; and (ii) final approval of the RoC after the Prospectus is filed with the RoC.

OFFER STRUCTURE

Offer of [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] million comprising of a Fresh Issue of [●] Equity Shares aggregating up to ₹ 10,000 million by our Company and an Offer of Sale of up to 9,000,000 Equity Shares by the Selling Shareholders, aggregating to ₹ [●] million (comprising up to 4,235,822 Equity Shares aggregating to ₹ [●] million by Blue Chandra, up to 2,478,363 Equity Shares aggregating to ₹ [●] million by GSA, up to 1,547,018 Equity Shares aggregating to ₹ [●] million by GTI and up to 738,797 Equity Shares aggregating to ₹ [●] million by IFC). The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. Our Company, Blue Chandra and GSA, in consultation with the BRLMs, may consider a further issue of Equity Shares, by way of a Pre-IPO Placement of Equity Shares, aggregating up to ₹2,000 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	**QIBs(1)**	**Non-Institutional Investors**	**Retail Individual Investors**
Number of Equity Shares available for allocation*(2)	Not less than [●] Equity Shares	Not more than [●] Equity Shares or Offer less allocation to QIBs and Retail Individual Investors	Not more than [●] Equity Shares or Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer size available for allocation	Not less than 75% of the Offer size shall Allotted to QIBs. 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not more than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Investors	Not more than 10% of the Offer less allocation to QIBs and Non Institutional Investors
Basis of Allotment if respective portion is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) At least [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid being received from Mutual	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹200,000 up to ₹1,000,000; and b) Two-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1,000,000. Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations.	Allotment to each Retail Individual Investor 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 allotted on a proportionate basis. For details, see "***Offer Procedure***" beginning on page 450.

Particulars	QIBs[1]	Non-Institutional Investors	Retail Individual Investors
	Funds at or above the Anchor Investor Allocation Price.	The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations	
Mode of Bidding^	Through ASBA process only except for Anchor Investors (excluding the UPI Mechanism)	Through ASBA process only (including the UPI Mechanism for an application size of up to ₹500,000)	Through ASBA process only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		[●] Equity Shares and in multiples of [●] Equity Shares thereafter subject to availability in the Retail Portion
Trading Lot	One Equity Share		
Who can Apply[3][5][6]	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the Karta)

Particulars	QIBs[(1)]	Non-Institutional Investors	Retail Individual Investors
	Department of Posts, India and Systemically Important NBFCs		
Terms of Payment	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] ***In case of all other Bidders***: Full Bid Amount shall be blocked by the SCSBs in the bank account o the Bidders, or by the Sponsor Bank through the UPI Mechanism (other than Anchor Investors) tha is specified in the ASBA Form at the time of the submission of the ASBA Form		

[*]Assuming full subscription in the Offer.

^ 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 bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs 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.

*(1) Our Company, Blue Chandra and GSA, may, in consultation with the BRLMs, 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. For details, see "**Offer Procedure**" beginning on page 450.*

(2) Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations.

(3) 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. 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. Bidders will be required to confirm and will be deemed to have represented to our Bank, 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.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

*(5) Bids by FPIs with certain structures as described under "**Offer Procedure – Bids by FPIs**" on page 455 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.*

(6) Bidders will be required to confirm and will be deemed to have represented to our Company, the 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.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional 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, Blue Chandra and GSA, in consultation with 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. For further details, see "***Terms of the Offer***" beginning on page 441.

OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public issues, 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.

*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 Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 ("**UPI Circular**") has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. The final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("**UPI Phase III**"), as may be prescribed by SEBI. Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. 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 (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism. Subsequently, 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).*

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.

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. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company, each of the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and 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, the Red Herring Prospectus and the Prospectus.*

Book Building Procedure

The Offer is being made through the Book Building Process in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein at least 75% of the Offer shall be Allotted to QIBs on a proportionate basis, provided that our Company, Blue Chandra and GSA, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the price at which allocation is made to Anchor Investors. In case of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Portion (other than Anchor Investor Portion). Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, 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 Offer cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. 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 shall be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1,000,000 provided that 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 in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, Further, not more than 10% of the 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.

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 any other category or categories, as applicable, at the discretion of our Company, Blue Chandra and GSA, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. However, under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors 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 DP ID, Client ID and PAN, and UPI ID, as applicable (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

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 RIIs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days 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, an RII 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 has 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 RIIs 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 is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circulars, unless UPI Phase III of the UPI Circulars becomes effective and applicable on or prior to the Bid/ Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circulars, the same will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located), on or prior to the Bid/ Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

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 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.

Pursuant to the UPI Circulars, 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 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 Working Day from the date on which the Basis of Allotment is finalised. 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

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 relevant Bidding Centers and at our Registered Office. The Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

For Anchor Investors, the Anchor Investor Application Forms will be available with the BRLMs.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to 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.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs 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:

(i) RIIs (other than the RIIs 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.

(ii) UPI Bidders 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.

(iii) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders, including UPI Bidders, are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp maybe liable for rejection. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions ^	[●]
Anchor Investors**	[●]

** Excluding electronic Bid cum Application Forms*
^Electronic Bid cum Application forms will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).
***Bid cum Application Forms for Anchor Investors will be made available with the BRLMs.*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. 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 using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to the UPI Bidders, for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to the 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, 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 Banks and the issuer bank. The Sponsor Bank 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 for mandate block and unblock including details 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. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 p.m. on the Bid/ Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism 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.

The Sponsor Bank 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 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 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 UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and the Sponsor Bank on a continuous basis.

The Sponsor Bank shall host a web portal 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 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, unless so registered, 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. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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 associates and affiliates of the BRLMs and the Syndicate Members and the persons related to BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase 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 respective 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.

Except for Mutual Funds, AIFs or FPIs sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLM or its respective associates can apply in the Offer under the Anchor Investor Portion. For details, see "***- Bids by Anchor Investors***" on page 459.

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, the Company reserves the right to reject any Bid without assigning any reason therefor. 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 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. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

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 ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") accounts, 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. 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 a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

Our Company has, pursuant to a Board resolution dated August 22, 2019 and resolution of the shareholders of our Company dated August 27, 2019, increased the aggregate limit for investments by NRIs to 24% of our paid-up equity share capital.

Bids by HUFs

Hindu Undivided Families or HUFs, should be made 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 will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2019 ("**SEBI FPI Regulations**"), investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) shall be below 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA Rules the total holding by each FPI or an investor group, cannot exceed 10% of the total paid-up equity capital of our Company on a fully diluted basis and the aggregate holdings of all the FPIs shall not exceed 24 % of paid-up equity capital on a fully diluted basis.

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 reserves 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 (blue in colour).

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian company is subject to certain limits, i.e. the individual holding of an FPI (including its investor group) is restricted to below 10% of the total paid-up equity capital of the company 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 capital of our Company on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified 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. 100%). The aggregate limit may be decreased below the sectoral cap to a threshold limit of 24% or 49% or 74% as deemed fit by way of a resolution passed by our Board followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

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 22 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (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 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

1. such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. 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 in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- 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;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;

- Government and Government related investors registered as Category I FPIs; and
- 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 confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 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. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under 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.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall also 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 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 (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.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 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 Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDA 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, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

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-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

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, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, 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 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, Blue Chandra and GSA, in consultation with the BRLMs, in their absolute discretion, reserve 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, Blue Chandra and GSA, in consultation with the BRLMs, may deem fit.

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:

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) 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.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

(e) Our Company may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company, Blue Chandra and GSA, in consultation with the BRLMs, 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.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. 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 Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) 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 Offer 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 Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor 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 sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion. Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if: (i) 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 (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

(k) 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.

The above information is given for the benefit of the Bidders. Our Company, each of 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 any single 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 and as specified in this Draft Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre- Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language in New Delhi 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 in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

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 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months, and which may extend up to 10 years, and fine of an amount not less than the amount involved in the fraud, and which may extend up to three times such amount (provided that where the fraud involves public interest, the term of imprisonment shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or 1% 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 million or with both.

General Instructions

Please note that QIBs and Non-Institutional Investors 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 Investors 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 or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (other than the Anchor Investors) and PAN in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form

4. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI, before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding using the 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 on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders) and the PAN 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, UPI ID (for UPI Bidders) and PAN available in the Depository database;

8. 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. UPI Bidders may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the Bid cum Application Form contains the stamp of such Designated Intermediary;

9. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

10. If the first Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except UPI Bidders) should ensure that they

have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;

11. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

12. 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;

13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;

14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

15. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) 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, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which 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;

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. 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;

19. 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;

20. 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, are submitted;

21. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

22. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process. UPI Bidders should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

23. Note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

24. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and Retail Individual Investors) 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 SEBI at http://www.sebi.gov.in);

25. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, 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 at the time of submission of the Bid. In case of UPI Bidders, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

26. 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 authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a 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 to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;

27. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

28. 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 Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner;

29. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion for allocation in the Offer; and

30. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

31. Ensure that PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

6. Anchor Investors should not Bid through the ASBA process;

7. Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

8. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer / Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

11. Do not submit your Bid after 3.00 pm on the Bid/ Offer Closing Date;

12. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/ Offer Closing Date;

13. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);

14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

16. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the Bid are available;

17. 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 Investor;

18. 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 Bidder;

19. 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;

20. 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;

21. 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);

22. Do not submit more than one Bid cum Application Form per ASBA Account;

23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

24. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders); and

25. Do not submit ASBA Bids to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLMs pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "***General Information – Book Running Lead Managers***" on page 83.

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 the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "***General Information***" on page 82.

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, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in 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 offered through the Offer 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 1% of the net Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-institutional Investors 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. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 200,000 and up to ₹ 10,000,000, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 10,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder 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.The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid lot, subject to the availability of shares in Retail Individual Investor portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company, Blue Chandra and GSA, in consultation with the BRLMs in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. 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). 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 the Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated June 18, 2019 among NSDL, the Company and the Registrar to the Offer.
- Agreement dated June 14, 2019 among CDSL, the 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) If Allotment is not made within the prescribed time under applicable law, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Bid/ Offer Closing Date or such other time as may be specified by SEBI, failing which our Company shall pay interest prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations 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 timeline as may be prescribed by SEBI;

(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 the 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 15 days from the Bid/ Offer Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) That, except for (i) any allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOP Scheme; (ii) conversion of the FCCDs into a maximum of 6,565,230 Equity Shares in aggregate, prior to filing the updated draft red herring prospectus with SEBI; (iii) up to 39,000,000 Equity Shares to be issued by our Company to Asiya Capital, pursuant to the Proposed ACIC Acquisition; and (iv) Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares 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.;

(vii) That if our Company or the Selling Shareholders do 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 by our Company 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;

(viii) In the event that the Offer is withdrawn, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company and/or the Selling Shareholders subsequently decides to proceed with the Offer;

(ix) That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(x) That adequate arrangements shall be made to collect all Bid cum Application Forms; and

(xi) That our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders undertakes, severally and not jointly, in respect of itself as a Selling Shareholder and its respective portion of the Offered Shares that:

(i) the Equity Shares offered for sale by it (or in the case of IFC, will be offered for sale, pursuant to conversion of the FCCDs into Equity Shares) in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

(ii) it is the legal and beneficial holder and holds clear and marketable title to its Offered Shares (or in the case of IFC, will be the legal and beneficial owner of and will hold full title, pursuant to conversion of the FCCDs). Its respective portion of the Offered Shares are free and clear of any encumbrance;

(iii) the Offered Shares are within the thresholds prescribed under Regulation 8A of the SEBI ICDR Regulations, to the extent applicable to it;

(iv) it is not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any governmental or regulatory authority or court;

(v) it shall transfer its Offered Shares to an escrow demat account in accordance with the Share Escrow Agreement; and

(vi) it shall not have recourse to its portion of the proceeds of the Offer for Sale until final listing and trading approvals are received from the Stock Exchanges in accordance with applicable law.

The decisions with respect to the Price Band, revision of the Price Band, the minimum Bid lot and Offer Price will be taken by our Company, Blue Chandra and GSA, in consultation with the BRLMs.

Only the statements and undertakings in relation to each of the Selling Shareholders and its respective portion of the Offered Shares which are confirmed or undertaken by it in this Draft Red Herring Prospectus, shall be deemed to be "statements and undertakings made or confirmed" by such Selling Shareholder in this Draft Red Herring Prospectus. No other statement in this Draft Red Herring Prospectus will be deemed to be "made or confirmed" by a Selling Shareholder, even if such statement relates to such Selling Shareholder.

Utilisation of Offer Proceeds

Our Board certifies that:

(i) all monies received out of the Offer 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;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated 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, 1991 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 responsibility of granting approval for foreign investment under the FDI Policy and FEMA has been entrusted to the RBI and concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. 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. Up to 100% foreign investment under the automatic route is currently permitted for our Company.

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 FDI 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; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the FDI policy, FDI in companies engaged in hotels/ hospitality sector as well as those engaged in construction development of hotel projects, is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

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.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible NRIs***" and "***Offer Procedure – Bids by FPIs***" on pages 454 and 455, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, 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. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities

Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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.

For further details, see "***Offer Procedure***" beginning on page 450.

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 – MAIN PROVISIONS 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 Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

The Articles of Association of the Company comprise two parts, Part A and Part B. Upon the commencement of listing of the Equity Shares of the Company on any recognised stock exchange in India pursuant to an initial public offering of the Equity Shares of the Company, Part B shall automatically stand deleted, not have any force and be deemed to be removed from the Articles of Association and the provisions of the Part A shall automatically come in effect and be in force, without any further corporate or other action by the Company or its shareholders.

PART A OF THE ARTICLES OF ASSOCIATION

Applicability of Table F

Article I provides that the regulations contained in Table 'F' of Schedule I of Companies Act 2013 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.

Share Capital and Variation of Rights

Article 3 provides that "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 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 Share 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."

Article 4 provides that "Subject to the provisions of the Act and these Articles, the Shares for the time being shall be under the control of the Board, which may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with the provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. Notwithstanding the foregoing, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting."

Article 5 provides that "Subject to these Articles and the provisions of the Act, the Company may, from time to time, by ordinary resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution."

Article 6 provides that "Subject to the provisions of the Act, the Company may from time to time by ordinary resolution, undertake any of the following:

(i) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;

(ii) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

(iii) sub-divide its Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or

(iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act."

Article 7 provides that "Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/or listing requirements and that the provisions of these Articles."

Article 8 provides that "Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by special resolution determine.."

Article 9 provides that "The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.."

Article 10 provides that "Where at any time, it is proposed to increase its subscribed capital by the issue/allotment of further Shares either out of the unissued capital or increased Share Capital then, such further Shares may be offered to:

(i) Persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days or such lesser number of days as may be prescribed under applicable Law and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) 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 (i) shall contain a statement of this right, provided that the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favor any Member may renounce the Shares offered to him; and (c) after 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 may dispose of them in such manner which is not disadvantageous to the Members and the Company;

   Nothing in sub-Article (i) (b) above shall be deemed to extend the time within which the offer should be accepted; or to authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation.

(ii) employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or

(iii) any Persons, if authorized by a special resolution, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, subject to compliance with applicable Law."

Article 11 provides that "Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into Shares in the Company or to subscribe for Shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution adopted by the Company in a General Meeting."

Article 12 provides that "Save as otherwise provided in the Articles, 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."

Article 13 provides that "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."

Article 14 provides that "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 the Act, and whether or not the Company is being wound up, be varied accordingly. To every such separate general meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply."

Article 15 provides that "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."

Article 16 provides that "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) the capital redemption reserve account, in any manner as the Board may deem fit."

Article 17 provides that "Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act, the Company shall have the power to buy- back its own Shares or other securities, as it may consider necessary."

Article 18 provides that "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."

Article 19 provides that "Subject to the provisions of the Act, the Company may, from time to time, by special resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:

(i) the Share Capital;
(ii) any capital redemption reserve account; or
(iii) any securities premium account."

Capitalisation of Profits

Article 20 provides that "The Company in General Meeting may, upon the recommendation of the Board, resolve:

(i) 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
(ii) that such sum be accordingly set free for distribution in the manner specified in Article 21 below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions."

Article 21 provides that "The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 22 below, either in or towards:

(i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or
(ii) paying up in full, un-issued Shares of the company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or
(iii) partly in the way specified in Article 21 (i) and partly in that specified in Article 21 (ii);
(iv) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to Members of the Company as fully paid bonus Shares.
(v) The Board shall give effect to the resolution passed by the Company in pursuance of this Article."

Article 22 provides that "Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, if any; and
(ii) generally do all acts and things required to give effect thereto."

Commission

Article 25 provides that "The Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40 or the Act (as amended from time to time), provided that the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder."

Article 26 provides that "The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules."

Article 27 provides that "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."

Lien

Article 28 provides that "The Company shall have a first and paramount lien upon all the Shares/ debentures (other than fully paid up Shares/debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/debentures shall operate as a waiver of the Company's lien if any, on such Shares/debentures. The Board may at any time declare any Shares/debentures wholly or in part to be exempt from the provisions of this Article."

Article 29 provides that "Subject to the provisions of the Act, the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien."

Article 30 provides that "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."

Calls on Shares

Article 31 provides that "Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money 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."

Article 32 provides that "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."

Article 33 provides that "A call may be revoked or postponed at the discretion of the Board."

Article 34 provides that "A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments."

Article 35 provides that "The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof."

Article 36 provides that "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 thereof 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. The Board shall be at liberty to waive payment of any such interest wholly or in part."

Article 37 provides that "Any sum which by the terms of the 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. 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."

Article 38 provides that "The Board may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate as determined by the Board and the Member paying such sum in advance agree upon, 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."

Transfer and Transmission of Shares

Article 48 provides that "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. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. 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. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof."

Article 49 provides that "Subject to the provisions of the Act, these Articles, any listing agreement entered into with any recognized stock exchange and any other applicable Law for the time being in force, the Board may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of Shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a Member of the Company but in such cases, the Directors shall within 1 (one) month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer. Provided that registration of a 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, except where the Company has a lien on the Shares or other Securities, provided however, that the Board may decline to register or acknowledge any transfer, whether fully paid-up or not, if the transfer results in, or is perceived to or may result in, a contravention or violation of any foreign investment limit or restriction under applicable Law as applicable to the Company, and further, that the decision of the Board or any persons designated by the Board with respect to whether the transfer results in, or is perceived to or may result in, a contravention or violation of any foreign investment limit or restriction under Applicable Law as applicable to the Company shall be final and binding in all respects. Transfer of Shares/debentures in whatever lot shall not be refused."

Article 50 provides that "Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and is no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee provided that where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, 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."

Article 51 provides that "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 documents."

Article 52 provides that “On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in these Articles shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.”

Article 53 provides that “Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

(i) to be registered as holder of the Share; or
(ii) to make such transfer of the Share as the deceased or insolvent Member could have made.”

Article 54 provides that “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.”

Article 55 provides that “If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.”

Article 56 provides that “If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.”

Article 57 provides that “All the limitations, restrictions and provisions contained in 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.”

Article 58 provides that “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 the General 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share, until the requirements of the notice have been complied with.”

Forfeiture of Shares

Article 59 provides that “If a Member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.”

Article 60 provides that “The notice issued under Article 59 shall:

(i) 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
(ii) 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 will be liable to be forfeited.”

Article 61 provides that “If the requirement of any such notice as aforesaid is 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.”

Article 62 provides that “A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.”

Article 63 provides that “At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.”

Article 64 provides that “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 the Person to the Company in respect of the Shares.”
Article 65 provides that “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.”

Article 66 provides that “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 Person claiming to be entitled to the Share.”

Article 67 provides that “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 otherwise disposed of.”

Article 68 provides that “The transferee shall there upon be registered as the holder of the Share.”

Article 69 provides that “The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.”

Article 70 provides that “The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.”

Shareholders’ Meetings

Article 76 provides that “An annual General Meeting shall be held each year within the period specified by the 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.”

Article 78(i) provides that “The Board may, whenever it thinks fit, call an extraordinary General Meeting.”

Proceedings at Shareholders’ Meetings

Article 79 provides that “No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business.”

Article 80 provides that “Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.”

Article 85 provides that “The Chairman may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place.”

Article 90 provides that “Directors may attend and speak at General Meetings, whether or not they are shareholders.”

Article 92 provides that “The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company.”

Article 93 provides that “If there is no such Chairman or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairman of the General Meeting, the Directors present shall elect one of their members to be the Chairman of the General Meeting.”

Article 94 provides that "If at any General Meeting no Director is willing to act as the Chairman or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their Members to be the Chairman of the General Meeting."

Votes of Members

Article 95 provides that "Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(i) on a show of hands, every Member present in Person shall have 1 (one) vote; and
(ii) on a poll, the voting rights of Members shall be in proportion to their share in the paid-up Share Capital."

Article 96 provides that "The Chairman shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company."

Article 98 provides that "Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll."

Article 99 provides that "A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once."

Article 102 provides that "No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid."

Proxy

Article 105 provides that "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."

Article 106 provides that "The proxy shall not be entitled to vote except on a poll."

Article 107 provides that "The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office not less than 48 (forty eight) 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 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid."

Article 108 provides that "An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder."

Directors

Article 110 provides that "The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or by these Articles."

Article 111 provides that "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. At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days in each financial year."

Article 113 provides that "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. Any Director duly appointed by the Company for a fixed term (including the Independent Directors and the Managing Director) shall not be liable to retire by rotation."

Article 115 provides that "Subject to the provisions of the Act, each Director shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act."

Article 116 provides that "The Directors shall also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 197 of the Act."

Article 117 provides that "Subject to the applicable provisions of the Act, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above."

Article 118 provides that "Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other."

Article 119 provides that "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, the Board may appoint another Director (an "Alternate Director"), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original 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."

Article 120 provides that "The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same 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. Such Director may also forward a copy of his resignation along with detailed 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."

Article 121 provides that "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."

Article 124 provides that "Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following annual General Meeting or the last date on which the annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director."

Article 126 provides that "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 up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred."

Article 127 provides that "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 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."

Article 127A provides that "Pursuant to the consummation of an initial public offering on recognized stock exchanges in India, subject to applicable Law and approval of the Shareholders of the Company by way of a special resolution in the first general meeting convened after the listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to the initial public offering, notwithstanding anything contained elsewhere in these Articles, so long as any Shareholder individually holds at least 7.5% of the Company's fully diluted paid-up share capital, such Shareholder shall be entitled to nominate one non-executive, non-independent Director on the Board."

Article 127B provides that "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."

Managing Director or Whole Time Director

Article 128 provides that "The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their body to the office of the managing director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment."

Article 129 provides that "Subject to the provisions of any contract between him and the Company, the managing director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director."

Article 130 provides that "Subject to the provisions of the Act, a managing director or whole time director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine."

Meetings of the Board

Article 132 provides that "The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit."

Article 134 provides that "Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board."

Article 135 provides that "The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum. Provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time."

Article 136 provides that "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."

Article 140 provides that "The Board may elect a Chairman for its meetings and determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting."

Article 141 provides that "In case of equality of votes, the Chairman of the Board shall have a second or casting vote at Board meetings of the Company."

Article 142 provides that "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."

Article 143 provides that "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."

Article 144 provides that "A committee may elect a Chairman of its meetings and may also determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within 5 (five) minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be Chairman of the meeting."

Article 148 provides that "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 his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director."

Powers of the Directors

Article 150 provides that "The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these presents are expressly directed to be exercised by the Members in the General Meeting."

Article 151 provides that "Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other Persons as they may deem fit and may at their own discretion revoke such powers."

Article 152 provides that "The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time."

Article 153 provides that "Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made."

Article 154 provides that "Subject to the provisions of the Act and the and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available."

Article 155 provides that "The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other Person or Persons to exercise such powers."

Borrowing Powers

Article 156 provides that "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."

Article 157 provides that "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 share capital, free reserves and securities premium of the Company."

Dividends and Reserves

Article 158 provides that "The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board."

Article 159 provides that "Subject to the provisions of the Act, 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."

Article 160 provides that "The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve."

Article 161 provides that "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."

Article 163 provides that "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."

Article 164 provides that "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."

Article 165 provides that "Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque, demand draft 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 of the Company, or to such Person and to such address as the holder or joint holders may in writing direct."

Article 169 provides that "No dividend shall bear interest against the Company."

Article 170 provides that "The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. Where the Company has declared a dividend but which has not been paid or claimed within 30 (thirty) days from the date of the declaration, the Company shall within 7 (seven) days from the date of expiry of the 30 (thirty) day period, transfer the total amount of dividend which remains so 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 of SAMHI Hotels Limited". Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under the Act. No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Law."

Winding up

Article 173 provides that "The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable)."

Audit

Article 175 provides that "Subject to the provisions of the Act, the Company shall appoint an auditor at an annual General Meeting to hold office from the conclusion of that annual General Meeting until the conclusion of the sixth annual General Meeting from such annual General Meeting, and every auditor so appointed shall be informed of his appointment within 15 days."

PART B OF THE ARTICLES OF ASSOCIATION

Part B of the Articles of Association provide for, among other things, the rights of certain shareholders pursuant to the Shareholders' Agreement. For more details on the Shareholders' Agreement, see "***History and Certain Corporate Matters – Shareholders' agreements***" on page 199.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND 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 and filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office, from 10.00 am to 5.00 pm on all Working Days and will also be available on the website of our Company at http://www.samhi.co.in/pdf/Contracts-&-Documents.pdf from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of 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 other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement dated March 31, 2023 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated March 29, 2023 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Share Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders, and the Share Escrow Agent.

5. Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Banker(s) to the Offer, and the Registrar to the Offer.

6. Syndicate Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs and Syndicate Members.

7. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders, Registrar to the Offer and the Underwriters.

Other Material Contracts in relation to our Company

1. Amended and Restated Shareholders' Agreement dated December 11, 2015 executed by and amongst Ashish Jakhanwala, Manav Thadani, Blue Chandra, GTI, Shree Naman Developers Private Limited, Thadani Hospitality LLP, IFC, GSA and our Company ("**SHA Parties**") and Ray Ltd., as amended by the First Amendment Agreement dated September 30, 2021 and Amendment No.2 to the Amended and Restated Shareholders' Agreement dated March 31, 2023, each executed by and amongst the SHA Parties, Cerberus and Inblue Holdings Limited.

2. Waiver Letter dated March 31, 2023 executed by and amongst Ashish Jakhanwala, Manav Thadani, Blue Chandra, GTI, Shree Naman Developers Private Limited, Thadani Hospitality LLP, Inblue Holdings Limited, IFC, GSA, Cerberus and our Company.

3. Call Option Deeds each dated December 11, 2015 amongst our Company, GSA and (i) Ashish Jakhanwala, Shree Naman Developers Private Limited and Thadani Hospitality LLP, (ii) Blue Chandra, (iii) GTI, (iv) Ray Ltd. and (v) Manav Thadani.

4. Call Option Agreement dated December 11, 2015 amongst our Company, Blue Chandra, GTI, Ashish Jakhanwala and Manav Thadani.

5. Share subscription and purchase agreement dated March 30, 2023 executed among our Company, ACIC SPVs and Asiya Capital.

6. Policy rights agreement dated March 30, 2023 executed by our Company and IFC.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.

2. Certificate of incorporation dated December 28, 2010 and fresh certificate of incorporation dated August 16, 2019 consequent upon conversion into a public limited company.

3. Resolution of the Board dated March 9, 2023 in relation to the Offer and other related matters.

4. Resolution dated March 11, 2023 of the Shareholders of our Company in relation to the Fresh Issue and other related matters.

5. Consent letters, from Blue Chandra, GSA, GTI and IFC, consenting to the inclusion of their respective portions of the Offered Shares.

6. Resolution of the board of directors of each of Blue Chandra, GTI and GSA authorizing the inclusion of their respective portions of the Offered Shares.

7. Resolution of the IPO Committee dated March 31, 2023 taking on record the approval for the Offer for Sale by each of the Selling Shareholders.

8. Resolution of the Board dated March 27, 2023 and our IPO Committee dated March 31, 2023 approving and adopting this Draft Red Herring Prospectus.

9. Copies of our annual reports for the preceding three Fiscals.

10. Resolution dated March 27, 2023 passed by the Audit Committee approving the KPIs.

11. The examination report dated March 27, 2023 of our Statutory Auditors, B S R & Co. LLP, Chartered Accountants, on our Restated Consolidated Financial Information.

12. Consent letter dated March 31, 2023 from our Statutory Auditors namely, B S R & Co. LLP , 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 as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as an Statutory Auditor and in respect of (i) the examination report dated March 27, 2023 on our Restated Consolidated Financial Information which contains emphasis of matter paragraphs related to our Company's assessment of going concern, restatement of a prior period error, special purpose basis of accounting, and audit qualifications related to inadequate disclosures for going concern and material weakness related to internal controls pertaining to the prior period error; and (ii) their report dated March 30, 2023 on the statement of possible 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."; and (iii) their report dated March 30, 2023 on the Pro Forma Condensed Financial Information.

13. The report dated March 30, 2023 of the Statutory Auditors on the Pro Forma Condensed Financial Statements.

14. Consent dated March 31, 2023 from Nangia & Co. LLP, Chartered Accountants to include their name in this Draft Red Herring Prospectus as required under the Companies Act 2013 and as an "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act 2013.

15. Consent dated March 31, 2023 from Lodha & Co, Chartered Accountants to include their name in this Draft Red Herring Prospectus as required under the Companies Act 2013 and as an "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act 2013.

16. Certificate dated March 31, 2023, from Nangia & Co. LLP, Chartered Accountants, certifying the KPIs of our Company.

17. Valuation reports in relation to each of the ACIC SPVs dated March 27, 2023.

18. Consents of bankers to our Company, the BRLMs, Registrar to the Offer, legal counsels, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, to act in their respective capacities.

19. Employment agreement of Ashish Jakhanwala dated January 28, 2016, as amended and restated on September 11, 2019 and March 27, 2023.

20. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

21. Tripartite Agreement dated June 18, 2019, among our Company, National Securities Depository Limited and the Registrar to the Offer.

22. Tripartite Agreement dated June 14, 2019, among our Company, CDSL and the Registrar to the Offer.

23. Due diligence certificate to SEBI from the BRLMs dated [●], 2023.

24. Industry report titled "*Indian Hospitality Industry Overview*" dated February 28, 2023 prepared by JLL, and the consent letter from JLL dated March 27, 2023.

25. Final observation letter dated [●] issued by SEBI.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

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Ashish Jakhanwala
(Chairman, Managing Director and
Chief Executive Officer)

Place: Gurugram

Date: March 31, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Manav Thadani
(Non-executive Director)

Place: Gurugram

Date: March 31, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Michael Peter Schulhof
(Non-executive Director)

Place: United States of America

Date: March 31, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Aditya Jain
(Independent Director)

Place: Singapore

Date: March 31, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Archana Capoor
(Independent Director)

Place: New Delhi

Date: March 31, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

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Krishan Dhawan
(Independent Director)

Place: Mukteshwar, Uttarakhand

Date: March 31, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Michael Holland
(Independent Director)

Place: Milan, Italy

Date: March 31, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Rajat Mehra

Place: Gurugram

Date: March 31, 2023

DECLARATION BY BLUE CHANDRA PTE. LTD.

Blue Chandra Pte. Ltd. hereby confirms that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself as a Selling Shareholder and the Equity Shares offered by it through the Offer for Sale, are true and correct. Blue Chandra Pte. Ltd. assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of Blue Chandra Pte. Ltd.

Name: Anil s/o Ponnampalam

Authorised Signatory

Place: Singapore

Date: March 31, 2023

DECLARATION BY GOLDMAN SACHS INVESTMENTS HOLDINGS (ASIA) LIMITED

Goldman Sachs Investments Holdings (Asia) Limited hereby confirms that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself as a Selling Shareholder and the Equity Shares offered by it through the Offer for Sale, are true and correct. Goldman Sachs Investments Holdings (Asia) Limited assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of Goldman Sachs Investments Holdings (Asia) Limited

Name: Oliver John Geoffrey Bingham

Authorised Signatory

Place: London

Date: March 31, 2023

DECLARATION BY GTI CAPITAL ALPHA PVT LTD

GTI Capital Alpha Pvt Ltd hereby confirms that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself as a Selling Shareholder and the Equity Shares offered by it through the Offer for Sale, are true and correct. GTI Capital Alpha Pvt Ltd assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of GTI Capital Alpha Pvt Ltd

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Name: Jihane Muhamodsaroar

Authorised Signatory

Place: Mauritius

Date: March 31, 2023

DECLARATION BY INTERNATIONAL FINANCE CORPORATION

International Finance Corporation hereby confirms that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself as a Selling Shareholder and the Equity Shares offered by it through the Offer for Sale, are true and correct. International Finance Corporation assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of International Finance Corporation

Name: Monica J. Chander

Authorised Signatory

Place: Washington D.C.

Date: March 31, 2023