

International Travel House Limited

BOARD OF DIRECTORS

Chairman and Non-Executive Director

Sahibzada Syed Habib-Ur-Rehman

Managing Director

Anil Bhandari

Non-Executive Directors

Yogesh Chander Deveshwar

Nakul Anand

Anil Rajput

Homi Phiroze Ranina

Subrahmoneyan Chandra Sekhar

Krishan Lal Thapar

Om Prakash Vaish

BOARD COMMITTEES

Audit Committee

H. P. Ranina

Anil Rajput

S. C. Sekhar

K. L. Thapar

O. P. Vaish

Anil Bhandari (Managing Director)

Rakesh Krishan

(Chief Financial Officer)

Mark Rebello

(Executive Vice President-
Systems & Audit)

Representative of

Statutory Auditors

Janaki Aggarwal

Chairman

Member

Member

Member

Member

Permanent Invitee

Permanent Invitee

Permanent Invitee

Permanent Invitee

Secretary

Investor Services Committee

O. P. Vaish

Anil Bhandari

S. C. Sekhar

Janaki Aggarwal

Chairman

Member

Member

Secretary

Nominations & Remuneration Committee

S. S. H. Rehman

Y. C. Deveshwar

Nakul Anand

Anil Rajput

H. P. Ranina

S. C. Sekhar

K. L. Thapar

O. P. Vaish

Chairman

Member

Member

Member

Member

Member

Member

Member

CORPORATE MANAGEMENT COMMITTEE

Director

Anil Bhandari

Chairman

Executives

Rakesh Krishan

Ashish Kumar

Janaki Aggarwal

Member

Member

Secretary

Company Secretary

Janaki Aggarwal

Registered Office

'Travel House', T-2, Community Centre
Sheikh Sarai, Phase-I, New Delhi-110 017

Auditors

Lovelock & Lewes
Chartered Accountants
New Delhi

International Travel House Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fourth Annual General Meeting of the Members of International Travel House Limited will be held at Air Force Auditorium, Subroto Park, New Delhi - 110 010, on Monday, the 12th day of September, 2005 at 3.30 p.m. for the transaction of the following businesses :-

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March, 2005, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2005.
3. To appoint Directors in place of those retiring by rotation.
4. To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution :-
"Resolved that Messrs. S.R. Batliboi & Associates, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting at a remuneration of Rs. 7,00,000/- (Rupees Seven Lacs) plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred."

The Register of Members of the Company shall remain closed from Tuesday, 30th August, 2005 to Monday 12th September, 2005, both days inclusive. Share Transfers received in order with the Company's Registrar and Share Transfer Agents, M/s. MCS Limited at Sri Venkatesh Bhawan, W-40, Okhla Industrial Area, Phase-II, New Delhi-110 020, by close of business on 29th August, 2005 would be passed for payment of dividend, if declared, to the transferees or to their mandatees and the dividend, if declared, will be paid on or after 17th September, 2005, to those Members entitled thereto and whose names shall appear on the Register of Members of the Company on 12th September, 2005, or to their mandatees, subject, however, to the provisions of Section 206A of the Companies Act, 1956 or any amendment or modification thereof. In respect of

dematerialised shares, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

By Order of the Board

Place : New Delhi
Dated : 1st July, 2005

Janaki Aggarwal
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than forty-eight hours before the commencement of this Annual General Meeting.**
2. **The existing Auditors, Messrs. Lovelock & Lewes, who retire at the forthcoming Annual General Meeting, have expressed that they would not like to offer themselves for re-appointment at the forthcoming Annual General Meeting of the Company.**
It is hence proposed by the Board that Messrs. S.R. Batliboi & Associates, Chartered Accountants, who have confirmed their eligibility under Section 224 of the Companies Act, 1956, be appointed as Auditors of the Company at the forthcoming Annual General Meeting.
3. Corporate Members are requested to send to the Registered office of the Company, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote at the Annual General Meeting.

International Travel House Limited

NOTICE OF ANNUAL GENERAL MEETING

4. In accordance with the provisions of Article 143 of the Articles of Association of the Company, Mr. Anil Bhandari, Mr. O. P. Vaish and Mr. H. P. Ranina will retire by rotation at this Annual General Meeting and, being eligible, offer themselves for re-appointment.
5. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board of Directors for appointment/re-appointment at the Annual General Meeting, is appearing in the Report and Accounts.
6. Members are requested to bring their admission slips alongwith the copy of Annual Report to the Meeting.
7. Members are requested to send all correspondence concerning registration of transfers, transmissions, sub-division and consolidation of shares or any other share related matters to the Company's Registrar and Share Transfer Agents, M/s. MCS Limited.
8. Members holding shares in physical form are requested to notify/send the following to M/s. MCS Limited to facilitate better servicing :-
 - i) any change in their address / mandate / bank details,
 - ii) particulars of their bank account, in case the same have not been furnished earlier, and
 - iii) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
9. Members holding shares in electronic form are requested to notify any change in their address/
mandate/ bank details to their respective Depository Participant(s).
10. Dividend for the financial year ended 31st March, 1998, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') in the month of November, 2005, pursuant to the provisions of Section 205A of the Companies Act, 1956.

Members who have not encashed their dividend warrant(s) for the financial year ended 31st March, 1998, or any subsequent financial year(s), are requested to lodge their claims with the Company. However, in respect of unclaimed dividend for the financial year ended 31st March, 1998, only those claims which are received by the Company on or before 8th November 2005, will be entertained.

Members are advised that once the unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.
11. Members holding shares in the physical form and wish to make/change nomination in respect of their shareholdings in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to write to MCS Limited for the prescribed Form 2B.

By Order of the Board

Place : New Delhi
Dated : 1st July, 2005

Janaki Aggarwal
Company Secretary

International Travel House Limited

YOUR DIRECTORS

S. S. H. Rehman

S. S. H. Rehman has been a Non-Executive Director of the Company since 9th March, 1992 and was appointed Chairman of the Company on 4th November, 1997. He is also a Wholetime Director on the Board of ITC Limited.

Rehman was educated at Osmania University in Hyderabad and began his career with the Indian Army. In 1975, he moved over to the hospitality industry and joined ITC Limited in 1979. At ITC - Welcomgroup, he has been General Manager of its premier hotels across India as also its Regional Director, Vice President - Operations and President.

Rehman is associated with several Travel Trade organisations and he has been recognised through many awards and citations. As a part of tourism business for over 30 years, he has been associated with various tourism bodies such as World Travel and Tourism Council (WTTC), and the Chairman of the Tourism Committee at Assocham and the Confederation of Indian Industries (CII). Rehman is also a member of tourism task force in the Prime Minister's Reconstruction Plan for the State of Jammu & Kashmir.

Other Directorships

Name of the Company	Position
Landbase India Limited	Chairman & Director
Gujarat Hotels Limited	Chairman & Director
Fortune Park Hotels Limited	Chairman & Director
Srinivasa Resorts Limited	Vice Chairman & Director
ITC Limited	Wholetime Director
Maharaja Heritage Resorts Limited	Director
Tourism Finance Corporation of India Limited	Director
Mumbai International Convention & Exhibition Centre Limited	Director

Y. C. Deveshwar

Y. C. Deveshwar was appointed as a Non-Executive Director of the Company on 22nd January, 2004. He is the Executive Chairman of ITC Limited and is respected for the deep insight with which he steers a multi-business corporation like ITC. He is credited with several key strategic interventions which have positioned ITC as a well managed, well governed, value creating, top league company in India.

In 1984, Deveshwar, an engineering graduate from IIT Delhi, was the youngest to be elevated as a Director on the Board of ITC Limited and was made the Chairman of ITC - Welcomgroup (Hotels Division).

In 1991, Deveshwar was handpicked by the Government to head the national carrier, Air India, as Chairman and Managing Director. He had a successful stint in this assignment till 1994, during which he was also a member on the Boards of Indian Airlines, International Airports Authority of India, Airports Authority of India and Air Mauritius Limited. Deveshwar serves on the Executive Committees of some of India's premier trade and industry bodies. He is a member of the Board of Governors of the Indian School of Business, Hyderabad. The Government of India has also nominated him the Chairman of the Society and Board of Governors of the Indian Institute of Management, Kolkata.

Deveshwar has been honoured with several recognitions within India, including the Honorary Fellowship of the All India Management Association, the Distinguished Alumni Award of the Indian Institute of Technology, Delhi, the Meridien Hotelier of the Year award and the 'Marketing Man of the Year' from A & M, the country's leading marketing publication. Deveshwar has also been honoured with the 'Manager Entrepreneur of the year Award 2001' by Ernst & Young.

Other Directorships

Name of the Company	Position
ITC Limited	Chairman & Wholetime Director
Surya Nepal Private Limited*	Chairman & Director
Woodlands Hospital & Medical Research Centre Limited	Director
HT Media Limited	Director
West Bengal Industrial Development Corporation Limited	Director

* Foreign Company

Other Committee Memberships

Name of the Company	Committee	Position
ITC Limited	Nominations Committee	Chairman

International Travel House Limited

YOUR DIRECTORS

Anil Bhandari

Anil Bhandari was appointed as an Executive Director of the Company on 1st December, 1998 and became the Managing Director on 21st April, 1999 and is continuing in the said position. He holds Diploma in Hotel Management, Catering & Nutrition, C.H.A. (U.S.A.) and MHCIMA (U.K.). He has rich experience of over 33 years with the Hotel and Tourism Industry. He worked at various positions and functions in Indian Tourism Development Corporation Limited (ITDC) from 1969 to 1986. He joined Hotel Corporation of India as Managing Director and assumed the office of Chairman & Managing Director of ITDC in 1992 and continued the dual portfolio in both the organisations till 1994. He also continued as the Chairman & Managing Director of ITDC till 1997. He joined ITC Limited as an Advisor, Travel & Tourism in the year 1998. Bhandari serves on the Executive Committees of some of India's premier trade and industry bodies such as FICCI, PHDCCI, member Industry Council and Proxy Director of PATA, member of WTTC and ACTE.

Other Directorships

Name of the Company	Position
Landbase India Limited	Director
Appu Hotels Limited	Director

Other Committee Memberships

Name of the Company	Committee	Position
Landbase India Limited	Audit Committee	Member
Appu Hotels Limited	Audit Committee	Member

Nakul Anand

Nakul Anand was appointed as a Non -Executive Director of the Company on 6th January, 1998. Anand is an Economics Honours graduate from Delhi University. He joined ITC Limited in its Hotels Division as a management trainee in the year 1978. Since then he has held various positions in ITC -Welcomgroup's prestigious hotels including that of General Manager of the flagship hotel, ITC Hotel Maurya Sheraton & Towers. He is currently the Divisional Chief Executive of Hotels Division of ITC Limited.

Anand is widely recognised for excellent man-management and team building abilities and for infusing the spirit of

action and result oriented work culture. A firm believer of value based strategies, he has created a unique quality control model of operational excellence. He has won a number of awards for excellence including General Manager of the Year among General Managers worldwide, the Green Hotelier, to name a few.

Other Directorships

Name of the Company	Position
Gujarat Hotels Limited	Director
Srinivasa Resorts Limited	Director
Fortune Park Hotels Limited	Director
Bay Islands Hotels Limited	Director
Maharaja Heritage Resorts Limited	Director
Adayar Gate Hotels Limited	Director

Other Committee Memberships

Name of the Company	Committee	Position
Gujarat Hotels Limited	Investor Services Committee	Member

Anil Rajput

Anil Rajput was appointed as a Non-Executive Director of the Company on 29th May, 2000. He is an MBA from Delhi University and joined ITC in 1976 in the finance function. Since then he has held various positions in ITC - Welcomgroup and now is the Vice President (Corporate Affairs) of the Company. He has been associated with the hospitality industry for the last 29 years and served International Travel House Limited from 1983 to 1989. During his tenure, the network of the Company expanded from two locations to multi locations. He does not hold a directorship in any other public limited company.

H. P. Ranina

H. P. Ranina was appointed as a Non-Executive Director of the Company on 1st August, 1983 and is an Independent director on the Board. He is a Chartered Accountant and Advocate by qualification and is currently practicing as an Attorney, having specialisation in Taxation, Corporate and Foreign Exchange Laws of India. He wrote his first book on Income tax at the age of 25 and, thereafter, he has authored several publications. He is a prolific writer, having written more than 2000 articles. He was appointed

International Travel House Limited

YOUR DIRECTORS

by the Government of India as a Member of a Committee of Experts to draft a new Income-tax Law. He has addressed more than 500 professional seminars on Taxation and Economics, Foreign Exchange Regulation Laws, both in India and abroad.

Ranina is the recipient of the “Outstanding Young Person’s Award” both at the State and National levels from the Jaycees. He has also been bestowed the “Economic Analyst Par Excellence Award” by Rotary International. He was nominated by the Government of India as a Director on the Central Board of Reserve Bank of India from 27th November, 2000. He is the Chairman of the Inspection and Audit Committee of the Reserve Bank of India.

Other Directorships

Name of the Company	Position
Vaspar Conference Services (India) Limited	Chairman & Director
Pennwalt India Limited	Director
Zenith Computers Limited	Director

Other Committee Memberships

Name of the Company	Committee	Position
Reserve Bank of India	Audit and Inspection Committee	Chairman

S. C. Sekhar

S. C. Sekhar was appointed as a Non - Executive Director of the Company on 6th January, 1998. A Science graduate from Delhi University and a fellow member of the Institute of Chartered Accountants of India, Sekhar joined ITC Limited in its Hotels Division in the year 1978. During these 27 years, he has held various positions in the finance function besides working as Executive Assistant to Chairman of ITC’s Hotels Division. In 1992, he took over as Head of Finance and was subsequently promoted as Executive Vice- President with Finance, Treasury, Audit, Legal and Information Technology under his span of control. He is currently the Senior Executive Vice President (Projects, Growth & Development) of Hotels Division of ITC Limited and Managing Director of Landbase India Limited.

Other Directorships

Name of the Company	Position
Landbase India Limited	Managing Director
Srinivasa Resorts Limited	Director
Gujarat Hotels Limited	Director
Fortune Park Hotels Limited	Director
Bay Islands Hotels Limited	Director
Maharaja Heritage Resorts Limited	Director
Adayar Gate Hotels Limited	Director
CLI3L e-Services Limited	Director

Other Committee Memberships

Name of the Company	Committee	Position
Srinivasa Resorts Limited	Audit Committee	Chairman
Gujarat Hotels Limited	Investor Services Committee	Chairman
Gujarat Hotels Limited	Audit Committee	Member
Landbase India Limited	Audit Committee	Member
Adayar Gate Hotels Limited	Audit Committee	Member
CLI3L e-Services Limited	Audit Committee	Member

K. L. Thapar

K. L. Thapar was appointed as an Independent Non-Executive Director of the Company on 9th March, 2004. He is the former Principal Advisor and Secretary to the Government of India in the Planning Commission and is presently the Chairman of the Asian Institute of Transport Development. The Institute is an acknowledged centre of excellence for research and studies in the infrastructure sector with a special consultative status with the United Nations.

Thapar has wide ranging experience spanning over four decades in policy formulation, planning, investment and management of infrastructure at national and international levels. He has chaired and served on several commissions and committees set up by the government and international bodies. He is the author of well known report that led to the liberalisation of the hotel and tourism industry in the country.

International Travel House Limited

YOUR DIRECTORS

As adviser and consultant to international institutions such as United Nations, World Bank, Asian Development Bank, he has served in a number of countries. He holds a master's degree in Humanities and is an alumni of professional institutions like Economic Development Institute of the World Bank, British Staff College etc. He does not hold a directorship in any other public limited company.

O. P. Vaish

O. P. Vaish was appointed as an Independent Non-Executive Director of the Company on 28th March, 2002. He is a Senior Advocate and founder of the law firm, 'Vaish Associates'. He served the Indian Revenue Service and had been Chief (Taxation Division) of the Federation of Indian Chambers of Commerce and Industry for 8 years. He was President of PHD Chamber of Commerce and Industry & International Fiscal Association, Member of the local Advisory Board of Bank of America, Executive Committee of ASSOCHAM, Board of Directors of Rotary International, Board of Trustees of Rotary International. Currently he is a member of FICCI Executive Committee & Finance Committee of Rotary International.

Other Directorships

Name of the Company	Position
Noida Power Company Limited	Director
PNB Finance & Industries Limited	Director
The India Thermit Corporation Limited	Director
Indo Rama Synthetics (India) Limited	Director
Godfrey Philips India Limited	Director
Spencer and Company Limited	Director

Other Committee Memberships

Name of the Company	Committee	Position
Godfrey Philips India Limited	Audit Committee	Chairman
Spencer & Company Limited	Audit Committee	Member

International Travel House Limited

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance.

THE COMPANY'S GOVERNANCE PHILOSOPHY

The Company firmly believes in good Corporate Governance and has made it a practice and a continuous process of development right across the Company. The Company's philosophy on Corporate Governance envisage the attainment of high level of transparency and accountability in the functioning of the Company and conduct of business and places due emphasis on regulatory compliance. It has empowered the Executive Management to take decisions with regard to day to day operations and has also created checks and balances that such decisions are taken with care and responsibility to meet shareholders' aspirations and societal expectations.

The Company's Corporate Philosophy is focussed on its people who are its most important assets and value its employee's integrity, creativity, ability, judgement and opinions who in turn demonstrate the highest ethical standards and responsibility towards the shareholders. This has helped the Company to take rapid strides in its pursuit for excellence.

The Company is committed to enhance shareholder value in a fair and transparent manner and has been in the forefront for bench marking itself with the best business practices globally.

The Governance Structure

The practice of Corporate Governance in the Company is at three inter linked levels:

- i. Strategic supervision - by the Board of Directors
- ii. Strategic management - by the Corporate Management Committee
- iii. Executive management - by the Functional Heads under the overall guidance and direction of the Managing Director.

This three-tier structure enables the Board of Directors to carry out the task of strategic supervision as trustees of Shareholders, unencumbered by the task of strategic management, in a manner that imparts objectivity and secures sharpened accountability from the management. Similarly, the Corporate Management Committee can engage in the task of strategic management of the Company

as a whole, leaving the task of day-to-day executive management with the empowered Functional Heads under the overall guidance and direction of the Managing Director.

Board of Directors

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of the shareholders.

Composition

The composition of the Board of Directors of the Company is balanced, comprising Executive and Non-Executive Directors, the later including independent professionals. The present strength of the Board of Directors of the Company is nine, of which one is an Executive Director.

Composition of the Board of Directors as on 31st March, 2005

Category	No. of Directors	Percentage of total no. of Directors
Executive Director	1	11%
Non-Executive Independent Directors	3	33%
Other Non-Executive Directors	5	56%
Total	9	100%

Meetings and Attendance

During the year under review, the Board Meetings were held on the following dates :

Sl. No.	Date	Board Strength	No. of Directors present
1	14th May, 2004	9	7
2	23rd July, 2004	9	8
3	25th October, 2004	9	7
4	28th January, 2005	9	8
5	30th March, 2005	9	7

International Travel House Limited

REPORT ON CORPORATE GOVERNANCE

The Composition of Board as on 31st March, 2005 and the attendance at the Board Meetings during the financial year and the last Annual General Meeting as also number of other Directorships and Committee Memberships are given below :

Sl. No.	Name of Director	Category of Director	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorships*	No. of other Committee Memberships/ Chairmanships**
1	S.S.H. Rehman	Chairman & Non-Executive Director	5	Yes	8	Nil
2	Y.C. Deveshwar	Non- Executive Director	2	No	5	1 as Chairman
3	H.P. Ranina	Non- Executive Independent Director	4	Yes	3	1 as Chairman
4	K.L.Thapar	Non- Executive Independent Director	5	Yes	Nil	Nil
5	O.P.Vaish	Non- Executive Independent Director	3	Yes	6	2 (including 1 as Chairman)
6	Nakul Anand	Non- Executive Director	5	Yes	6	1
7	S.C. Sekhar	Non- Executive Director	5	Yes	8 (including 1 as M.D.)	6 (including 2 as Chairman)
8	Anil Rajput	Non- Executive Director	3	Yes	Nil	Nil
9	Anil Bhandari	Managing Director	5	Yes	2	2

* Excludes Directorships in Private Limited Companies, Foreign Companies, Memberships of Managing Committees of various Chambers/ Bodies and Alternate Directorships.

** Represents Memberships/ Chairmanships of Audit Committees, Investor Grievance Committee and the Remuneration Committee.

COMMITTEES OF THE BOARD

The Board of Directors has constituted three Committees of the Board - the Audit Committee, the Investor Services Committee and The Nominations & Remuneration Committee. The role and composition of these Committees, including the number of the meetings held and the related attendance, is as follows :

A. AUDIT COMMITTEE

The Audit Committee of the Company, inter alia, provides reassurance to the Board on the existence of an effective internal control environment that ensures :

- efficiency and effectiveness of the operations.
- safeguarding of assets.
- reliability of financial and other management information.
- compliance with relevant national laws and regulations.

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to :

- investigate or direct to be investigated any activity within its terms of reference or any activity which impinges on the overall objectives of the Committee and to call for any document or seek information from any employee ;
- obtain outside legal or other independent professional advice and to secure the attendance of outside professionals, if considered necessary.

The role of the Committee includes the following :

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible ;
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment for any other services ;

International Travel House Limited

REPORT ON CORPORATE GOVERNANCE

- Reviewing with the management the annual financial statements before submission to the Board, focussing primarily on ;
 - any changes in accounting policies and practices
 - major accounting entries based on exercise of judgment by management
 - qualifications in the draft audit report
 - significant adjustments arising out of audit
 - the going concern assumption
 - compliance with accounting standards
 - compliances with stock exchanges and legal requirements concerning financial statements
 - any related party transactions
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems ;
- Reviewing the adequacy of the internal audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit ;
- Discussion with internal auditors on any significant findings and follow up thereon ;
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board ;
- Discussion with external auditors before the audit commences, on nature and scope of audit as well as have post audit discussions to ascertain any area of concern ;
- Reviewing the Company's financial and risk management policies ;
- Looking into the reasons for substantial defaults, if any, in the payment to the depositors, debentureholders, shareholders (in case of non payment of declared dividends) and creditors.

Composition

The Audit Committee comprises five Non-Executive Directors, with three of them being Independent Directors. The Chairman of the Committee is a Non-Executive Independent Director. The Managing Director, Chief Financial Officer, the Head of Internal Audit and the representative of the Statutory Auditors are Permanent

Invitees to the Audit Committee, and the Company Secretary is the Secretary to the Committee.

The names of the members of the Audit Committee, including its Chairman, are provided elsewhere in the Report and Accounts.

Meetings and Attendance

Details of Audit Committee Meetings held during the financial year ended 31st March, 2005

Sl. No.	Date	Committee Strength	No. of Members present
1	11th May, 2004	5	4
2	22nd July, 2004	5	3
3	25th October, 2004	5	3
4	27th January, 2005	5	4

Attendance at Audit Committee Meetings held during the financial year

Director	No. of Meetings attended
H. P. Ranina	4
O. P. Vaish	2
K. L. Thapar	4
S. C. Sekhar	3
Anil Rajput	1

B. INVESTOR SERVICES COMMITTEE

Investor Services Committee of the Company oversees redressal of shareholder and investor grievances and approves sub-division/transmission of shares, issue of duplicate share certificates etc.

Composition

The Investor Services Committee comprises three Directors with two of them being Non-Executive Directors. The Chairman of the Committee is a Non-Executive Independent Director.

The names of the members of the Investor Service Committee, including its Chairman, are provided elsewhere in the Report and Accounts.

International Travel House Limited

REPORT ON CORPORATE GOVERNANCE

Meetings and Attendance

Details of Investor Services Committee Meetings held during the financial year ended 31st March, 2005

Sl. No.	Date	Committee Strength	No. of Members present
1	11th May, 2004	3	3
2	23rd July, 2004	3	3
3	25th October, 2004	3	2
4	28th January, 2005	3	2

Attendance at Investor Services Committee Meetings held during the financial year

Director	No. of Meetings attended
O. P. Vaish	2
S. C. Sekhar	4
Anil Bhandari	4

C. NOMINATIONS & REMUNERATION COMMITTEE

The Nominations & Remuneration Committee of the Company was constituted on 14th May, 2004 with the dissolution of the Remuneration Committee. The said Committee, inter alia, recommends to the Board of Directors, the compensation terms of the Managing Director and the seniormost level of management immediately below the Managing Director. It also makes recommendations to the Board regarding top level successions and appointments viz. the membership of the Board, the Corporate Management Committee and the seniormost level of executive management one level below the Board. This Committee also functions as the Remuneration Committee in terms of Schedule XIII of the Companies Act, 1956.

Composition

The Nominations & Remuneration Committee comprises all Non-Executive Directors. The Chairman of the Company is the Chairman of this Committee.

The names of the members of the Nominations & Remuneration Committee, including its Chairman, are provided elsewhere in the Report and Accounts.

Meetings and Attendance

Details of Nominations & Remuneration Committee Meeting held during the financial year ended 31st March, 2005

Sl. No.	Date	Committee Strength	No. of Members present
1	25th October, 2004	8	6

Attendance at Nominations & Remuneration Committee Meeting held during the financial year

Director	No. of Meetings attended
S. S. H. Rehman	1
Y. C. Deveshwar	–
Nakul Anand	1
Anil Rajput	1
H. P. Ranina	1
S. C. Sekhar	1
K. L. Thapar	1
O. P. Vaish	–

Remuneration Policy

The Company's remuneration strategy is aimed at attracting and retaining high calibre talent. The strategy, therefore, takes into account the talent market, the remuneration trends (national and international) and the competitive requirement of the business. The remuneration policy is market led so as to attract and retain the best talent and seeks to leverage performance in a significant manner.

Remuneration of Directors

The remuneration of the Managing Director is determined and recommended to the Board by the Nominations & Remuneration Committee. The recommendations of the Committee are considered and approved by the Board subject to the approval of the shareholders and other approvals as may be necessary. The Managing Director is entitled to the Performance Bonus upto a maximum of 25% of the consolidated salary, as may be determined by the Board on the recommendations of Nominations & Remuneration Committee.

Non-Executive Directors are not paid any remuneration. No sitting fee is paid to any Director.

International Travel House Limited

REPORT ON CORPORATE GOVERNANCE

Details of Remuneration of the Directors for the financial year ended 31st March, 2005

(Rs. in lacs)

Director	Consolidated salary	Supplementary Allowance	Perquisites and other benefits	Performance Bonus/Commission	Total
Executive Director					
Anil Bhandari	11.93	2.83	11.14	2.98	28.88
Non - Executive Directors					
S.S.H. Rehman	-	-	-	-	-
Y. C. Deveshwar	-	-	-	-	-
Nakul Anand	-	-	-	-	-
Anil Rajput	-	-	-	-	-
H. P. Ranina	-	-	-	-	-
S. C. Sekhar	-	-	-	-	-
K. L. Thapar	-	-	-	-	-
O. P. Vaish	-	-	-	-	-

Presently, the Company does not have a scheme for grant of stock options.

Directors' Shareholding

Shareholding of the Directors in the Company as on 31st March, 2005

Director	No. of Equity Shares of Rs. 10/- each held in the Company, singly and / or jointly
S.S.H. Rehman	Nil
Y. C. Deveshwar	Nil
Nakul Anand	100
Anil Rajput	Nil
H. P. Ranina	Nil
S. C. Sekhar	Nil
K. L. Thapar	Nil
O. P. Vaish	Nil
Anil Bhandari	Nil

Service Contracts and Severance Fees

The appointment of the Managing Director is governed by the resolution passed by the Board of Directors and the Shareholders of the Company, which covers the terms and conditions of such appointment read with the service rules of the Company. There is no separate provision for payment of severance fee under the resolution governing the appointment of Managing Director.

CORPORATE MANAGEMENT COMMITTEE

The primary role of the Corporate Management Committee is the strategic management of the Company's business within Board approved direction/ framework.

Composition

The Corporate Management Committee comprises the Managing Director and two key senior members of management. The Managing Director of the Company is the Chairman of this Committee. The Composition of the Corporate Management Committee is determined by the Board.

The names of the members of the Corporate Management Committee, including its Chairman, are provided elsewhere in the Report and Accounts.

International Travel House Limited

REPORT ON CORPORATE GOVERNANCE

Meetings and Attendance

Details of Corporate Management Committee Meetings held during the financial year ended 31st March, 2005

Sl. No.	Date	Committee Strength	No. of Members present
1	23rd April, 2004	3	3
2	20th May, 2004	3	3
3	24th June, 2004	3	3
4	3rd August, 2004	3	3
5	24th August, 2004	3	3
6	29th September, 2004	3	3
7	22nd November, 2004	3	3
8	21st December, 2004	3	3
9	8th February, 2005	3	3
10	28th February, 2005	3	3
11	22nd March, 2005	3	3

Attendance at Corporate Management Committee Meetings held during the financial year

Member	No. of Meetings attended
Anil Bhandari	11
Rakesh Krishan	11
Ashish Kumar	11

DISCLOSURES

Materially significant related party transactions which may have potential conflict with the interests of the Company at large.

None

Details of non-compliances, penalties, strictures by Stock Exchanges/ SEBI/ Statutory Authorities on any matter related to capital markets during the last three years.

None

Pecuniary relationships or transactions with the Non-Executive Directors.

None

MEANS OF COMMUNICATIONS

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end the Unaudited Quarterly Financial Results of the Company were announced within a month of the end of each quarter for the first three quarters. The Audited Annual Financial Results were announced within two months of the end of the financial year. Such results are normally published, in 'The Financial Express' (all editions) and in a vernacular newspaper, 'Jansatta' from New Delhi. Such results were posted on www.sebiedifar.nic.in, SEBI's website and on the Company's website 'www.travelhouseindia.com'.

The Report of the Directors, forming part of the Report and Accounts, includes all aspects of the Management Discussion and Analysis Report.

CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading ('ITH Code') in the shares and securities of the Company. The ITH Code, inter alia, prohibits purchase / sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company.

CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT

The Code of Professional Conduct of the ITH delineates the principle governing the conduct of employees, including Directors, with all the stakeholders of the Company. The Code covers transparency, legal compliance and the philosophy of leading by personal example. The Code is available on the Company's website.

GENERAL SHAREHOLDER INFORMATION

Provided in the 'Shareholder Information' section of the Report and Accounts.

COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and the same is annexed to the Report of the Directors & Management Discussion and Analysis.

The Certificate will also be sent to the Stock Exchanges alongwith the Annual Return of the Company.

International Travel House Limited

SHAREHOLDER INFORMATION

Annual General Meeting Details

Date	Monday, 12th September, 2005
Venue	Air Force Auditorium, Subroto Park, New Delhi-110 010
Time	3.30 p.m.
Book Closure Dates	Tuesday, 30th August, 2005 to Monday, 12th September, 2005 (both days inclusive)
Dividend Payment Date	On or after 17th September, 2005

Registrar & Share Transfer Agents (RTA)

M/s. MCS Limited are the Registrar and Share Transfer Agents of the Company for carrying out share registration and other related activities of the Company.

Address for Correspondence

MCS Limited
Sri Venkatesh Bhawan,
W-40, Okhla Industrial Area, Phase - II,
New Delhi - 110 020
Telephone Nos. : 26384909-11, 26384917-20
Facsimile No. : 26384907

Shareholders holding shares in the electronic form should address their correspondence, except those relating to dividend, to their respective Depository Participants.

Compliance Officer

Mrs. Janaki Aggarwal, Company Secretary, is the Compliance Officer under Clause 47 of the Listing Agreement with Stock Exchanges.

Share Transfer Committee

The Share Transfer Committee of the Company generally meets fortnightly for approving share transfers. The processing activities with respect to requests received for share transfer are completed within 20 days from the date of receipt of request.

There are no pending share transfers as of 31st March, 2005.

The Share Transfer Committee comprises the following

Mr. Rakesh Krishan Chief Financial Officer	Member
Mrs. Janaki Aggarwal Company Secretary	Member
Mr. Asish Bhattacharjee General Manager, Finance	Member

Dematerialisation of Shares and Liquidity

The Shares of the Company are required to be compulsorily traded in dematerialised form except where the Stock Exchange(s) have provided the facility for trading in physical form, not exceeding 500 Shares, pursuant to a SEBI directive. The Shares are available for trading under both the Depository Systems- NSDL (National Securities Depository Limited) and CDSL (Central Depository Services (India) Limited). As on 31st March, 2005 a total of 23,14,150 Equity Shares of the Company, which translates to 28.94% of the Share Capital, stands dematerialised. The processing activities with respect to the requests received for dematerialisation are completed within 15 days from the date of receipt of request.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Equity Shares is INE 262B01016.

Shareholder Complaints

The Company received 3 complaints during the financial year ended 31st March, 2005, and none of the complaints received are pending as on that date.

Complaints received from:	Received	Redressed	Pending
Shareholders/Investors	Nil	Nil	Nil
Complaints of Shareholders/Investors forwarded by :			
Securities and Exchange Board of India	2	2	Nil
Stock Exchanges	1	1	Nil
Total	3	3	Nil

The Company has attended to the Shareholders' / Investors' complaints/ correspondence mostly within a period of 15 days except in cases where constrained by disputes or legal impediments. There are a few pending cases relating to disputes over title to shares, in which the Company has been made a party. These cases are however, not material in nature.

Nature of Complaints	No. of Complaints	% of Complaints
Non-receipt of shares after transfer	3	100
Total	3	100

International Travel House Limited

SHAREHOLDER INFORMATION

Distribution of Shareholding as on 31st March, 2005

No. of Shares Slab	No. of Shareholders		No. of Equity Shares	
	Total	% of Shareholders	Total	% of Share Capital
1-500	11,886	94.06	14,87,535	18.61
501-1000	443	3.51	3,53,553	4.42
1001-2000	179	1.42	2,52,338	3.16
2001-3000	53	0.42	1,32,260	1.65
3001-4000	16	0.13	58,576	0.73
4001-5000	14	0.11	68,610	0.86
5001-10000	24	0.19	1,65,376	2.07
10001 and above	21	0.16	54,76,252	68.50
Total	12,636	100.00	79,94,500	100.00

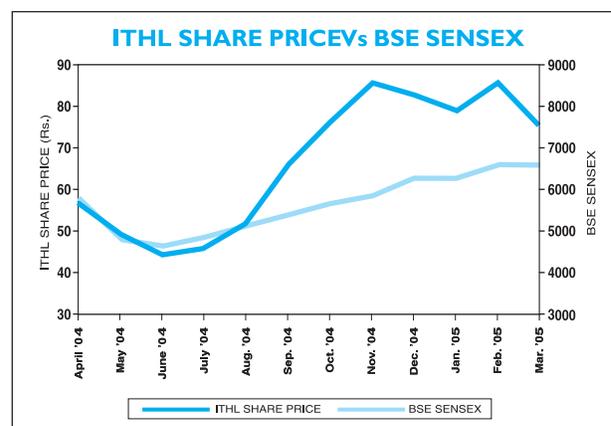
Category of Shareholders as on 31st March, 2005

Sl. No.	Category	No. of Shares held	% of Share holding
A	Promoter's Holding		
1	Indian Promoters		
	ITC Limited	2,87,600	3.60
	Russell Credit Limited	36,26,638	45.36
2	Persons acting in Concert		
	Penninsular Investments Limited	4,10,064	5.13
	Russell Investments Limited	6,07,599	7.60
	Sub Total	49,31,901	61.69
B	Non Promoter Holdings		
3	Institutional Investors		
a	Mutual Funds and UTI	Nil	Nil
b	Banks	300	0.01
c	Insurance Companies	42,100	0.51
d	Foreign Institutional Investors	300	0.01
	Sub Total	42,700	0.53
4	Others		
a	Private Corporate Bodies	5,06,136	6.33
b	Indian Public	24,98,271	31.25
c	NRIs/ OCBs	15,492	0.20
d	Any Other	Nil	Nil
	Sub Total	30,19,899	37.78
	Grand Total	79,94,500	100.00

Monthly High and Low quotation of Shares traded on Mumbai Stock Exchange (BSE)

Mumbai Stock Exchange				
Year	Month	High (Rs.)	Low (Rs.)	
2004	April	63.00	50.50	
	May	60.40	40.05	
	June	49.25	40.00	
	July	50.95	43.10	
	August	60.25	44.00	
	September	76.75	58.05	
	October	83.60	68.00	
	November	94.15	76.10	
	December	95.00	72.00	
	2005	January	87.40	70.65
		February	88.00	73.15
		March	83.90	66.05

Performance in comparison to broad based indices such as BSE Sensex



Listing on Stock Exchanges (with Stock Code)

The Delhi Stock Exchange Association Limited (109092)
'DSE House' 3/1, Asaf Ali Road, New Delhi - 110 002

The Stock Exchange, Mumbai (500213)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

The Listing Fees for the financial year 2005/2006 have been paid to the above Stock Exchanges.

International Travel House Limited

SHAREHOLDER INFORMATION

Financial Calendar

Financial Year 2005/2006		
1	Unaudited Financial Results (Provisional) for the First Quarter	July, 2005
2	Unaudited Financial Results (Provisional) for the Second Quarter and for the Half Year	October, 2005
3	Unaudited Financial Results (Provisional) for the Third Quarter	January, 2006
4	Audited Annual Financial Results	May, 2006

Particulars of Past three AGMs

AGM	YEAR	VENUE	DATE	TIME
23rd	2003/2004	Air Force Auditorium	23/07/2004	9.30 a.m.
22nd	2002/2003	Subroto Park	18/07/2003	9.30 a.m.
21st	2001/2002	New Delhi 110 010	24/07/2002	9.30 a.m.

Postal Ballot

During the year, the Company obtained the approval of the Members, through Postal Ballot, for alteration of Objects Clause of the Memorandum of Association. Salient features of the Postal Ballot are provided below:

- The Board of Directors of the Company, at its meeting held on 14th May, 2004, appointed Mr. S. Chandrasekaran, a Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
- Notice alongwith Postal Ballot form and self-addressed business reply envelope was despatched to the Members whose names appeared on the Register of Members on 11th June, 2004, and such despatch was completed on 21st June, 2004.
- The last date of receipt of Postal Ballot form was 20th July, 2004.
- The Postal Ballot forms received were kept in boxes sealed by the Scrutinizer.
- The Scrutinizer, after verification of Postal Ballots, submitted his Report to the Chairman of the Company on 22nd July, 2004.

- Based on the Scrutinizer's Report, the results of the Postal Ballot were declared by the Chairman on 23rd July, 2004 at the 23rd Annual General Meeting of the Company, as follows:

Details of Voting Pattern

Particulars	No. of Members	No. of Shares	Percentage
Total Postal Ballots received	192	49,78,425	–
Valid Postal Ballots received	173	49,74,071	–
Invalid Postal Ballots received	19	4,354	–
Postal Ballots in favour of the Resolution	167	49,73,719	99.99%
Postal Ballots against the Resolution	6	352	0.01%

No resolution requiring a postal ballot is being proposed for the ensuing AGM.

SHAREHOLDER REFERENCER

Unclaimed Dividend

Pursuant to section 205A of the Companies Act, 1956, unclaimed dividend upto and including for the financial years 1994-1995 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrant(s) relating to the financial year(s) upto 1994-1995 are requested to claim such dividend from the Registrar of Companies, NCT of Delhi and Haryana, B-Block, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi - 110 003, in the prescribed form, which can be furnished by the Company on request.

The Unclaimed Dividend for the financial year ended 1995-1996 & 1996-1997 has been transferred to the Investor Education and Protection Fund of the Central Government from which the dividend cannot be claimed back.

International Travel House Limited

SHAREHOLDER INFORMATION

The dividend for the following years remaining unclaimed for 7 years will be transferred by the Company according to the schedule given below, to the Investor Education and Protection Fund established by the Central Government pursuant to section 205 C of the Companies Act, 1956 :

Financial Year	Date of Declaration/ Payment of Dividend	Due for Transfer on
1997-1998	22nd September, 1998	9th November, 2005
1998-1999	21st September, 1999	8th November, 2006
2000-2001 (Interim)	18th December, 2000	19th January, 2008
2000-2001 (Final)	17th September, 2001	23rd October, 2008
2001-2002	24th July, 2002	29th August, 2009
2002-2003	18th July, 2003	23rd August, 2010
2003-2004	23rd July, 2004	28th August, 2011

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issue of duplicate warrant(s) by writing to the RTA confirming non-encashment/non-receipt of dividend warrant(s).

Depository Services

For guidance on depository services, Shareholders may write to our RTA or to their respective depositories :

National Securities Depository Limited
Trade World, 5th floor, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
Telephone : 022-24994200
Facsimile : 022-24972993/24976351
E-mail : info@nsdl.co.in
Website : www.nsdl.co.in

Central Depository Services(India) Limited
Phiroze Jeejeebhoy Towers
28th floor, Dalal Street, Mumbai 400 023
Telephone : 022-22723333
Facsimile : 022-22723199/22722072
E-mail : investors @cdslindia .com
Website : www.centraldepository.com

Electronic Clearing Service (ECS) Facility

The Company, with respect to payment of dividend, provides the facility of ECS to the Shareholders. Shareholders holding Shares in the physical form who now wish to avail the ECS facility, may authorise the Company by sending their ECS mandate, in the prescribed form to the Company, in case the same has not been furnished earlier.

Nomination Facility

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit to the RTA the prescribed Form 2B for this purpose.

International Travel House Limited

REPORT OF THE DIRECTORS & MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors submit their Report and Accounts for the financial year ended 31st March, 2005.

Financial Performance

During the year under review, income from services rendered was Rs. 46.90 crores as compared to Rs. 38.12 crores for the previous year and represents a growth of 23.03%. The Profit Before Tax was Rs. 7.31 crores as compared to Rs. 4.30 crores in the previous year and represents a growth of 69.77%. The Profit After Tax was Rs. 4.58 crores compared to Rs. 2.87 crores in the previous year and represents a growth of 59.58%. Your Company earned foreign exchange of Rs. 8.33 crores and utilised foreign exchange of Rs. 0.33 crores. The Board recommends a transfer to the General Reserve of Rs. 0.34 crores from current year's profits (previous year Rs. 0.15 crores) after considering transfer back of Rs. 0.07 crores from Foreign Exchange Earnings Reserve. No amount is transferred to Foreign Exchange Earnings Reserve from current year's profits (previous year Rs. 70,000/-). Your Directors are pleased to recommend a dividend of Rs. 2/- (previous year Re. 1.50p) per equity share for the year ended 31st March, 2005.

Business Operations

The year 2004-2005 has seen an increase in air seat capacity to and from India. Inbound tourist arrivals in the country touched the 4 million mark with a 12% growth expected in the coming year. The outbound market was buoyant with 6.3 million holiday makers traveling overseas to various holiday destinations worldwide which promises a 15% growth in this segment.

Reaffirming its commitment to the Business Traveler and keeping in line with the best global practices,

your Company has further strengthened its technology platform in terms of air ticketing via the satellite ticket printing and introduction of electronic process for strengthening its credit card payment mechanism, among other technological advancements.

It is currently integrating its Travel Accounting software with the Car Rental Accounting package. The Company has also developed a Travel Portal which will provide a wide base for distribution of Travel Products and Services online. The online services will be backed by multi-channel contact center on a 24x7 basis via toll-free numbers in major source markets, web chat and e-mail avenues. The contact center will be one of its kind where customer service counselors will strive for excellence and deliver speedy, efficient and effective quality service.

Keeping in line with its overall strategy and the economic climate, the Company will continue to pursue development of its inbound and outbound businesses. It has recently been appointed as General Sales Agent (GSA) of Globus/Cosmos for marketing their holiday packages in India. Globus is one of the premier Coach / Escorted travel companies in the world with holiday programmes in the United States, Canada, Africa and Europe. The Company sees this as an appropriate platform on which its outbound leisure business could be expanded upon.

The inbound business strategy of the Company was further catalyzed by consolidating its presence at various key international trade fairs in source markets viz. World Travel Mart, London, UK, International Tourism Borse (ITB), Berlin, Germany to name a few. It is currently pursuing the niche

International Travel House Limited

REPORT OF THE DIRECTORS & MANAGEMENT DISCUSSION AND ANALYSIS

segment of Medical Tourism in line with India being identified as a strong center for Medical Services globally.

The Company has also pursued its aspiration to be a leader in the Conference and Exhibition segment of the business by promoting Sports, Fitness, Beauty and Wellness Expo in conjunction with the India Trade Promotion Organisation (ITPO) at Pragati Maidan, New Delhi.

Various marketing initiatives were undertaken by the Company to leverage and enhance its brand equity. Being a responsible tourism citizen and for enhancement of its brand visibility in the source markets, your Company has launched the "Travel House Guide to Incredible India", which aimed at providing to the inbound travelers comprehensive information on India as a holiday destination.

The Company's leadership position in the car rental industry was further enhanced with emphasis on safety, reliability and quality of its fleet and product offerings to the corporate segment. The fleet size of the Company grew to over 450 cars across the country. Two Hotel Travel Services counters were added during the year in Mumbai and Gurgaon to enhance its portfolio of Hotel Travel Services.

On the anvil are the plans to develop and manage 'customer relationship management' capabilities. The pursuit for excellence is an ongoing process, keeping in line with the market dynamics and changing customer perceptions and needs.

Your Company is committed to creating and nurturing an environment, which helps to develop a ever lasting relationship with business partners and customers.

Human Resources

Recognising the need and value of its human capital, greater emphasis was placed in attracting and retaining its personnel along with providing the tools for training, greater challenges and motivation. Your Directors place on record their sincere appreciation to the team work and dedication of over 500 employees working across all its locations.

Listing

Your Company's shares are listed with Delhi and Mumbai Stock Exchanges. The Listing fees to the Stock Exchanges for the year 2005-2006 have been paid. The addresses of the said Stock Exchanges are as stated elsewhere in this Annual Report.

Directors

In accordance with the provisions of Article 143 of the Articles of Association of the Company, Mr. Anil Bhandari, Mr. O. P. Vaish and Mr. H. P. Ranina will retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Other Information

Particulars of employees required to be disclosed in accordance with the provisions of Section 217 (2A) of the Companies Act, 1956 and the certificate of the Auditors, Messrs. Lovelock & Lewes confirming compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, are annexed to the Report.

The Audit Committee of the Company reviewed the financial statements for the year under review

International Travel House Limited

REPORT OF THE DIRECTORS & MANAGEMENT DISCUSSION AND ANALYSIS

at its meeting held on 13th May, 2005 and recommended the same for the approval of the Board of Directors.

Point No. iv and xxi in the Annexure to the Auditors Report have been adequately explained in Schedule 19, para viii to the notes to the accounts which is self explanatory. On completion of the investigation the Management shall take further action as deemed fit.

Responsibility Statement

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

- (i) in the preparation of annual accounts under review the applicable accounting standards had been followed.
- (ii) appropriate accounting policies were selected and applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the profit or loss of the Company for that period.

- (iii) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) the annual accounts are prepared on a going concern basis. The required disclosures and the significant accounting policies followed are appearing in Schedule 19, to the Annual Accounts.

Future Prospects

Your Directors view the growth prospect of Travel and Tourism industry with confidence and optimism. The current economic trends indicate a favourable growth prospect in the travel and tourism industry which your Company is in a position to meet.

On behalf of the Board

Place : New Delhi Anil Bhandari S.C. Sekhar
Dated : 13th May, 2005 Managing Director Director

Auditor's Certificate on Compliance with the Conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the Members of International Travel House Limited

1. We have reviewed the implementation of Corporate Governance procedures by International Travel House Limited for the year ended 31st March, 2005, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
3. On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchange have been complied with in all material respect by the Company and that no investor grievance are pending for a period exceeding one month against the Company as on 13th May, 2005 as per the records maintained by Shareholder/ Investor Grievance Committee.

Kaushik Dutta
Membership No. F-88540
Partner
For and on behalf of
Lovelock & Lewes
Chartered Accountants

Place : New Delhi
Date : 13th May, 2005

Particulars of Employees under Section 217(2A) of the Companies Act, 1956 and forming part of the Report of the Directors

Name	Age	Designation/ Nature of Duties	Gross Remuneration (Rs.)	Qualifications	Experience (Years)	Date of Commencement of Employment	Previous Employment/ Position held
Bhandari Anil	57	Managing Director	28,87,976/-	Dip. in Hotel Management, Catering and Nutrition, C.H.A. (U.S.A.), MHCIMA (U.K.)	36	01.12.1998	ITC Limited Advisor - Travel & Tourism

Employed throughout the year and in receipt of remuneration aggregating Rs. 24,00,000/- or more.

Employed for part of the year and in receipt of remuneration aggregating Rs. 2,00,000/- or more per month

None

Notes:

1. Gross remuneration comprises of salary, allowances, bonus, cost/value of perquisites, Company's contribution to provident, pension and gratuity fund and performance bonus for Managing Director.
2. The appointment is contractual.
3. The employee is not related to any Director of the Company.

On behalf of the Board

Place : New Delhi
Dated: 13th May, 2005

Anil Bhandari
Managing Director

S.C. Sekhar
Director

International Travel House Limited

BALANCE SHEET

ASAT 31st MARCH, 2005

	Schedule	As at 31st March, 2005		As at 31st March, 2004	
		Rupees	Rupees	Rupees	Rupees
I. SOURCES OF FUNDS					
1 Shareholders' Funds					
a) Capital	1	7,99,45,000		7,99,45,000	
b) Reserves and Surplus	2	<u>33,98,41,358</u>	<u>41,97,86,358</u>	<u>31,22,63,668</u>	39,22,08,668
2 Loan Funds					
Secured Loan	3		<u>17,22,20,988</u>		8,53,20,015
3 Deferred Tax Liabilities (Net)	4		<u>2,54,62,079</u>		<u>2,31,03,049</u>
TOTAL			<u>61,74,69,425</u>		<u>50,06,31,732</u>
II. APPLICATION OF FUNDS					
1 Fixed Assets					
a) Gross Block	5	<u>36,34,76,586</u>		28,02,07,185	
b) Less: Depreciation		<u>10,69,14,937</u>		<u>9,48,95,379</u>	
c) Net Block		<u>25,65,61,649</u>		18,53,11,806	
d) Capital Work-in-progress		<u>23,10,389</u>	<u>25,88,72,038</u>	<u>40,46,359</u>	18,93,58,165
2 Investments	6		<u>13,91,80,517</u>		8,75,10,000
3 Current Assets, Loans and Advances					
a) Sundry Debtors	7	<u>38,38,92,093</u>		27,92,91,573	
b) Cash and Bank Balances	8	<u>5,99,11,528</u>		11,75,44,762	
c) Other Current Assets	9	<u>3,67,526</u>		6,18,039	
d) Loans and Advances	10	<u>6,15,01,259</u>		<u>6,14,19,325</u>	
		<u>50,56,72,406</u>		<u>45,88,73,699</u>	
Less: Current Liabilities & Provisions					
a) Current Liabilities	11	<u>26,44,84,197</u>		21,83,13,842	
b) Provisions	12	<u>2,17,71,339</u>		<u>1,67,96,290</u>	
		<u>28,62,55,536</u>		<u>23,51,10,132</u>	
Net Current Assets			<u>21,94,16,870</u>		22,37,63,567
TOTAL			<u>61,74,69,425</u>		<u>50,06,31,732</u>

Significant Accounting Policies and Notes to the Accounts

19

The Schedules 1 to 12 and 19 form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our Report of even date.

On behalf of the Board

Kaushik Dutta
Membership No. F-88540
Partner
For and on behalf of
Lovell & Lewes
Chartered Accountants

Anil Bhandari
Managing Director

S. C. Sekhar
Director

Place : New Delhi
Dated : 13th May, 2005

Janaki Aggarwal
Company Secretary

International Travel House Limited

PROFIT & LOSS ACCOUNT

FOR THE YEAR ENDED 31st MARCH, 2005

	Schedule	For the year ended 31st March, 2005		For the year ended 31st March, 2004	
		Rupees	Rupees	Rupees	Rupees
I. INCOME					
Income from Services rendered	13		46,90,37,026		38,12,13,442
Other Income	14		1,09,15,570		1,39,41,943
			47,99,52,596		39,51,55,385
II. EXPENDITURE					
Employees' Remuneration & Welfare	15		10,63,80,448		9,33,78,979
Other	16		25,11,38,280		21,55,68,370
Depreciation			4,04,50,729		3,40,43,722
Interest	17		88,90,961		91,22,991
			40,68,60,418		35,21,14,062
III. PROFIT					
Profit Before Taxation			7,30,92,178		4,30,41,323
Tax Expenses:					
- Current (includes Rs.30,50,000/- in respect of Earlier Years. Previous Year. Rs. Nil)		2,48,50,000		1,02,00,000	
- Deferred		23,59,030		41,27,248	
- Wealth		74,000	2,72,83,030	7,000	1,43,34,248
Profit After Taxation			4,58,09,148		2,87,07,075
Profit Brought Forward			16,41,11,996		14,99,03,114
			20,99,21,144		17,86,10,189
Transfer to Foreign Exchange Earnings Reserve			-		70,000
Release from Foreign Exchange Earnings Reserve			6,88,000		6,00,000
Available for Appropriation			21,06,09,144		17,91,40,189
IV. APPROPRIATION					
General Reserve			34,50,000		15,00,000
Proposed Dividend			1,59,89,000		1,19,91,750
Tax on Proposed Dividend			22,42,458		15,36,443
Profit Carried Forward			18,89,27,686		16,41,11,996
			21,06,09,144		17,91,40,189
Basic and Diluted Earnings Per Share (Rs.)	18		5.73		3.59
Significant Accounting Policies and Notes to the Accounts	19				

Schedules 13 to 18 and 19 form an integral part of the Profit and Loss Account.
This is the Profit and Loss Account referred to in our Report of even date.

On behalf of the Board

Kaushik Dutta
Membership No. F-88540
Partner
For and on behalf of
Lovell & Lewes
Chartered Accountants

Anil Bhandari
Managing Director

S. C. Sekhar
Director

Place : New Delhi
Dated : 13th May, 2005

Janaki Aggarwal
Company Secretary

International Travel House Limited

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31st MARCH, 2005

	For the year ended 31st March, 2005 Rupees	For the year ended 31st March, 2004 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax and Extraordinary Items	7,30,92,178	4,30,41,323
Adjustments for :		
- Depreciation	4,04,50,729	3,40,43,722
- Loss on Sale of Fixed Assets (Net)	58,34,805	25,86,736
- Provision for Doubtful Debts	92,05,575	10,64,341
- Interest Expenses	88,90,961	91,22,991
- Lease Rentals	-	89,16,629
- Loss on Sale of Investment	9,46,121	-
- Interest Income	(24,24,192)	(69,49,522)
- Income from Investments - Dividends	(18,10,778)	(17,91,772)
- Doubtful Debts and Advances - previous year	(20,00,000)	-
- Debts/Advances written off	1,21,397	-
- Liabilities no longer required written back	(21,71,055)	(32,15,366)
- Provision for Gratuity and Leave Encashment	21,43,228	8,97,352
- TDS on Technical/Service/Other Operating Income	(2,25,26,973)	(2,36,72,543)
Operating Profits Before Working Capital Changes	10,97,51,996	6,40,43,891
Adjustments for :		
Increase/Decrease in Sundry Debtors	(11,39,27,492)	(36,59,865)
- Trade and other Receivables	(2,29,38,935)	(1,16,37,798)
- Trade and other Payables	4,76,93,839	(41,57,292)
Cash Generated from Operations	2,05,79,408	4,45,88,936
- Direct Taxes Paid (Net)	2,25,26,973	2,36,72,542
Cash Flow Before Extraordinary Items	4,31,06,380	6,82,61,478
Extraordinary Items	-	-
Net Cash Flow from Operating Activities (A)	4,31,06,380	6,82,61,478
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase/Adjustments of Fixed Assets	(13,35,04,937)	(6,30,68,564)
Sale/Adjustments of Fixed Assets	1,77,05,530	1,32,22,623
Purchase of Investments	(79,49,83,184)	(41,20,00,000)
Sale of Investments	74,23,66,546	39,07,00,000
Interest Received	23,71,016	83,42,591
Dividend Received	21,14,466	17,91,772
Net cash used in Investing Activities (B)	(16,39,30,563)	(6,10,11,578)

International Travel House Limited

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31st MARCH, 2005

C CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from Bank Borrowings (Overdraft)	1,95,10,528	-
Proceeds from Vehicle Loans	11,76,27,306	2,93,21,737
Repayment of Vehicle Loans	(5,02,36,861)	(2,83,99,930)
Repayment of Finance Lease Liabilities	-	(89,16,629)
Dividend Paid including Tax thereon	(1,35,11,257)	(2,23,20,409)
Refund of Share Application Money	-	-
Interest Paid	(88,90,961)	(91,22,991)
Net Cash used in Financing Activities (C)	6,44,98,755	(3,94,38,221)
NET INCREASE/ DECREASE IN CASH (A+B+C)	(5,63,25,428)	(3,21,88,321)
Add : Opening Cash and Cash Equivalents	8,71,78,904	11,93,67,227
Closing Cash and Cash Equivalents	3,08,53,477	8,71,78,904
Cash and Cash Equivalents includes :		
- Cash and Bank Balances	5,86,14,622	6,72,98,259
- Bank Overdraft	(2,90,58,051)	(3,03,65,858)
- Fixed Deposit Receipts with Bank	12,96,906	5,02,46,503
Total Cash and Cash Equivalents	3,08,53,477	8,71,78,904

NOTES :

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Figures in brackets include cash outgo.
- Cash and Cash equivalents include Rs.12,96,906/- (Previous Year Rs.12,46,503/-) which are not available for use by the Company.
- Previous year's figures have been regrouped wherever necessary to confirm to the current year's classification.
- This is the Cash Flow Statement referred to in our report of even date.

On behalf of the Board

Kaushik Dutta
Membership No. F-88540
Partner
For and on behalf of
Lovelock & Lewes
Chartered Accountants

Anil Bhandari
Managing Director

S. C. Sekhar
Director

Place : New Delhi
Dated : 13th May, 2005

Janaki Aggarwal
Company Secretary

SCHEDULES TO THE ACCOUNTS

	As at 31st March, 2005		As at 31st March, 2004	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE I				
CAPITAL				
Authorised :				
1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000		10,00,00,000	
2,00,000 Redeemable Cumulative Preference Shares of Rs.100/- each	<u>2,00,00,000</u>	<u>12,00,00,000</u>	<u>2,00,00,000</u>	<u>12,00,00,000</u>
Issued :				
80,00,000 Equity Shares of Rs.10/- each		<u>8,00,00,000</u>		<u>8,00,00,000</u>
Subscribed and Paid Up :				
79,94,500 Equity Shares of Rs.10/- each fully Paid Up		<u>7,99,45,000</u>		<u>7,99,45,000</u>
		<u>7,99,45,000</u>		<u>7,99,45,000</u>

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

	As at 31st March, 2005 Rupees	As at 31st March, 2004 Rupees
SCHEDULE 2		
RESERVES AND SURPLUS		
Capital Reserve:		
As per last Balance Sheet	31,52,525	31,52,525
General Reserve:		
As per last Balance Sheet	2,57,51,917	2,42,51,917
Add : Transfer from Profit and Loss Account	34,50,000	15,00,000
	11,85,59,230	11,85,59,230
Share Premium Account:		
Foreign Exchange Earnings Reserve:		
As per last Balance Sheet	6,88,000	12,18,000
Add : Transfer from Profit and Loss Account	-	70,000
Less : Transfer to Profit and Loss Account	6,88,000	6,00,000
Profit and Loss Account	18,89,27,686	16,41,11,996
	33,98,41,358	31,22,63,668

SCHEDULE 3

SECURED LOANS

From Bank:		
- Overdraft (Secured by charge over book debts, movable and immovable assets)	1,95,10,528	-
- Vehicle Loans* (Secured by hypothecation over vehicles)	11,32,53,943	7,35,17,242
From Others:		
- Vehicle Loans* (Secured by hypothecation over vehicles)	3,94,56,517	1,18,02,773
	17,22,20,988	8,53,20,015

* Loans repayable within One Year Rs.6,52,62,143/-
(Previous Year Rs.3,32,60,151/-)

SCHEDULE 4

DEFERRED TAX LIABILITIES

Depreciation	3,27,97,174	2,81,37,668
Less: Deferred Tax Assets		
- Provision for Doubtful Debts	39,85,264	21,56,354
- Provision for Leave Encashment	7,64,116	6,88,870
- Provision for Gratuity	4,02,500	4,81,048
- Long Term Capital Loss	3,77,916	-
- Provision for Bonus	18,05,299	17,08,347
Net Deferred Tax Liabilities	2,54,62,079	2,31,03,049

SCHEDULES TO THE ACCOUNTS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2004	Additions	Withdrawals/ Adjustments	As at 31.03.2005	Upto 01.04.2004	For the Year	On With- drawals/ Adjustments	Upto 31.03.2005	As at 31.03.2005	As at 31.03.2004
Building Leasehold	2,83,45,370	-	-	2,83,45,370	25,79,382	4,62,030	-	30,41,412	2,53,03,958	2,57,65,988
Air-conditioners	64,45,691	-	7,43,108	57,02,583	24,28,465	2,70,115	3,57,349	23,41,231	33,61,352	40,17,226
Furniture and Fixtures	1,48,09,628	21,34,882	19,51,726	1,49,92,784	71,07,665	8,87,563	5,63,791	74,31,437	75,61,347	77,01,963
Office Equipments	1,42,53,261	15,45,339	19,01,112	1,38,97,488	47,94,265	7,19,335	8,78,987	46,34,613	92,62,875	94,58,996
Vehicles - Commercial	16,74,77,473	11,90,03,571	4,19,59,741	24,45,21,303	5,13,00,283	3,16,25,442	2,19,23,713	6,10,02,012	18,35,19,291	11,61,77,190
Vehicles - Non Commercial	50,92,560	68,29,745	75,887	1,18,46,418	18,34,498	7,23,890	75,886	24,82,502	93,63,916	32,58,062
Computers	3,74,10,992	52,34,420	35,40,854	3,91,04,558	2,02,92,780	51,50,354	32,88,259	2,21,54,875	1,69,49,683	1,71,18,212
Leasehold Improvements	63,72,210	4,92,950	17,99,078	50,66,082	45,58,041	6,12,000	13,43,186	38,26,855	12,39,227	18,14,169
TOTAL	28,02,07,185	13,52,40,907	5,19,71,506	36,34,76,586	9,48,95,379	4,04,50,729	2,84,31,171	10,69,14,937	25,65,61,649	18,53,11,806
Capital Work in Progress (Including Capital Advance)	40,46,359	6,87,500	24,23,470	23,10,389	-	-	-	-	23,10,389	40,46,359
TOTAL	28,42,53,544	13,59,28,407	5,43,94,976	36,57,86,975	9,48,95,379	4,04,50,729	2,84,31,171	10,69,14,937	25,88,72,038	18,93,58,165
Previous Year	25,28,88,062	6,30,68,564	3,17,03,082	28,42,53,544	7,67,45,379	3,40,43,722	1,58,93,722	9,48,95,379	18,93,58,165	

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

	As at 31st March, 2005 Rupees	As at 31st March, 2004 Rupees
SCHEDULE 6		
INVESTMENTS		
Unquoted - Long Term - Non Trade		
A. GOVERNMENT SECURITIES		
6-Year National Savings Certificates (Lodged with Customs Authorities)	10,000	10,000
Rural Electrification Corporation Capital Gains Bonds 3,500 Capital Gain Bonds of Rs.10,000/- each.	3,50,00,000	3,50,00,000
B. OTHER INVESTMENTS		
Trans Global Impex Limited 58,800 Equity Shares of Rs.10/- each fully paid	5,88,000	5,88,000
Quoted - Long Term - Non Trade		
Kotak Mahindra Mutual Fund 'Kotak Bond Unit Scheme 99 - Institutional Plan' Nil (Previous year 16,38,530.753) Units of Rs.10.680 each	-	1,75,00,000
'Kotak Floater - Long Term Monthly Dividend Plan' 17,47,715.534 (Previous Year Nil) Units of Rs.10.025 each	1,75,21,266	-
'Kotak Bonds Regular Plan - Quarterly Dividend' 9,49,469.427 (Previous Year Nil) Units of Rs.10.532 each	1,00,00,000	-
Franklin Tempelton Mutual Fund 'TIIBA - Institutional Dividend Plan' Nil (Previous Year 8,90,979.721) Units of Rs.11.224 each	-	1,00,00,000
'Templeton Floating Rate Income Fund Short Term Plan' 9,12,977.310 (Previous Year Nil) Units of Rs.10.010 each	91,38,863	-
DSP Merrill Lynch Mutual Fund 'DSPML Floating Rate Fund - Dividend' 9,84,562.067 (Previous Year Nil) Units of Rs.10.157 each	1,00,00,000	-
HDFC Mutual Fund 'HDFC Floating Rate Income Fund - Long Term Plan - Dividend' Reinvestment Plan-14,93,280.240 (Previous Year Nil) Units of Rs.10.045 each	1,50,00,000	-
Quoted - Current Investment - Non Trade		
Kotak Mahindra Mutual Fund 'Kotak Liquid (Institutional) - Daily Dividend' 34,76,450.848 (Previous Year Nil) Units of Rs.12.228 each	4,25,10,388	-
Hong Kong & Shanghai Bank Mutual Fund 'HSBC Cash Fund Institutional - Daily Dividend Plan' Nil (Previous Year 23,95,287.607) Units of Rs.10.437 each	-	2,50,00,000
	13,97,68,517	8,80,98,000
Less : Provision for diminution in value of Equity Shares	5,88,000	5,88,000
	13,91,80,517	8,75,10,000
Aggregate amount of Unquoted Investments	3,55,98,000	3,55,98,000
Total market value of Quoted Investments	10,38,63,017	5,16,71,921

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

During the year the following current investments were purchased and sold :

	No. of Units	Cost (Rs.)
1. HSBC Cash Fund - Institutional - Daily Dividend	51,30,757.282	5,35,52,609
2. I L & F S Liquid Account - Institutional Plan - (Dividend Option)	20,00,793.588	2,00,07,936
3. GCFD - Grindlays Cash Fund - Daily Dividend	29,87,408.796	31,62,461
4. Templeton India Treasury Management Account - Daily Dividend Reinvestment	22,521.361	3,40,51,457
5. Kotak Liquid (Institutional) Short Term Plan - Daily Dividend	4,53,83,019.207	55,49,87,075
6. GMTD GSSIF - Medium Term - Bi Monthly Dividend	12,48,508.297	1,25,51,129
7. TDBG Tata Dynamic Bond Fund - Option B - Growth	11,91,940.575	1,25,00,000

**As at
31st March, 2005
Rupees**

**As at
31st March, 2004
Rupees**

SCHEDULE 7

SUNDRY DEBTORS

(Unsecured)

Debts outstanding for a period exceeding six months:

- Considered Good	41,65,859	45,83,878
- Considered Doubtful	1,18,39,761	60,10,742
Other Debts - Considered Good	37,97,26,234	27,47,07,695
	39,57,31,854	28,53,02,315
Less : Provision for Doubtful Debts	1,18,39,761	60,10,742
	38,38,92,093	27,92,91,573

SCHEDULE 8

CASH AND BANK BALANCES

Cash and Cheques on hand	2,33,89,138	2,38,20,587
With Scheduled Banks:		
- On Current Accounts	3,30,41,470	4,13,10,594
- On Fixed Deposits*	12,96,906	5,02,46,503
- On Dividend Account	21,84,014	21,67,078
	5,99,11,528	11,75,44,762

* Includes Rs.12,96,906/- with Banks as Margin Money
(Previous Year Rs.12,46,503/-)

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

	As at 31st March, 2005 Rupees	As at 31st March, 2004 Rupees
SCHEDULE 9		
OTHER CURRENT ASSETS		
(Unsecured - Considered Good)		
Interest accrued on Fixed Deposits	2,61,668	2,08,492
Accrued Dividend	1,05,858	4,09,547
	<u>3,67,526</u>	<u>6,18,039</u>
SCHEDULE 10		
LOANS AND ADVANCES		
(Unsecured - Considered Good)		
Advances recoverable in cash or in kind or for value to be received	1,36,54,812	1,20,77,260
Income Receivable	52,76,808	47,64,215
Sundry Deposits	1,70,19,694	1,67,04,878
Advance Income Tax (Net of Provisions)*	2,55,49,945	2,78,72,972
	<u>6,15,01,259</u>	<u>6,14,19,325</u>
* Net of Provisions of Rs.3,20,00,000/- (Previous Year Rs.1,02,00,000/-)		
SCHEDULE 11		
CURRENT LIABILITIES		
Sundry Creditors	22,98,41,793	18,05,95,853
Other Liabilities	34,00,339	51,85,053
Unclaimed Dividend	21,84,014	21,67,078
Book Overdraft	2,90,58,051	3,03,65,858
	<u>26,44,84,197</u>	<u>21,83,13,842</u>
SCHEDULE 12		
PROVISIONS		
Wealth Tax Provision	74,000	7,000
Provision for Retirement Benefits	34,65,881	32,61,097
Proposed Dividend	1,59,89,000	1,19,91,750
Tax on proposed Dividend	22,42,458	15,36,443
	<u>2,17,71,339</u>	<u>1,67,96,290</u>

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

	For the year ended 31st March, 2005 Rupees	For the year ended 31st March, 2004 Rupees
SCHEDULE 13		
INCOME FROM SERVICES RENDERED		
Commission :		
- Air Passage	11,57,72,662	9,24,52,713
- Hotel Reservation	3,52,600	3,13,748
- Shopping	80,59,922	82,30,882
- Management Fees	1,50,22,652	1,22,26,232
- Traveler's Cheques	93,637	1,51,136
Tours	1,02,27,518	87,88,539
Transport	29,35,72,189	24,08,97,686
Foreign Exchange	1,06,34,470	81,39,482
Other Services	1,53,01,376	1,00,13,024
	<u>46,90,37,026</u>	<u>38,12,13,442</u>

SCHEDULE 14

OTHER INCOME

Interest on Non Trade Investments (Gross)	21,35,000	48,07,515
Interest on Bank Deposits etc. (Gross)*	2,89,192	21,42,007
Dividend on Current Investments - Non Trade	7,10,864	1,91,866
Dividend from Long Term - Investment - Non Trade	10,99,913	15,99,906
Doubtful debts and Advances - Previous Year	20,00,000	-
Liabilities Written Back	21,71,055	32,15,366
Profit on Sale of Long Term Investments	1,76,623	-
Profit on Sale of Assets	18,42,687	13,43,432
Miscellaneous Income**	4,90,236	6,41,851
	<u>1,09,15,570</u>	<u>1,39,41,943</u>

* Tax deducted at source Rs.63,965/- (Previous Year Rs.5,47,527/-)

** Includes Rental Income Rs.21,931/- (Previous Year Rs.40,842/-)

SCHEDULE 15

EMPLOYEES' REMUNERATION AND WELFARE EXPENDITURE

Salaries, Wages and Bonus	7,45,06,551	6,51,30,734
Contribution to Provident and Other Funds	71,73,156	71,24,335
Workmen and Staff Welfare Expenses	2,54,72,247	2,18,30,344
	<u>10,71,51,954</u>	<u>9,40,85,413</u>
Less : Recoveries	7,71,506	7,06,434
	<u>10,63,80,448</u>	<u>9,33,78,979</u>

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

	For the year ended 31st March, 2005		For the year ended 31st March, 2004	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE 16				
OPERATING AND OTHER EXPENDITURE				
Car, Fuel, Oil & Lubricants		4,50,25,511		4,06,18,916
Lease Rent - Commercial Vehicles		-		89,16,629
Rent		1,39,09,644		1,26,89,676
Rates and Taxes		59,05,677		68,99,951
Traveling and Conveyance		1,41,99,956		1,02,00,358
Motor Vehicle Expenses		35,87,045		27,44,785
Postage, Telephone, Fax and Cellphones		1,52,32,836		1,36,96,757
Electricity and Water		44,48,082		44,52,641
Insurance		83,94,857		79,76,188
Repair and Maintenance - Building		2,09,586		36,795
Repair and Maintenance - Cars		2,55,07,163		2,54,92,633
Repair and Maintenance - Others		99,18,340		78,67,516
Service Charges		5,28,04,556		4,60,26,261
Business Promotion & Marketing Expenses		73,05,239		37,35,524
Printing and Stationery		1,02,03,117		75,99,459
Auditors' Remuneration :				
- Audit Fees	7,00,000		6,00,000	
- Tax Audit	1,00,000		1,00,000	
- Out of Pocket Expenses	89,763		76,250	
- Other Services	4,14,200	13,03,963	3,47,500	11,23,750
Legal and Professional Charges		69,70,534		44,71,918
Advertisement		33,99,035		16,70,298
Subscription		15,66,520		13,21,349
Debts/ Advances Written Off		1,21,397		-
Provision for Doubtful Debts/ Advances		92,05,575		10,64,341
Bank Charges		8,45,635		8,18,880
Loss on Fixed Assets Discarded/Sold		76,77,492		39,30,168
Loss on sale of Investments (Mutual Fund)		11,22,744		-
Miscellaneous Expenses		22,73,776		22,13,577
		<u>25,11,38,280</u>		<u>21,55,68,370</u>
SCHEDULE 17				
INTEREST				
On Bank Overdraft		3,31,974		4,86,107
On Secured Loans:				
- Banks		65,27,170		70,85,593
- Others		20,31,817		15,51,291
		<u>88,90,961</u>		<u>91,22,991</u>
SCHEDULE 18				
EARNINGS PER SHARE				
Profit/(Loss) after Taxation		4,58,09,148		2,87,07,075
Weighted average number of Equity Shares of Rs.10/- each outstanding		79,94,500		79,94,500
Basic and diluted earnings per share in Rupees		5.73		3.59
(Face Value - Rs.10/- per share)				

SCHEDULE 19

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

I. Significant Accounting Policies

a. Accounting Convention

Financial statements are prepared in accordance with the historical cost convention, generally accepted accounting principles, including mandatory Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable and relevant presentational requirements of the Companies Act, 1956.

b. Fixed Assets

To state fixed assets at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses related to acquisition.

c. Depreciation

To provide depreciation on fixed assets acquired upto 31st March, 1992 on written down value method and in respect of assets acquired thereafter, on straight line method at the rates specified in Schedule XIV to the Companies Act, 1956.

In respect of assets acquired thereafter depreciation is calculated on Fixed Assets in a manner that amortises the cost of the assets after commissioning, over their estimated useful lives or lives based on the rates specified in Schedule XIV to the Companies Act, 1956, whichever is lower, by equal annual installments. Leasehold properties are amortised over the period of the lease. To amortise capitalised software costs over a period of five years.

d. Retirement Benefits

Contribution to Provident Fund are made at pre-determined rates to the Government and charged to revenue. The contribution in respect of Gratuity Fund are made to LIC based on actuarial valuation and charged to revenue. The contribution in respect of Superannuation Fund are made to a separate Superannuation Fund Trust based on actuarial valuation and charged to revenue. Provision for leave encashment are made on the basis of actuarial valuation and charged to revenue.

e. Revenue Recognition

For services rendered to clients, the commission received from airlines, hotels etc., income on tours and transport and other services (net of charges) are accounted for on completion of service.

f. Foreign Currency Transactions

To record transactions in foreign currencies at the exchange rates prevailing on the date of the transaction. Liability/Assets on account of foreign currency are converted at the exchange rates prevailing as at the end of the year. Exchange differences are appropriately dealt with in the Profit and Loss Account, except those relating to fixed assets which are capitalised.

g. Investments

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

h. Proposed Dividend

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

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

i. Borrowing Cost

Borrowing costs attributable to the acquisition or construction of a qualifying asset is capitalised as part of the cost of the asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

j. Taxation

To Provide and determine Current tax as the amount of tax payable in respect of taxable income for the period. To provide and recognise Deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence.

Not to recognise Deferred tax assets on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that there will be sufficient future taxable income available to realise such assets.

k. Finance Leases

Leases of Fixed assets where the Company assumes substantially all the benefits and risks of ownership are classified as finance leases. Finance leases are capitalised at the estimated present value of the underlying lease payments. Each Lease Payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in payables. The interest element of the finance charges is charged to the Profit and Loss account over the lease period.

Operating Leases

Lease rentals are recognised as expense on a straight-line basis over the term of the lease.

2. Notes to Accounts :

i. Related Party Disclosure under Accounting Standard 18

Parties where control exists

Associate companies : ITC Limited, Russell Credit Limited.

Key Management Personnel :

Board of Directors

Mr. S.S.H. Rehman

Mr.Y.C. Deveshwar

Mr. Anil Bhandari

Mr. Nakul Anand

Mr. S.C. Sekhar

Mr. H.P. Ranina

Mr. O.P.Vaish

Mr. Anil Rajput

Mr. K.L. Thapar

Corporate Management Committee

Mr. Anil Bhandari

Mr. Rakesh Krishan

Mr. Ashish Kumar

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

Summary of transactions during the year :

	Associate Companies	Associate Companies	Key Mgmt. Personnel	Key Mgmt. Personnel	Key Mgmt. Personnel Relatives/Firms	Key Mgmt. Personnel Relatives/Firms
	For the year ended 31st March,05 Rupees	For the year ended 31st March,04 Rupees	For the year ended 31st March,05 Rupees	For the year ended 31st March,04 Rupees	For the year ended 31st March,05 Rupees	For the year ended 31st March,04 Rupees
Sale of Goods/Services	58,03,29,810	55,22,76,137	8,63,525	1,23,661	4,35,550	4,73,241
Purchase of Goods and Services	47,03,271	22,22,039	–	–	4,32,580*	3,02,000*
Other Income	20,00,000	–	–	–	–	–
Rent	32,44,849	13,34,325	1,44,000	27,871	–	–
Purchase of Fixed Assets	–	19,040	–	–	–	–
Dividend Paid	67,82,756	97,85,595	–	–	1,650	2,750
Balance outstanding as at the year end						
Accounts Receivable	10,21,33,814	5,08,01,923	–	–	–	–
Sundry Creditors	16,18,903	93,464	–	–	–	–
Deposit Paid	55,000	–	4,00,000	4,00,000	–	–
Amount Written off/Provided/Adjusted in respect of debts due from	2,90,263	–	–	–	–	–

Note: Details of remuneration to Managing Director is given in the note (iv) of the Notes to Accounts and for other members of the Corporate Management Committee the remuneration is Rs.29,95,119/- (Previous Year Rs.28,39,677/-).

* Amount paid to M/s.Vaish Associates, where Mrs. Manju Vaish, Mr.Vinay Vaish and Mrs. Kali Vohra are partners and relatives of Mr. O. P.Vaish as wife, son and daughter respectively.

	For the year ended 31st March, 2005 Rupees	For the year ended 31st March, 2004 Rupees
ii. Expenditure in Foreign Currency		
Subscription, Entrance fees, Travel etc.	33,41,858	10,24,786
iii. Receipts in Foreign Currency (Cash Basis) :		
Receipts from Travel & Tours including Credit Cards Rs.2,25,89,538/- (Previous Year Rs.2,44,65,976/-)	4,31,29,797	4,65,82,727
Income by way of Car Rental Services	4,02,04,498	3,98,67,997
iv. Director's Remuneration :		
a) Salary and Allowances	23,45,000	15,60,000
b) Other Perquisites	1,44,386	4,42,697
c) Contribution to Provident and other Funds	3,98,590	3,67,524
	<u>28,87,976</u>	<u>23,70,221</u>

International Travel House Limited

SCHEDULES TO THE ACCOUNTS

- v. Contingent liabilities not provided for :
 - a. Guarantee outstanding Rs.1,00,00,000/- (Previous Year Rs.1,00,00,000/-).
 - b. Claim against the Company not acknowledged as debts Rs.9,93,406/- for which Company has initiated a legal suit in High Court of Delhi.
- vi. The outstanding liabilities as at the close of the year do not include any amounts due to any small scale industrial undertaking as defined under section 3 (j) of the Industries (Development & Regulation) Act, 1951.
- vii. The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements which are not non-cancellable range between 11 months and 9 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as Rent under Schedule 16.
- viii. In one of the Branches, the Company has detected a fraud involving misappropriation by an employee. The Company is in the process of completing the investigation and has taken steps to further strengthen the internal control systems to address such risks. The amount involved is estimated at Rs. 80 lacs and has been provided for. The Company has taken disciplinary action against the employee including initiation of criminal proceedings.
- ix. The Company operates in one operating segment i.e. Travel Related Services.
- x. Previous year's figures have been regrouped/rearranged wherever necessary.

Signature to Schedules I to 19

On behalf of the Board

Anil Bhandari
Managing Director

S. C. Sekhar
Director

Place : New Delhi
Dated : 13th May, 2005

Janaki Aggarwal
Company Secretary

International Travel House Limited

AUDITORS REPORT TO THE MEMBERS

1. We have audited the attached Balance Sheet of International Travel House Limited, as at 31st March, 2005, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (the 'Order'), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matter specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in paragraph 3 above, we report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - e) On the basis of written representations received from the directors, as on 31st March, 2005, and taken on record by the Board of Directors of the Company, none of the directors is disqualified as on 31st March, 2005 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto, give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2005;
 - ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date and
 - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Kaushik Dutta
Membership No. F-88540
Partner
For and on behalf of
Lovellock & Lewes
Chartered Accountants

Place : New Delhi
Date : 13th May, 2005

International Travel House Limited

ANNEXURE TO THE AUDITORS REPORT

FOR THE YEAR ENDED 31st MARCH, 2005

Referred to in paragraph 3 of the Auditor's Report of even date to the members of International Travel House Limited on the financial statements for the year ended 31st March, 2005.

- i. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
(b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the company during the year.
- ii. The company does not have inventory, hence clause 2 (a), (b) and (c) of the Order are not applicable in the case of the Company for the current year.
- iii. (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
(b) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of fixed assets and for the sale of services rendered *except for one division where certain controls relating to sale of goods and services are being further strengthened*. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. According to the information and explanations given to us, the company has not entered into any contract or arrangement referred to in Section 301 of the Act, the particulars of which needs to be entered in the register required to be maintained under that section.
- vi. The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA or any other relevant provisions of the Act and the rules framed there under.
- vii. In our opinion, the company has an internal audit system, which includes appointing independent firms of Chartered Accountants to supplement the internal audit function of the company, commensurate with its size and nature of its business.
- viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the company.
- ix. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
- x. The company has no accumulated losses as at 31st March, 2005 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

International Travel House Limited

ANNEXURE TO THE AUDITORS REPORT

FOR THE YEAR ENDED 31st MARCH, 2005

- xi. According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank as at the Balance Sheet date. Company has not issued any debentures.
- xii. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. The provisions of any special statute applicable to chit fund/ nidhi/mutual benefit fund/societies are not applicable to the company.
- xiv. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments.
- xv. In our opinion, and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- xvi. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
- xvii. On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
- xviii. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- xix. The company has not issued any debenture hence clause (xix) of the Order is not applicable in the case of the Company for the current year.
- xx. The company has not raised any money by public issues during the year.
- xxi. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have not come across any instance of fraud by the company, noticed or reported during the year, nor have we been informed of such case by the management. However, the company has detected a fraud by an employee and is in the process of completing their investigation in this regard, the loss for which is estimated by the company at Rs. 80 Lacs, which has been provided in these accounts.

Kaushik Dutta
Membership No. F-88540
Partner
For and on behalf of
Lovelock & Lewes
Chartered Accountants

Place : New Delhi
Date : 13th May, 2005

International Travel House Limited

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

INFORMATION AS REQUIRED UNDER PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956

I. Registration Details

Registration No. State Code

Balance Sheet Date

Date Month Year

II. Capital Raised during the year (Amount in Rs.Thousands)

Public issue	Rights issue
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="."/> <input type="text" value="A"/> <input type="text" value="."/> <input type="text" value=""/> <input type="text" value=""/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="."/> <input type="text" value="A"/> <input type="text" value="."/> <input type="text" value=""/> <input type="text" value=""/>
Bonus issue	Private Placement
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="."/> <input type="text" value="A"/> <input type="text" value="."/> <input type="text" value=""/> <input type="text" value=""/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="."/> <input type="text" value="A"/> <input type="text" value="."/> <input type="text" value=""/> <input type="text" value=""/>

III. Position of Mobilisation & Deployment of Funds (Amount in Rs.Thousands)

Total Liabilities	Total Assets
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="9"/> <input type="text" value="0"/> <input type="text" value="3"/> <input type="text" value="7"/> <input type="text" value="2"/> <input type="text" value="5"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="9"/> <input type="text" value="0"/> <input type="text" value="3"/> <input type="text" value="7"/> <input type="text" value="2"/> <input type="text" value="5"/>
Sources of Funds	
Paid up Capital	Reserves & Surplus
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="7"/> <input type="text" value="9"/> <input type="text" value="9"/> <input type="text" value="4"/> <input type="text" value="5"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="3"/> <input type="text" value="3"/> <input type="text" value="9"/> <input type="text" value="8"/> <input type="text" value="4"/> <input type="text" value="1"/>
Secured Loans	Unsecured Loans
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="7"/> <input type="text" value="2"/> <input type="text" value="2"/> <input type="text" value="2"/> <input type="text" value="1"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="."/> <input type="text" value="A"/> <input type="text" value="."/> <input type="text" value=""/> <input type="text" value=""/>
Deferred Tax	
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="5"/> <input type="text" value="4"/> <input type="text" value="6"/> <input type="text" value="2"/>	
Application of Funds	
Net Fixed Assets	Investments
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="5"/> <input type="text" value="8"/> <input type="text" value="8"/> <input type="text" value="7"/> <input type="text" value="2"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="9"/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="0"/>
Net Current Assets	Misc. Expenditure
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="4"/> <input type="text" value="1"/> <input type="text" value="7"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="."/> <input type="text" value="A"/> <input type="text" value="."/> <input type="text" value=""/> <input type="text" value=""/>
Accumulated Losses	
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="."/> <input type="text" value="A"/> <input type="text" value="."/> <input type="text" value=""/> <input type="text" value=""/>	

IV. Performance of Company (Amount in Rs.Thousands)

Turnover*	Total Expenditure
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="4"/> <input type="text" value="7"/> <input type="text" value="9"/> <input type="text" value="9"/> <input type="text" value="5"/> <input type="text" value="2"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="4"/> <input type="text" value="0"/> <input type="text" value="6"/> <input type="text" value="8"/> <input type="text" value="6"/> <input type="text" value="0"/>
*Includes other income	
+ -	+ -
<input checked="" type="checkbox"/> <input type="checkbox"/>	<input checked="" type="checkbox"/> <input type="checkbox"/>
Profit/Loss Before Tax**	Profit/Loss After Tax**
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="7"/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="9"/> <input type="text" value="2"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="4"/> <input type="text" value="5"/> <input type="text" value="8"/> <input type="text" value="0"/> <input type="text" value="9"/>

**Please tick appropriate box + for profit, - for loss

Earnings per Share in Rs.	Dividend Rate %
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="5"/> <input type="text" value="."/> <input type="text" value="7"/> <input type="text" value="3"/>	<input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="0"/>

V. Generic Names of Three Principal Products/ Services of Company (as per monetary terms)

Item Code No.

Product Description The Company is in the Travel Related Services which is not covered under ITC classification.