

# INTERNATIONAL TRAVEL HOUSE LIMITED

*World Travel Services from India since 1981*

Meetings Incentives Conferences & Events



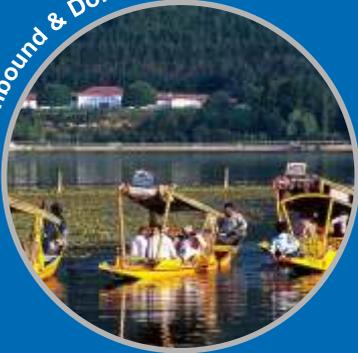
Car Rental Services



Hotel Travel Counters



Inbound & Domestic Tours



Foreign Exchange



Air Ticketing



Outbound Tours





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## BOARD OF DIRECTORS & COMMITTEES

### Chairman and Non-Executive Director

Nakul Anand

### Non-Executive Directors

Anil Bajjal  
Sudha Pillai  
Anil Rajput  
Homi Phiroze Ranina  
Jagdish Singh  
Krishan Lal Thapar

### Managing Director

Jehangir Jal Ghadiali

## BOARD COMMITTEES

### Audit Committee

K L Thapar	Chairman
S Pillai	Member
H P Ranina	Member
J Singh	Member
S Datta	Invitee
J J Ghadiali	Invitee
C S Khaitan (Head of Internal Audit)	Invitee
Representative of Statutory Auditors	Invitee
J Aggarwal	Secretary

### Nominations & Remuneration Committee

H P Ranina	Chairman
N Anand	Member
A Bajjal	Member
S Pillai	Member
A Rajput	Member
J Singh	Member
K L Thapar	Member
J Aggarwal	Secretary

### Corporate Social Responsibility Committee

A Bajjal	Chairman
J J Ghadiali	Member
S Pillai	Member
J Aggarwal	Secretary

### Stakeholders Relationship Committee

A Rajput	Chairman
J J Ghadiali	Member
J Singh	Member
J Aggarwal	Secretary

## CORPORATE MANAGEMENT COMMITTEE

### Director

J J Ghadiali

Chairman

### Executives

G Arora  
S Datta  
J Aggarwal

Member  
Member  
Secretary

### Chief Financial Officer

Sandip Datta

### Registered Office

'Travel House', T-2, Community Centre  
Sheikh Sarai, Phase-I, New Delhi-110 017  
Phone: 011-26017808, Fax: 011-26015113  
CIN: L63040DL1981PLC011941  
Website: www.travelhouseindia.com  
E-mail ID: travelhouse@ith.co.in

### Auditors

S R Batliboi & Associates LLP  
Chartered Accountants  
Gurgaon

### Company Secretary

Janaki Aggarwal



## International Travel House Limited

CIN : L63040DL1981PLC011941

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

Tel: 011 26017808 ● Fax: 011 26015113 ● E-mail : investor\_TH@ith.co.in ● Website : www.travelhouseindia.com

**NOTICE IS HEREBY GIVEN** that the Thirty Fifth 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 5th day of September, 2016 at 9:30 a.m. for the transaction of the following businesses:-

### ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2016, and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr Jehangir J Ghadiali (DIN: 02031489) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Messrs S R Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting be and is hereby ratified, and remuneration of ₹15,00,000/- to Messrs S R Batliboi & Associates LLP to conduct the audit for the financial year 2016-17 plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr Jagdish Singh (DIN: 00042258)

be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, consent be and is hereby accorded to variation in the terms of remuneration paid / payable to Mr Jehangir Jal Ghadiali (DIN: 02031489), the Managing Director of the Company with effect from 1st January, 2016 for the residual period of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

The Register of Members of the Company will remain closed from Saturday, 27th August, 2016 to Monday, 5th September, 2016, both days inclusive. Share Transfers received in order at the Company's Registrars and Share Transfer Agents, Messrs MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020 by 5.30 p.m. on Friday, 26th August, 2016, will be processed for payment of dividend, if declared, to the transferees or to their mandatees and the dividend, if declared, will be paid on Tuesday, 13th September, 2016 to those Members entitled thereto and whose names will appear on the Register of Members of the Company on 5th September, 2016, or to their mandatees, subject however to the provisions of Section 126 of the Companies Act, 2013, or any amendment thereto or modification thereof. In respect of dematerialised shares, the dividend will be paid on the basis of beneficial ownership as on 26th August, 2016, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

By Order of the Board  
International Travel House Limited

Place : New Delhi  
Date : 16th April, 2016

J Aggarwal  
Company Secretary



## NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote 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 the AGM i.e. by 9.30 a.m. on 3rd September, 2016.
2. Corporate Members are required to send to the Registered Office of the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 ('the Act'), authorising their representatives to attend and vote at the AGM.
3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions placed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for which purpose the Board of Directors of the Company ('the Board') have engaged the services of CDSL.

The facility for voting through ballot paper will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the meeting but will not be entitled to cast their votes once again. The Board has appointed Mr Girish Nathani (Membership No.: 088716), Partner, Girish Neelam & Associates, Chartered Accountants, as the Scrutinizer to scrutinize the process of remote e-voting and voting through ballot paper at the AGM venue.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **29th August, 2016 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting through ballot paper at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
6. Unclaimed dividend for the financial year ended 31st March, 2009 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 7th October, 2016, pursuant to the provisions of Section 205A of the Companies Act, 1956 / Section 124 of the Companies Act, 2013, once notified. In respect of the said unclaimed dividend, it will not be possible to entertain claims received by the Company after 5th October, 2016.

Details of unclaimed dividend in respect of the financial year ended 31st March, 2009 and up to and including the financial year ended 31st March, 2015 are available on the Company's website [www.travelhouseindia.com](http://www.travelhouseindia.com) under the section 'Investor Relations' in 'Shareholder Value'.

Members who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2009 or any subsequent financial year(s), are requested to lodge their claims with the Company.
7. Members who wish to update or register their e-mail addresses with the Company or with the Depositories may use the Form for updation / registration which can be downloaded from the Company's website [www.travelhouseindia.com](http://www.travelhouseindia.com) under the section 'Investor Relations' in 'Shareholder Value'.
8. Members are required to bring their admission slips to the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.
9. Members may visit the Company's website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
10. The procedure with respect to remote e-voting is provided below:
  - (i) **The period for remote e-voting begins on Thursday, 1st September, 2016 at 9.00 a.m. and ends on Sunday, 4th September, 2016 at 5.00 p.m. During this period, Members of the Company, holding shares either in certificate form or in dematerialised form, as on the cut-off date i.e. 29th August, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
  - (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on '**Members**'.
  - (iv) Now enter your user ID as under:
    - (a) For CDSL: 16 digits beneficiary ID,
    - (b) For NSDL: 8 character DP ID followed by 8 digit Client ID,
    - (c) Members holding shares in certificate form should enter Folio Number registered with the Company.
  - (v) Thereafter enter the image verification code as displayed and Click on '**Login**'.
  - (vi) If you are holding shares in dematerialised form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for any company, then



your existing user ID and password are to be used. If you have forgotten the password then enter user ID and the image verification code and click on forgot password & enter the details as prompted by the system.

- (vii) If you are a first time user, follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable to shareholders holding shares in both certificate form and dematerialised form).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to use first two letters of their name in CAPITAL letters and the 8 digits of the sequence number in the PAN field as provided in the Admission Slip or on email.</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of 0s before the number and after the first two characters of the name, e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company, please enter your user ID in the Dividend Bank details field as mentioned in instruction (v).</p>

- (viii) After entering these details appropriately, click on **'Submit'**.
- (ix) Members holding shares in certificate form will then reach directly to the Company selection screen. The above details can be used by them only for remote e-voting on the resolutions contained in this Notice.
- (x) Members holding shares in dematerialised form will then reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used for voting for resolutions of any other company on which you are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep

your password confidential.

- (xi) Now select the "Company Name" on which you choose to vote.
- (xii) On the voting page, you will see **'Resolution Description'** and against the same the option **'Yes / No'** for voting. Select the option Yes or No as desired. The option 'Yes' implies that you assent to the Resolution and option 'No' implies that you dissent to the Resolution.
- (xiii) Click on the **'Resolutions File Link'** if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Ok'**, else to change your vote, click on **'Cancel'** and accordingly modify your vote.
- (xv) Once you **'Confirm'** your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on **'Click here to print'** option on the Voting page.
- (xvii) Members can also cast their vote using CDSL's mobile app 'CDSL m-Voting' available for Android, Apple and Windows based mobiles. This app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should



- be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xix) Those who become Members of the Company after despatch of the Notice but on or before **29th August, 2016 (cut-off date)** may follow the steps from Sl. Nos. (ii) to (xviii) mentioned above for casting of vote.
- (xx) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You may also address your queries / grievances relating to remote e-voting or voting at the meeting to Ms Janaki Aggarwal, the Compliance Officer of the Company at e-mail ID [investor\\_TH@ith.co.in](mailto:investor_TH@ith.co.in) or at telephone nos.: 011 26017808 / 117 / 119.
- (xxi) **General Information**
- (a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (b) **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's website [www.travelhouseindia.com](http://www.travelhouseindia.com) under the section 'Investor Relations' and on the website of CDSL; such Results will also be forwarded to BSE Limited.

## EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirty Fifth Annual General Meeting to be held on Monday, 5th September, 2016.

### Item 5

The Board of Directors of the Company ('the Board') at the meeting held on 16th April, 2016, on the recommendation of the Nominations & Remuneration Committee, have approved appointment of Mr Jagdish Singh as an Additional Director of the Company with effect from 16th April, 2016. In terms of Section 161(1) of the Companies Act, 2013 ('the Act') Mr Singh will vacate office at this Annual General Meeting. Notice under Section 160 of the Act proposing the appointment of Mr Singh has been received. Requisite consent, pursuant to Section 152 of the Act, has been filed by Mr Singh.

Mr Singh is not in receipt of any remuneration from the Company. Mr. Singh does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person. Additional information in respect of Mr Singh, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the section 'Your Directors'.

Mr Singh and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mr Singh is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Resolution for your approval.

### Item 6

The Board of Directors of your Company ('the Board') at the meeting held on 29th January, 2016, on the recommendation of the Nominations & Remuneration Committee, have approved, subject to the approval of the Members, variation in the terms of remuneration paid / payable to Mr Jehangir Jal Ghadiali, the Managing Director of the Company with effect from 1st January, 2016 for the residual period of his appointment, in pursuance of the provisions of Schedule V and other applicable provisions of the Companies Act, 2013, as follows:-

Consolidated Salary ₹ 1,90,938/- p.m.

Supplementary Allowance ₹ 1,43,562/- p.m.

The other terms of remuneration of Mr Ghadiali, as approved by the Members earlier, remain unchanged.

Additional information in respect of Mr Ghadiali, pursuant to the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'.

Mr Ghadiali and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

By Order of the Board  
International Travel House Limited

Place : New Delhi  
Date : 16th April, 2016

J Aggarwal  
Company Secretary

## YOUR DIRECTORS

### N Anand

Nakul Anand (59), DIN: 00022279, a Non-Executive Director of the Company since 6th January, 1998, was appointed the Chairman of the Company effective 21st March, 2009. He is an Executive Director on the Board of ITC Limited and holds responsibility for the Hospitality, Travel & Tourism and Lifestyle Retailing businesses of ITC. An Economics Honours graduate from Delhi University with an AMP degree from Bond University, Australia, he joined ITC Hotels' Management Training Programme in 1978 and also served as the Managing Director of erstwhile ITC Hotels Limited during the period 2003-05.

In a career that spans close to four decades, Anand has been acknowledged in the hotels and tourism industry for his vision and commitment. Leveraging the significant learning of sustainable excellence within ITC, he led the team at ITC Hotels to pioneer the concept of 'Responsible Luxury' in the hospitality industry, securing LEED Platinum certifications for all ITC super premium luxury hotels, making it the 'Greenest Luxury Hotel Chain in the world'. He has formulated value-based strategies to create a unique quality control model. His dynamic leadership and passion for the business is recognised and acknowledged by his peers. He is the Chairman of the Federation of Associations in Indian Tourism & Hospitality. Anand is also a past President of the Hotels Association of India and Chairman of the CII National Tourism Committee.

### Other Directorships

Name of the Company	Position
Gujarat Hotels Limited	Chairman & Director
Landbase India Limited	Chairman & Director
Fortune Park Hotels Limited	Chairman & Director
Srinivasa Resorts Limited	Vice Chairman & Director
ITC Limited	Executive Director
Bay Islands Hotels Limited	Director
Maharaja Heritage Resorts Limited	Director

### Committee Membership of other Companies

Name of the Company	Committee	Position
Gujarat Hotels Limited	Nominations & Remuneration Committee	Member
Landbase India Limited	Nominations & Remuneration Committee	Member
Fortune Park Hotels Limited	CSR Committee	Chairman
Srinivasa Resorts Limited	Nominations & Remuneration Committee	Chairman

### J J Ghadiali

Jehangir J Ghadiali (59), DIN: 02031489, was appointed as the Managing Director of the Company effective 17th February, 2008. He holds a Diploma in Hotel Management, Applied Nutrition & Catering Technology from IHMCTAN, Mumbai. He has rich experience of 37 years with the Hotel and Tourism Industry. He joined ITC Limited in its Hotels Division as a management trainee in the year 1979 and since then worked in various positions and functions in ITC Welcomgroup hotels. Prior to joining Travel House, he was the General Manager of the ITC Hotel Park Sheraton & Towers, Chennai. He has represented ITC Welcomgroup at various fora including TAAI, SATTE, FHRAI, WTM, BTF and ATM. He was selected General Manager of the Year - Luxury Hotel for the year 1998 by H&FS. He does not hold directorship of any other company.

### A Bajjal

Anil Bajjal (69), DIN: 01608892, was appointed as a Non-Executive Independent Director of the Company on 28th January, 2009.

Bajjal joined the Union Territories Cadre of Indian Administrative Service in 1969 and retired in October 2006 as Secretary, Ministry of Urban Development, Government

## YOUR DIRECTORS

of India. In a career spanning over 38 years, he held various important assignments including that of the Union Home Secretary, Chairman & Managing Director - Indian Airlines, Chief Executive Officer - Prasar Bharti Corporation, Vice Chairman - Delhi Development Authority, Development Commissioner, Goa, and Counsellor in-charge of the Indian Aid Programme in Nepal. Post superannuation, Baijal has served as Independent Non-Executive Director on the Boards of various government and private companies.

### Other Directorships

Name of the Company	Position
IDFC Bank Limited	Chairman & Director
IDFC Foundation	Chairman & Director
Terra Firma Designs Private Limited	Managing Director
ITC Limited	Director
DHFL Pramerica Life Insurance Company Limited	Director
New Delhi Centre for Sight Limited	Director

### Committee Membership of other Companies

Name of the Company	Committee	Position
IDFC Bank Limited	Stakeholders Relationship Committee	Member
	Nomination & Remuneration Committee	Member
	CSR Committee	Member
IDFC Foundation	Audit Committee	Chairman
	Nomination & Remuneration Committee	Member
ITC Limited	Audit Committee	Member
DHFL Pramerica Life Insurance Company Limited	Audit & Compliance Committee	Chairman
	CSR Committee	Member
	Nomination & Remuneration Committee	Member
New Delhi Centre for Sight Limited	Nomination & Remuneration Committee	Chairman
	CSR Committee	Chairman

### S Pillai

Sudha Pillai (65), DIN: 02263950, was appointed as a Non-Executive Independent Director of the Company on 10th March, 2014. She holds Masters Degrees in Psychology and Public Administration. She joined the Indian Administrative Services in 1972 in the Kerala Cadre and in her illustrious career she has held eminent positions as Principal Secretary (Finance) - Govt. of Kerala, Under Secretary - Department of Supply, Joint Secretary - Department of Company Affairs, Additional Secretary - Ministry of Mines and Rural Development & Panchayati Raj and Secretary - Ministry of Labour and Employment & the Planning Commission. After her superannuation in 2010 she was elevated as Member Secretary Planning Commission with the rank of Minister of State.

She has contributed immensely in promoting reforms and legal systems in India and notable amongst these were liberalising the industrial licensing regime, historic amendment of MRTP Act, drafting of the Companies Bill, 1993, Panchayats Extension to Scheduled Areas Act, 1996, processing amendment of the Constitution of India, enactment of Unorganised Workers' Social Security Law, 2008, implementation of Bundelkhand Package 2009-12, formulation and implementation of New Land Use Policy for Mizoram 2009-12, implementation of the Integrated Action Plan for Naxal affected districts 2010-12.

Pillai has rich experience in policy formulation relating to Technology Transfer, Foreign Investment and Competition Law, National Skill Development Policy and National Policy on Occupational Safety and Health. She also has served as a member of high powered bodies on infrastructure development.

### Other Directorships

Name of the Company	Position
Jubilant Life Sciences Limited	Director
Fullerton India Credit Company Limited	Director
Dalmia Cement (Bharat) Limited	Director
Dalmia Bharat Limited	Director
OCL India Limited	Director
Jubilant Generics Limited	Additional Director

# International Travel House Limited

## YOUR DIRECTORS

### Committee Membership of other Companies

Name of the Company	Committee	Position
Jubilant Life Sciences Limited	Nomination, Remuneration & Compensation Committee	Chairman
	Audit Committee	Member
	Sustainability & CSR Committee	Member
Fullerton India Credit Company Limited	Audit Committee	Member
	CSR Committee	Member
Jubilant Generics Limited	Nomination & Remuneration Committee	Chairman
	Audit Committee	Member

### A Rajput

Anil Rajput (60), DIN: 00022289, was appointed as a Non-Executive Director of the Company on 29th May, 2000. He is an MBA from FMS, Delhi University and joined ITC Limited in 1976. During the course of the last 40 years, he has held various positions in ITC Limited. He was seconded to Travel House as part of the start-up team and during his tenure between 1983 till 1989, he laid the strong foundation for its domestic networking across India. He was then assigned responsibility in ITC's Hotels Division where he was engaged in finance, projects and development. He was associated with various prestigious hotel projects viz. ITC Grand Maratha, ITC Grand Central, Mumbai, and ITC Sonar, Kolkata. In the year 2003, he moved to ITC's Corporate Affairs function and is the head of Corporate Affairs as Senior Vice President. Currently he is also holding the Membership of Academic/ Professional organisations viz. FMS, Skal International. He is Secretary of Cuisine India Society, Chairman of FICCI CASCADE and PHD-Retail, E-Commerce & FMCG Committee and member on Executive Committee of PHD Chamber of Commerce and Industry, FICCI and International Chamber of Commerce, India.

### Other Directorships

Name of the Company	Position
PHD Chamber of Commerce and Industry	Director

### Committee Membership of other Companies:

Nil

### H P Ranina

H P Ranina (69), DIN: 00024753, 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 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 Law both in India and abroad.

Ranina is a recipient of the "Outstanding Young Persons Award" both at the State and National levels from the Jaycees. He has also been best owed 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 the Reserve Bank of India on 27th November, 2000 and was re-appointed for a further period of five years in June 2006. He was Chairman of the Inspection and Audit Committee of the Reserve Bank of India for Twelve years. He also served for six years on the Board of Payment and Settlement Systems.

### Other Directorships

Name of the Company	Position
Pennwalt Limited	Director
Dover India Private Limited	Alternate Director

### Committee Membership of other Companies:

Nil

### J Singh

Jagdish Singh (50), DIN: 00042258, was appointed as an Additional Director of the Company on 16th April, 2016. A Commerce graduate and a Chartered Accountant, Singh joined ITC Limited in the year 1990. During these 25 years, he has held various positions in the finance function. He started his career in Treasury and moved as Corporate Accountant, Commercial Manager at Cigarette factory at Munger, and Head of Finance at ITC Filtrona Limited. He was then the Head of Treasury between 2005 and 2015 and presently is Head of Finance at ITC's Hotels Division.

## YOUR DIRECTORS

### Other Directorships

Name of the Company	Position
Gujarat Hotels Limited	Additional Director
Fortune Park Hotels Limited	Additional Director
Bay Islands Hotels Limited	Additional Director
Srinivasa Resorts Limited	Additional Director
Maharaja Heritage Resorts Limited	Additional Director
Mimec (India) Limited	Director
Classic Infrastructure & Development Limited	Director
BFIL Finance Limited	Director

### Committee Membership of other Companies

Name of the Company	Committee	Position
Gujarat Hotels Limited	Stakeholders Relationship Committee	Chairman
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
Fortune Park Hotels Limited	CSR Committee	Member
Srinivasa Resorts Limited	Audit Committee	Chairman
Classic Infrastructure & Development Limited	Audit Committee	Chairman
BFIL Finance Limited	Audit Committee	Chairman
	Nomination & Remuneration Committee	Member

### K L Thapar

K L Thapar (83), DIN: 00022283, was appointed as a Non-Executive Independent Director of the Company on 9th March, 2004. He is the former Principal Advisor 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 more than 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.

As Advisor 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 alumnus of professional institutions like the Economic Development Institute of the World Bank, British Staff College etc. He does not hold directorship of any other company.

#### Notes:

1. Other Directorships and Committee Memberships of Directors are as on 16th April, 2016.
2. Committee Memberships cover Committees under the Companies Act, 2013 viz, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and CSR Committee.

**REPORT ON CORPORATE GOVERNANCE**

The Directors present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement with Stock Exchanges (‘Listing Regulations’).

**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 envisages attainment of a 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 stakeholders’ aspirations and societal expectations.

The Company’s Corporate Philosophy is focused on its people who are its most important asset and it values its employees’ integrity, creativity, ability, judgment and opinions, who in turn demonstrate the highest ethical standards and responsibility towards the shareholders. This has helped the Company take rapid strides in its pursuit of excellence.

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

**The Governance Structure**

The practice of Corporate Governance in the Company takes place at three interlinked levels:

- i. Strategic supervision - by the Board of Directors (‘the Board’);
- ii. Strategic management - by the Corporate Management Committee; and
- 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 responsibility 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 latter including independent professionals. The present strength of the Board of Directors of the Company is eight, of which one is an Executive Director.

**Composition of the Board as on 31st March, 2016**

Category	No. of Directors	Percentage to total no. of Directors
Executive Director	1	12
Non-Executive Independent Directors	4	50
Other Non-Executive Directors	3	38
<b>Total</b>	<b>8</b>	<b>100</b>

**Meetings and Attendance**

During the financial year ended 31st March, 2016, five meetings of the Board were held, as follows:

Sl. No.	Date	Board Strength	No. of Directors present
1	15th April, 2015	8	8
2	22nd July, 2015	8	7
3	15th October, 2015	8	8
4	6th November, 2015	8	5
5	29th January, 2016	8	8

## REPORT ON CORPORATE GOVERNANCE

Directors' attendance at the Board Meetings during the financial year and the last Annual General Meeting (AGM) as also their other Directorships and Committee Memberships are given below:

Sl. No.	Director	Category	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorship(s)	No. of Membership(s) / Chairmanship (s) of Audit Committee / Stakeholders Relationship Committee of other companies
1	N Anand	Chairman & Non-Executive Director	5	Yes	7	Nil
2	A Baijal	Non-Executive Independent Director	3	Yes	6	4 (including 2 as Chairman)
3	S Pillai	Non-Executive Independent Director	4	Yes	6	3
4	H P Ranina	Non-Executive Independent Director	5	Yes	2	Nil
5	K L Thapar	Non-Executive Independent Director	5	Yes	Nil	Nil
6	A Pathak	Non-Executive Director	5	Yes	2	2 (including 1 as Chairman)
7	A Rajput	Non-Executive Director	4	No	Nil	Nil
8	JJ Ghadiali	Managing Director	5	Yes	Nil	Nil

### COMMITTEES OF THE BOARD

Currently, there are four Committees of the Board - the Audit Committee, the Stakeholders Relationship Committee, the Nominations & Remuneration Committee and the Corporate Social Responsibility Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman. Signed minutes of Board Committee meetings are placed for the information of the Board. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

#### A. AUDIT COMMITTEE

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

- efficiency and effectiveness of operations;
- safeguarding of assets and adequacy of provisions for all liabilities;
- reliability of financial and other management information and adequacy of disclosures;
- compliance with all relevant statutes.

The role of the Committee includes the following:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditors, and to review the manner of rotation of Statutory Auditors;
- To approve transactions of the Company with related parties, including modifications thereto;
- To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- To evaluate the Company's internal financial controls and risk management systems;
- To review with the management the following:
  - Annual financial statements and Auditor's Report thereon before submission to the Board for approval;
  - Quarterly financial statements before submission to the Board for approval;
- To review the following:
  - Management discussion and analysis of financial condition and results of operations;

REPORT ON CORPORATE GOVERNANCE

- Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
- Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
- System for storage, retrieval, security etc. of books of account maintained in the electronic form;
- Functioning of Whistle Blower mechanism in the Company.

Composition

The Audit Committee presently comprises four Non-Executive Directors, three of whom are Independent Directors. The Chairman of the Committee is an Independent Director. The Managing Director, the Chief Financial Officer, the Head of Internal Audit and the representative of the Statutory Auditors are Invitees to the meetings of Audit Committee. The Head of Internal Audit, who reports to the Audit Committee, is the Coordinator and the Company Secretary is the Secretary to the Committee.

All members of the Committee are financially literate and two members have accounting and financial management expertise. The names of the members of the Audit Committee, including its Chairman, are provided under the section 'Board of Directors & Committees' in the Report and Accounts.

Meetings and Attendance

During the financial year ended 31st March, 2016, four meetings of the Audit Committee were held, as follows:

Sl. No.	Date	Committee Strength	No. of Members present
1	15th April, 2015	4	4
2	22nd July, 2015	4	4
3	6th November, 2015	4	3
4	29th January, 2016	4	4

Attendance at Audit Committee Meetings held during the financial year:

Director	No. of meetings attended
K L Thapar	4
A Pathak	4
S Pillai	3
H P Ranina	4

B. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board oversees redressal of shareholder and investor grievances and, inter alia, approves sub-division / consolidated / renewal / issue of duplicate share certificates etc.

Composition

The Stakeholders Relationship Committee presently comprises three Directors, two of whom are Non-Executive Directors.

The names of the members of the Stakeholders Relationship Committee, including its Chairman, are provided under the section 'Board of Directors & Committees' in the Report and Accounts.

Meetings and Attendance

During the financial year ended 31st March, 2016, six meetings of the Stakeholders Relationship Committee were held, as follows:

Sl. No.	Date	Committee Strength	No. of Members present
1	15th April, 2015	3	3
2	22nd June, 2015	3	3
3	22nd July, 2015	3	3
4	6th November, 2015	3	2
5	30th November, 2015	3	3
6	29th January, 2016	3	3

**REPORT ON CORPORATE GOVERNANCE**

Attendance at Stakeholders Relationship Committee Meetings held during the financial year:

Director	No. of meetings attended
A Rajput	5
J J Ghadiali	6
A Pathak	6

**C. NOMINATIONS & REMUNERATION COMMITTEE**

The Nominations & Remuneration Committee of the Board, inter alia, identifies persons qualified to become Directors and formulates criteria for evaluation of performance of the Independent Directors & the Board. The Committee’s role also includes recommending to the Board the appointment, remuneration and removal of Directors & Corporate Management Committee Members.

**Composition**

The Nominations & Remuneration Committee comprises entirely of Non-Executive Directors. The Chairman of the Committee is an Independent Director.

The names of the members of the Nominations & Remuneration Committee, including its Chairman, are provided under the section ‘Board of Directors & Committees’ in the Report and Accounts.

**Meetings and Attendance**

During the financial year ended 31st March, 2016, three meetings of the Nominations & Remuneration Committee were held, as follows:

Sl. No.	Date	Committee Strength	No. of Members present
1	15th April, 2015	7	7
2	6th November, 2015	7	4
3	29th January, 2016	7	7

Attendance at Nominations & Remuneration Committee Meetings held during the financial year:

Director	No. of meetings attended
H P Ranina	3
N Anand	3
A Baijal	2
A Pathak	3
S Pillai	2
A Rajput	2
K L Thapar	3

**Remuneration Policy**

The Company’s remuneration policy aims at attracting and retaining high calibre talent. The remuneration policy, therefore, is market-led and takes into account the competitive circumstance of each business so as to attract and retain quality talent and leverage performance significantly.

The Policy on remuneration of Directors, Key Managerial Personnel and other employees of the Company is provided in the Annexure forming part of this Report.

**Remuneration of Directors**

The remuneration of the Managing Director is determined by the Board, on the recommendation of 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 Performance Bonus for each financial year up to a maximum of 50% of his consolidated salary, as may be determined by the Board, on the recommendation of the Nominations & Remuneration Committee.

Non-Executive Directors are entitled to sitting fees for attending meetings of the Board / Committees thereof, the quantum of which is determined by the Board. The sitting fees to Non-Executive Directors as determined by the Board with effect from 22nd July, 2015 are ₹ 20,000/- and ₹ 10,000/- for each meeting of the Board and Committee respectively. The sitting fees paid earlier were ₹ 10,000/- and ₹ 5,000/- for each meeting of the Board and Committee respectively.

# International Travel House Limited

## REPORT ON CORPORATE GOVERNANCE

Details of Remuneration paid to the Directors during the financial year ended 31st March, 2016:

(₹ in Lakhs)

Director	Consolidated Salary	Supplementary Allowance	Perquisites and other Benefits	Performance Bonus	Total	Sitting Fees
<b>Executive Director</b>						
J J Ghadiali	19.31	14.99	18.75	8.75	61.80	–
<b>Non-Executive Directors</b>						
N Anand	–	–	–	–	–	–
A Baijal	–	–	–	–	–	0.85
A Pathak	–	–	–	–	–	–
S Pillai	–	–	–	–	–	1.15
A Rajput	–	–	–	–	–	–
H P Ranina	–	–	–	–	–	1.45
K L Thapar	–	–	–	–	–	1.45

Note: Disclosure with respect to Non-Executive Directors - Pecuniary relationship or transaction: None

### Performance Evaluation of Directors

The Nominations & Remuneration Committee has approved the Policy on Board evaluation, evaluation of Board Committees functioning and individual Director evaluation, synopsis of which is provided in the 'Report of the Board of Directors & Management Discussion and Analysis' in the Report and Accounts.

### Directors' Shareholding

Shareholding of the Directors in the Company as on 31st March, 2016:

Director	No. of Equity Shares of ₹10/- each held singly / jointly
N Anand	100
A Baijal	Nil
J J Ghadiali	Nil
A Pathak	Nil
S Pillai	Nil
A Rajput	Nil
H P Ranina	Nil
K L Thapar	Nil

### Service Contracts, Severance Fee and Notice Period

The appointment of the Managing Director is governed by the resolution passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the rules of the Company. Letters of appointment have been issued by the Company to the Independent Directors, incorporating their roles, duties,

responsibilities etc., which have been accepted by them. There is no separate provision for payment of severance fee under the resolution governing the appointment of the Managing Director. With respect to notice period of Director, the statutory provisions will apply.

### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee of the Board reviews, monitors and provides strategic direction to the Company's CSR practices with liberty to consider and undertake activities as provided in Schedule VII to the Companies Act, 2013. The Committee formulates & monitors the CSR Policy and recommends to the Board the annual CSR Plan of the Company in terms of the Companies Act, 2013.

#### Composition

The CSR Committee presently comprises three Directors, two of whom are Non-Executive Independent Directors.

The names of the members of the CSR Committee, including its Chairman, are provided under the section 'Board of Directors & Committees' in the Report and Accounts.

#### Meetings and Attendance

During the financial year ended 31st March, 2016, one meeting of CSR Committee was held, as follows:

Sl. No.	Date	Committee Strength	No. of Members present
1	17th March, 2016	3	3

## REPORT ON CORPORATE GOVERNANCE

Attendance at CSR Committee Meeting held during the financial year:

Director	No. of meetings attended
A Baijal	1
J J Ghadiali	1
S Pillai	1

Attendance at Corporate Management Committee Meetings held during the financial year:

Member	No. of meetings attended
J J Ghadiali	12
G Arora	12
S Datta	12

### CORPORATE MANAGEMENT COMMITTEE

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

#### Composition

The Corporate Management Committee comprises the Managing Director and 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 based on the recommendation of the Nominations & Remuneration Committee.

The names of the members of the Corporate Management Committee, including its Chairman, are provided under the section 'Board of Directors & Committees' in the Report and Accounts.

#### Meetings and Attendance

During the financial year ended 31st March, 2016, twelve meetings of the Corporate Management Committee were held, as follows:

Sl. No.	Date	Committee Strength	No. of Members present
1	8th May, 2015	3	3
2	22nd May, 2015	3	3
3	8th July, 2015	3	3
4	29th July, 2015	3	3
5	16th September, 2015	3	3
6	24th September, 2015	3	3
7	27th October, 2015	3	3
8	1st December, 2015	3	3
9	11th January, 2016	3	3
10	10th February, 2016	3	3
11	4th March, 2016	3	3
12	29th March, 2016	3	3

### 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**

- Inter-se relationships between Directors and Key Managerial Personnel of the Company:

**None**

- Material financial and commercial transactions of senior management, where they may have had personal interest, and which had potential conflict with the interests of the Company at large:

**None**

- Information with respect to commodity price risk or foreign exchange risk and hedging activities:

**None**

### MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end, the quarterly results of the Company were announced within forty five days from the end of each quarter for the first three quarters. The Audited annual results alongwith the results for the fourth quarter were announced within sixty days from 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. All these results, including the entire Report and Accounts, information relating to shareholding pattern etc. are posted on Company's website [www.travelhouseindia.com](http://www.travelhouseindia.com)

## REPORT ON CORPORATE GOVERNANCE

The Report of the Board of Directors, forming part of the Report and Accounts, includes all aspects of the Management Discussion and Analysis Report as required under the Listing Regulations.

### ITH CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING- 2015

The ITH Code of Conduct for Prevention of Insider Trading - 2015, approved by the Board of Directors, inter alia, prohibits purchase / sale of securities of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company.

### ITHL CODE OF CONDUCT

The ITHL Code of Conduct, adopted by the Board of Directors, is applicable to Directors, senior management and employees of the Company. The Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct in relation to the Company's business and reputation. The Code covers ITHL's commitment to sustainable development, concern for occupational health, safety and environment, transparency and auditability, legal compliance and the philosophy of leading by personal example. The Code is available on the Company's website.

#### Declaration as required under the Listing Regulations

All Directors and senior management of the Company have affirmed compliance with the ITHL Code of Conduct for the financial year ended 31st March, 2016.

New Delhi  
16th April, 2016

J J Ghadiali  
Managing Director

### WHISTLEBLOWER POLICY

Synopsis of the Whistleblower Policy of the Company is provided in the 'Report of the Board of Directors & Management Discussion and Analysis' in the Report and Accounts. The Whistleblower Policy is also available on the Company's website.

### FAMILIARISATION PROGRAMME

ITH believes that a Board, which is well informed / familiarised with the Company and its affairs, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfills stakeholders' aspirations and societal expectations. In pursuit of this, the Directors are updated on

changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislations and economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions.

Further details may be accessed on the Company's website [https://www.travelhouseindia.com/policies/Directors\\_Familiarisation\\_Programme.pdf](https://www.travelhouseindia.com/policies/Directors_Familiarisation_Programme.pdf).

### POLICY ON RELATED PARTY TRANSACTIONS

The Policy may be accessed on the Company's website at [https://www.travelhouseindia.com/policies/Related\\_Party.pdf](https://www.travelhouseindia.com/policies/Related_Party.pdf).

### DISCRETIONARY REQUIREMENTS UNDER THE LISTING REGULATIONS

The status of compliance with the discretionary requirements under the Listing Regulations is provided below:

- Chairman's Office:** The Company has a Non-Executive Chairman but he does not maintain any separate office, hence no expense in this regard is being incurred by the Company.
- Shareholder Rights:** The quarterly, half-yearly and annual financial results of the Company are published in newspapers on an all India basis and are also posted on the Company's website [www.travelhouseindia.com](http://www.travelhouseindia.com). The complete Report and Accounts is sent to every Shareholder of the Company.
- Audit Opinion:** It has always been the Company's endeavour to present financial statements with unmodified audit opinion. The Statutory Auditors have issued an unmodified audit opinion on the Company's financial statements for the year ended 31st March, 2016.
- Separate posts of Chairman and Managing Director:** The Company has appointed a Non-Executive Chairman and has a Managing Director.

### GENERAL SHAREHOLDER INFORMATION

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

### CONFIRMATION OF COMPLIANCE

As required under the Listing Regulations –

- It is confirmed that the Company has complied with the requirements under Regulations 17 to 27 and clauses (b)

## REPORT ON CORPORATE GOVERNANCE

to (i) of sub - regulation (2) of Regulation 46 of the Listing Regulations.

- The Statutory Auditors' Certificate that the Company has complied with the conditions of Corporate Governance is annexed to the 'Report of the Board of Directors & Management Discussion and Analysis' and will be forwarded to the Stock Exchanges along with the Annual Report of the Company.

### ANNEXURE TO THE REPORT ON CORPORATE GOVERNANCE

#### Remuneration Policy

The Company's Remuneration Policy is designed to attract and retain quality talent that gives its business a competitive advantage and enables the Company to achieve its objectives.

The Company's Remuneration Policy, whilst focusing on remuneration and related aspects of performance management, is aligned with and reinforces the employee value proposition of superior quality of work life, that includes an enabling work environment, an empowering and engaging work culture and opportunities to learn and grow.

The approach endeavours to align remuneration of each employee with the Company's goals.

#### a) Objectives

1. To ensure that the Company's remuneration practices support and encourage meritocracy.
2. To ensure that remuneration is market related and takes into account the competitive context of the Company's business.
3. To leverage remuneration as an effective instrument to enhance performance and therefore to link the remuneration to both individual and collective performance outcomes.
4. To adopt a comprehensive approach to remuneration in order to support a superior quality of personal and work life, in a manner so as to judiciously balance short term with long term priorities.
5. To design remuneration practices such that they reinforce the Company's values and culture and to implement them in a manner that complies with all relevant regulatory requirements.

#### b) Remuneration of Key Managerial Personnel (KMPs)

1. Remuneration of KMPs is determined and recommended by the Nominations & Remuneration Committee and approved by the Board. Remuneration of the Managing Director is also subject to approval by the shareholders.
2. Remuneration is reviewed and revised periodically, when such a revision is warranted.
3. Apart from fixed elements of remuneration and benefits, KMPs are also eligible for Variable Pay / Performance Bonus, which is linked to individual performance.
4. Remuneration of KMPs on deputation from ITC Limited is aligned to the Remuneration Policy of that company.

#### c) Remuneration of Independent Directors

Independent Directors are entitled to sitting fees for attending meetings of the Board and Board Committees, the quantum of which is determined by the Board within the limits prescribed under the Companies Act, 2013, and the rules thereunder. The expenses of the Independent Directors for attending meetings of the Board and Board Committees and General Meetings are also to be borne by the Company.

#### d) Remuneration of employees other than KMPs

1. Remuneration of employees in Grade XV and above, other than KMPs, is also approved by the Board through the recommendations of the Nominations & Remuneration Committee.
2. Remuneration of employees in Grade XIV and below is approved by the Corporate Management Committee.
3. Remuneration of employees largely consists of basic remuneration, perquisites and allowances. The components of remuneration vary for different employee grades and are governed by industry pattern, qualification and experience of the employee, responsibilities handled, individual performance etc.
4. Remuneration is reviewed and revised periodically, when such a revision is warranted. The quantum of revision is linked to market trends, the competitive context of the Company's business, as well as the track record of the individual employee.

## SHAREHOLDER INFORMATION

### AGM Details

Date	Monday, 5th September, 2016
Venue	Air Force Auditorium, Subroto Park, New Delhi-110 010
Time	9.30 a.m.
Book Closure Dates	Saturday, 27th August, 2016 to Monday, 5th September, 2016 (both days inclusive)
Dividend Payment Date	Tuesday, 13th September, 2016

### Registrars & Share Transfer Agents

Messrs MCS Share Transfer Agent Limited are the Registrars and Share Transfer Agents (RTA) of the Company for carrying out share registration and other related activities of the Company.

### Address for Correspondence

MCS Share Transfer Agent Limited  
F-65, 1st Floor  
Okhla Industrial Area, Phase - I, New Delhi - 110 020  
Telephone Nos. : 011 41406149-52, 41609386  
Facsimile No. : 011 41709881  
E-mail : helpdeskdelhi@mcsregistrars.com

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

### Compliance Officer

J Aggarwal, Company Secretary, is the Compliance Officer under Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

### Share Transfer Committee

The Share Transfer Committee of the Company generally meets once in ten days for approving share transfers. The processing activities with respect to requests received for share transfers are completed within 15 days from the date of receipt of request. There were no share transfers pending as on 31st March, 2016. The Committee met 20 times during the financial year ended 31st March, 2016.

The Share Transfer Committee comprises the following:

J Aggarwal Company Secretary	Member
A Bhattacharjee Vice President, Finance	Member
S Datta Chief Financial Officer	Member

### Dematerialisation of Shares and Liquidity

The shares of the Company are available for trading in the dematerialised form under both the Depository Systems in India - NSDL and CDSL. The International Securities Identification Number (ISIN) allotted to the Company's shares under the Depository System is INE262B01016.

As on 31st March, 2016, 76,42,980 shares of the Company, constituting 95.60% of the subscribed and paid-up Share Capital stand dematerialised. The processing activities with respect to requests received for dematerialisation are completed within 15 days.

### Shareholder / Investor Complaints

The Company attends to Shareholder / Investor complaints, queries and other correspondence generally within a period of 15 days except where constrained by disputes or legal impediments. There are some pending cases relating to disputes over title to shares in which the Company has been made a party. These cases however are not material in nature.

The Company received two complaints during the financial year relating to issue of duplicate share certificates. These complaints have been promptly resolved.

The e-mail ID earmarked by the Company for this purpose:

**investor\_TH@ith.co.in**

### Distribution of Shareholding as on 31st March, 2016

No. of Shares Slab	No. of Shareholders		No. of Equity Shares	
	Total	% to Shareholders	Total	% to Share Capital
1-500	13,627	93.71	11,84,872	14.82
501-1000	510	3.51	4,13,720	5.17
1001-2000	229	1.57	3,36,226	4.20
2001-3000	73	0.50	1,82,126	2.28
3001-4000	26	0.18	92,051	1.15
4001-5000	20	0.14	94,064	1.18
5001-10000	35	0.24	2,58,848	3.24
10001-50000	15	0.10	2,69,370	3.37
50001-100000	3	0.02	2,31,327	2.90
100001 & above	3	0.02	49,31,896	61.69
<b>Total</b>	<b>14,541</b>	<b>100.00</b>	<b>79,94,500</b>	<b>100.00</b>

# International Travel House Limited

## SHAREHOLDER INFORMATION

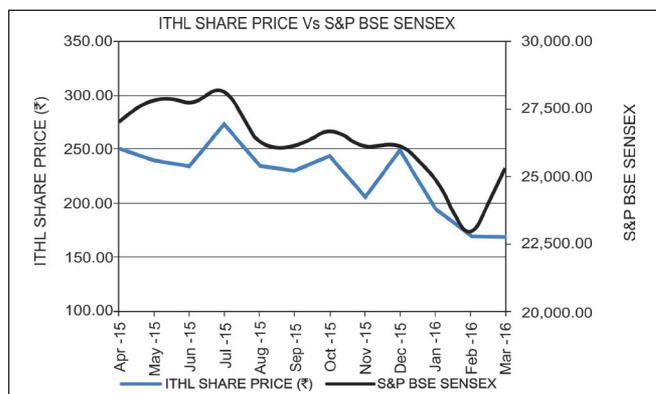
### Categories of Shareholders as on 31st March, 2016

Sl. No.	Category	No. of Shares held	% to Share holding
<b>A</b>	<b>Promoters Holding</b>		
1	Promoter and Promoter Group		
	ITC Limited	2,87,600	3.60
	Russell Credit Limited	36,26,638	45.36
	Russell Investments Limited	10,17,663	12.73
	<b>Sub Total</b>	<b>49,31,901</b>	<b>61.69</b>
<b>B</b>	<b>Non Promoter Holding</b>		
2	Institutional Investors		
a	Mutual Funds	Nil	Nil
b	Banks	300	0.01
c	Foreign Institutional Investors and Foreign Portfolio Investors	200	0.00
	<b>Sub Total</b>	<b>500</b>	<b>0.01</b>
3	Others		
a	Private Corporate Bodies	3,23,999	4.05
b	Indian Public	26,09,803	32.64
c	NRIs / OCBs	1,25,147	1.56
d	Any Other	3,150	0.04
	<b>Sub Total</b>	<b>30,62,099</b>	<b>38.30</b>
	<b>Grand Total</b>	<b>79,94,500</b>	<b>100.00</b>

### Monthly High and Low Quotes and Volume of Shares traded on BSE Limited (BSE)

Year	Month	High (₹)	Low (₹)	Volume (Nos.)
2015	April	281.00	237.00	1,15,148
	May	255.00	230.00	40,153
	June	245.20	217.80	47,528
	July	287.40	228.40	1,97,527
	August	285.40	203.20	1,18,033
	September	239.90	209.00	59,233
	October	255.00	226.00	1,00,375
	November	246.50	198.00	1,25,653
	December	250.50	196.70	3,27,978
2016	January	263.00	180.50	2,18,270
	February	200.00	160.00	84,870
	March	185.00	165.00	95,270

### Performance in comparison to broad based indices such as S&P BSE SENSEX



Note – Indicates monthly closing positions.

### Listing of Shares on Stock Exchange (with Stock Code)

BSE Limited (500213)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

Telephone Nos.: 022-22721233/ 34

Facsimile No. : 022-22721919

E-mail : is@bseindia.com

Website : www.bseindia.com

The Listing Fees for the financial year 2016-17 has been paid to BSE Limited.

### Financial Calendar

Financial Year 2016-17		
1	First Quarter Results	August 2016
2	Second Quarter and Half Year Results	November 2016
3	Third Quarter Results	February 2017
4	Fourth Quarter and Annual Results	May 2017

### Particulars of past three AGMs

AGM	Financial Year	Venue	Date	Time	Special Resolutions Passed
34th	2014-15		05-09-15		-
33rd	2013-14	Air Force Auditorium Subroto Park New Delhi 110 010	10-09-14	9.30 a.m.	<ul style="list-style-type: none"> <li>Mortgaging / charging the assets of the Company u/s 180 (1)(a)</li> <li>Borrowing money over and above the aggregate paid up share capital and free reserves of the Company u/s 180 (1)(c)</li> </ul>
32nd	2012-13		03-09-13		-

## SHAREHOLDER INFORMATION

### Postal Ballot

No special resolution requiring a postal ballot was proposed last year. No special resolution requiring postal ballot is being proposed for the ensuing AGM.

### SHAREHOLDER REFERENCER

#### Unclaimed Dividend

Unclaimed dividend for the years prior to and including the financial year 2007-08 has been transferred to the General Revenue Account of the Central Government / the Investor Education and Protection Fund established by the Central Government (IEPF), as applicable.

Shareholders who have not encashed their dividend warrant(s) relating to the financial year(s) upto and including 1994-95 may claim such dividend (transferred to the General Revenue Account) from the Registrar of Companies, NCT of Delhi and Haryana, B-Block, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi - 110 003, by applying in the prescribed form, which can be furnished by the Company on request.

The dividend for the undernoted years, if remaining unclaimed for 7 years, will be transferred by the Company to IEPF in accordance with the schedule given below. Details of such unclaimed dividend are available on the Company's website under the section 'General Information'. Attention is drawn that the unclaimed dividend for the financial year 2008-09 is due for transfer to IEPF on 7th October, 2016.

Financial Year	Date of Declaration of Dividend	Due for transfer to IEPF on
2008-09	31st August, 2009	7th October, 2016*
2009-10	10th August, 2010	16th September, 2017
2010-11	6th September, 2011	12th October, 2018
2011-12	22nd August, 2012	28th September, 2019
2012-13	3rd September, 2013	9th October, 2020
2013-14	10th September, 2014	16th October, 2021
2014-15	5th September, 2015	11th October, 2022

\*It will not be possible to entertain claims received by the Company after 5th October, 2016.

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 Company confirming non-encashment / non-receipt of dividend warrant(s).

### Service of documents through Electronic Mode

The Notice, alongwith the Report and Accounts, has been sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Shareholders. Shareholders who wish to update or register their e-mail addresses with the Company or with the Depositories may use the Form for updation / registration; the Form can also be downloaded from the Company's website under the section 'Investor Relations'.

### Depository Services

Shareholders may write to our RTA or to their respective Depositories for guidance on depository services.

### Address for Correspondence with Depository

National Securities Depository Limited  
Trade World, 'A' Wing, 4th & 5th Floors,  
Kamala Mills Compound, Senapati Bapat Marg, Lower Parel,  
Mumbai 400 013  
Telephone No. : 022-24994200  
Facsimile No. : 022-24976351  
E-mail : info@nsdl.co.in  
Website : www.nsdl.co.in

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers  
17th Floor, Dalal Street, Fort, Mumbai 400 001  
Telephone No. : 022-22723333  
Facsimile No. : 022-22723199  
E-mail : helpdesk@cdslindia.com  
Website : www.cdslindia.com

### Remittance of Dividend through Electronic Mode

The Company provides the facility for remittance of dividend to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders, who have not yet opted for remittance of dividend through electronic mode

### SHAREHOLDER INFORMATION

and wish to avail the same, are required to provide their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) to the respective Depository Participants (DPs) or RTA where shares are held in the dematerialised form and in the certificate form, respectively. A mandate form for such updation can be downloaded from the Company's website [www.travelhouseindia.com](http://www.travelhouseindia.com).

#### Bank Details

Shareholders holding shares in the certificate form are requested to advise RTA of change in their address / mandate / bank details to facilitate better servicing.

Shareholders are advised that their bank details, or where such details are not available, their addresses, as furnished by them to RTA or to the Depositories, will be printed on the dividend warrants as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a measure of protection against fraudulent encashment.

#### Permanent Account Number (PAN)

Attention is drawn that Shareholders holding shares in the certificate form are mandatorily required to furnish copy of PAN Card in the following cases:

- i) Transferees' and Transferors' PAN Cards for transfer of shares,
- ii) Legal heirs' / Nominees' PAN Cards for transmission of shares,
- iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholders, and
- iv) Joint holders' PAN Cards for transposition of shares.

#### Nomination Facility

Shareholders who hold shares in the certificate form and wish to make any nomination / change nomination made earlier in respect of their shareholding in the Company, should submit to the RTA the prescribed Form; such Form can be downloaded from the Company's website under the section 'Investor Relations' in 'Shareholder Value'.

# International Travel House Limited

## REPORT OF THE BOARD OF DIRECTORS & MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors submit their Report for the financial year ended 31st March, 2016.

### BUSINESS ENVIRONMENT

Global economic recovery remained, by and large, fragile. Growth in 2015 slowed down to a mere 3.1% as against an already dismal 3.4% in 2014. Projected GDP growth in 2016 is 1.9% in the absence of any major upturn in economic activity.

The Indian economy too witnessed a challenging year and nominal GDP growth at 8.1% declined significantly during the period April 2015 to December 2015 as compared to the 11.4% achieved in the corresponding period in the previous year. There was a marked deceleration in the growth of corporate sales during the year under review. The Index of Industrial Production also grew by a mere 2.6% during the April 2015 to February 2016 period.

Fortunately, the low global crude oil prices and RBI's monetary policies helped contain inflation within acceptable levels. Economic reforms have not been significant enough to presage any major acceleration in the short term, keeping in mind the weak global economic scenario. The slow pace of economic reforms and the weak global economic scenario do not indicate any major acceleration in the short term. There is a possibility that the rate of inflation might increase during the latter part of 2016-17.

### FINANCIAL PERFORMANCE

Your Company recorded an operating income of ₹ 195.91 crores (previous year ₹ 180.63 crores) registering 8.46% growth over last year. Other income at ₹ 5.40 crores (previous year ₹ 2.85 crores) registered a growth of 47.22% as your Company's treasury operations continued to focus on deployment of temporary surplus liquidity within a well-defined risk management framework. Pre-tax profits stood at ₹ 19.75 crores (previous year ₹ 26.21 crores) and post-tax profits at ₹ 12.89 crores (previous year ₹ 18.38 crores) posted a diminishing growth over last year.

During the financial year 2015 -16, your Company earned ₹ 23.82 crores (previous year ₹ 20.01 crores) in foreign exchange from its Travel, Tours and Car Rental Services. Your Company's expenditure in foreign currency amounted to ₹ 0.31 crores (previous year ₹ 0.27 crores). Details of foreign exchange earnings and outflow are provided in Note 22 to the Financial Statements.

### PROFITS, DIVIDEND AND SURPLUS

The financial results of your Company, summarised, are as under:

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	(₹)	(₹)
a. Profit Before Tax	19,74,72,687	26,21,13,172
b. Tax Expense		
Current Tax	5,92,70,000	5,47,07,000
Deferred Tax	93,41,183	2,36,23,157
c. Profit After Tax	12,88,61,504	18,37,83,015
d. Add : Profit brought forward from previous years	1,08,50,96,405	96,67,56,284
e. Surplus available for appropriation	1,21,39,57,909	1,15,05,39,299
Less:		
- Depreciation on transition to Schedule II of the Companies Act, 2013 on Tangible Fixed Assets (Net of Deferred Tax ₹ Nil; 2015: ₹ 31,77,742) [Refer Note 22(vi)]	-	61,71,308
- Transfer to General Reserve	-	1,83,78,000
- Proposed Dividend	3,39,76,625	3,39,76,625
- Dividend Distribution Tax on Proposed Dividend	69,16,961	69,16,961
f. Balance carried forward to the following year	1,17,30,64,323	1,08,50,96,405

Your Directors are pleased to recommend a dividend of ₹ 4.25 per Equity Share of ₹ 10/- each for the year ended 31st March, 2016, thereby maintaining last year's dividend. Total cash outflow in this regard will be ₹ 4.09 crores including Dividend Distribution Tax of ₹ 0.69 crores.

Your Board has not recommended any transfer to General Reserve (previous year ₹ 1.84 crores). Consequently, the surplus in the Statement of Profit and Loss as at 31st March, 2016 would stand at ₹ 117.31 crores (previous year ₹ 108.51 crores).

### BUSINESS SEGMENTS

#### Air Travel

Global passenger traffic growth for 2015 showed an increase of 6.5% as compared to 2014 and is well above the 10-year average annual growth rate of 5.5%. While economic fundamentals were weaker in 2015 compared to 2014, passenger demand was boosted due to lower air fares. As regards domestic air travel, the fall in jet fuel prices has resulted in lower travel costs and hence, Indian domestic passenger traffic grew by 20% in 2015, mainly in the retail segment.

India is likely to become the third largest aviation market in the world by 2034, according to a forecast by the International Air Transport Association. With a view to achieving better connectivity to remote areas and different regions of the country, the Government has laid down certain route dispersal guidelines. The Government is persuading the State Governments to reduce VAT on aviation turbine fuel (ATF), as also allowing direct import of ATF by Indian carriers as actual users. Participation of foreign airlines up to 49% in the equity of scheduled air transport undertakings is also being permitted.

Despite increase in volume of tickets sold during the year, your Company's top line revenue was under pressure due to lower tariffs. Obviously, this also affected your Company's earnings from performance linked bonus (PLBs) by making it tougher to achieve targets.

Your Company received performance excellence awards from Singapore Airlines, Emirates Airlines, Hahn Air and GoAir.

### Car Rental Business

During the year, the car rental business across India was disrupted by aggregators. Commencing with retail segments the aggregators have now made a foray into the corporate market. This resulted in increased competition, falling tariffs and diminishing yields for car rental companies.

This segment of business continues to grow with the key demand drivers being the growing middle class, increased need for airport transfers with a growth in flight passengers, upgradation from the usual meter taxis, growth in the number of residential suburbs, increase in the working population, etc. The year also saw the advent of the car sharing concept with smart phone technologies adding to the volume of business.

Despite the increased competition and a tariff war due to the entry and growth of aggregators, the car rental vertical of your Company showed a growth of 8% over the previous year. Your Company maintained and increased its niche client base, making the fleet GPS enabled with multiple levels of tracking and monitoring. Emphasis on safety continued to be the priority. Chauffeur training continued with Hubert Ebner and the Institute of Road Traffic Education for defensive driving and soft skills.

The TravelSafe brand which was launched in the previous year continued on a growth trajectory. This provides corporate customers with a reliable yet affordable option.

During the year, your Company opened boutique offices at Vishakhapatnam and Ahmedabad to provide car rental services to corporate customers, besides starting Hotel Travel Service counters at both the locations. Your Company plans to start operations at other Tier II cities during 2016-17 in order to

expand geographically, service the existing customer base better, attract new clients and thus gain market share.

Your Company was awarded the Best Car Rental Company award by Today's Traveller Awards 2015.

### Forex

Your Company runs a full-fledged money changers (FFMC) business at nine of its IATA offices across India in order to provide a one stop shop for all travel requirements of the tourist. Your Company holds a valid FFMC licence issued by the Reserve Bank of India in this regard and the Vadodara IATA branch of the Company is the latest entry into this business.

### MICE

Your Company maintained its position in this segment by being the sole official travel partner for many events and has successfully organised several major Meetings, Incentives, Conferences & Events for Associations, Institutions, Government / non-Government bodies, Heads of State, Ministers and Corporate Houses. The major events organised by your Company were Auto Expo 2016- The Motor Show, ICAO Symposium, SATTE 2016, ACREX India 2016, 9th Renewable Energy India Show, CPhi India Show, India Wood, Delhi Gems & Jewellery Show and the India Nuclear Energy Show. During the year your Company won the coveted 'Star Conference Organiser 2015' award.

### Outbound and Domestic Tourism

Despite the continued depreciation of the Rupee making outbound travel expensive, your Company showed a robust growth in this segment. During the year under review your Company handled 9,000 outbound and domestic travellers with an 18% growth over the previous year. Inter division synergy in your Company was instrumental in generating more business for this segment from the corporate base of Ticketing and Car Rentals.

Your Company continued with joint promotions with Tourism Boards of various countries. The website of the Company was revamped and improved to generate more enquiries and business in this segment.

Your Company is working on providing an online booking system to clients to be able to book hotels and tour packages. The facility of a payment gateway for various services was initiated during the year to ensure safe and secure payment.

### Inbound Tourism Scenario

The number of Foreign Tourist Arrivals (FTAs) into India during 2013, 2014 and 2015 were 6.97 million, 7.68 million and 8.03 million respectively. FTAs have seen a 4.4% average growth, which is almost the average growth rate that is being registered the world over.

The introduction of Electronic Tourist Visa (ETV) by the Government of India was a path breaking measure, easing entry formalities for citizens of 150 countries at 16 airports in the country. During 2015, a total of 4,45,300 ETV holders visited India, indicating the success of the new online process. It is proposed to extend this facility to business travellers as well. Your Company is well poised to benefit from growth in this sector.

### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any subsidiary, associate or joint venture.

### INTERNAL FINANCIAL CONTROLS

Your Company's Corporate Governance Policy guides the conduct of affairs and clearly defines the roles, responsibilities and authorities at each level of its three tiered governance structure. The ITHL Code of Conduct requires the management to comply with financial and accounting policies, systems and processes, conduct business ethically and ensure strict compliance with all applicable laws and regulations. Both the above policies have been widely communicated across the organisation and together with the 'Strategy of Organisation', Planning & Review Processes and the Risk Management Framework, create a control environment across the Company and provide the foundation for Internal Financial Controls with reference to the Company's Financial Statements. Your Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Audit Committee and the Board. These Policies are supported by the Corporate Accounting and Systems Policies that apply to the entity as a whole and are practiced uniformly across the Company. The Accounting Policies are reviewed and updated from time to time. These in turn are supported by a set of business specific policies and Standard Operating Procedures (SOPs) that have been established for individual businesses. Your Company uses IT Systems as a business enabler and also to maintain its Books of Account. The SOPs in tandem with the Information Management Policy reinforces the control environment. Systems, SOPs and controls are reviewed by management and audited by Internal Audit whose findings and recommendations are reviewed by the Audit Committee and tracked through to implementation.

Your Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been assessed during the year taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of this assessment carried out by management, no reportable material weakness or significant

deficiencies in the design or operation of internal financial controls was observed. Nonetheless your Company recognises that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

### RISK MANAGEMENT

Your Company continues to focus on a systems-based approach to business risk management. Backed by strong internal control systems, the current Risk Management framework consists of the following key elements:

- The Corporate Governance Policy approved by the Board clearly lays down the roles and responsibilities of the various entities in relation to risk management covering a range of responsibilities, from the strategic to the operational. These role definitions provide the foundation for your Company's Risk Management Policy that is endorsed by the Board and is aimed at ensuring formulation of appropriate risk management procedures, their effective implementation and independent monitoring and reporting by Internal Audit.
- The Risk Assessment and Management Cell, through focused interactions with businesses, facilitates the identification and prioritisation of strategic and operational risks, development of appropriate mitigation strategies and conducts periodic reviews of the progress on the management of identified risks.
- A combination of centrally issued policies and evolved procedures brings robustness to the process of ensuring that business risks are effectively addressed.
- Appropriate structures are in place to proactively monitor and manage the inherent risks in businesses with unique / relatively high risk profiles.
- An independent Internal Audit function at the Corporate level carries out risk focused audits across all businesses, enabling identification of areas where risk management processes may need to be strengthened. The Audit Committee of the Board reviews Internal Audit findings and provides strategic guidance on internal controls. The Audit Review Committee closely monitors the internal control environment within your Company including implementation of action plans emerging out of internal audit findings.
- A framework of strategic planning and performance management ensures realisation of business objectives based on effective strategy implementation. The annual planning exercise requires identification of top risks and sets out a mitigation plan with agreed timelines and accountability.

Businesses are required to confirm periodically that all relevant risks have been identified, assessed, evaluated and that appropriate mitigation systems have been implemented.

The combination of policies and processes as outlined above adequately addresses the various risks associated with your Company's businesses.

### AUDIT AND SYSTEMS

Your Company believes that internal control is a necessary concomitant of the principle of governance that freedom of management should be exercised within a framework of appropriate checks and balances. Your Company remains committed to ensuring an effective internal control environment that provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds / errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

Your Company's independent and robust Internal Audit processes provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Internal Audit function consisting of an in-house team and outsourced professional firms is resourced to deliver audit assurances meeting high standards. In the context of the IT environment of your Company, systems and policies relating to Information Management are periodically reviewed and benchmarked for contemporariness. Compliance with the Information Management policies receives focused attention of the Internal Audit team.

The Audit Committee of your Board met four times during the year. The Terms of Reference of the Audit Committee inter alia included reviewing the adequacy and effectiveness of the internal control environment, monitoring implementation of the action plans emerging out of Internal Audit findings including those relating to strengthening of your Company's risk management systems, and discharge of statutory mandates.

### HUMAN RESOURCE DEVELOPMENT

Your Company realises that its employees are the most valuable human capital and that they play a major role in building the competitive advantage of business across geographies. Your Company is committed to improving productivity, effectiveness and efficiency of people, and its favourable environment and open work culture encourages innovation and meritocracy and harnesses employees' potential to the fullest resulting in customer delight.

Your Company's Human Resource policies and procedures have evolved to stay ahead with the dynamic business environment

and have enhanced organisational agility to remain compliant with the changing regulatory requirements.

Your Company is committed to creating a competent, engaged and talented workforce through talent management processes. Endeavour is made on enhancing business acumen, industry knowledge and developing team members.

The Company provides a gender friendly workplace and no case of sexual harassment was reported during the year. The Company has put in place a Grievance Redressal Procedure and an Internal Complaints Committee to ensure that grievances in this regard, if any, are effectively addressed.

### WHISTLEBLOWER POLICY

The Company's Whistleblower Policy encourages Directors and Employees to bring to the Company's attention instances of unethical behaviour, actual or suspected incidents of fraud or violation of the ITHL Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is the Company's Policy to ensure that no employee is victimised or harassed for bringing such incidents to the attention of the Company.

The practice of the Whistleblower Policy is overseen by the Audit Committee and no employee has been denied access to the Committee. The Whistleblower Policy is available on the Company's website at [https://www.travelhouseindia.com/policies/Whistleblower\\_Policy.pdf](https://www.travelhouseindia.com/policies/Whistleblower_Policy.pdf)

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company has adopted a CSR policy in the previous year outlining programmes and projects falling within the purview of Schedule VII of the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The annual report on CSR activities as required under Sections 134 and 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014 is provided in the Annexure forming part of this Report.

### DEPOSITS

Your Company has not accepted any deposit from the public / members under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the year.

### DIRECTORS

#### Changes in Directors

Mr Arun Pathak stepped down as a Non-Executive Director of your Company with effect from 15th April, 2016. Your Directors would like to record their appreciation of the services rendered by him.

Mr Jagdish Singh, on the recommendation of the Nominations & Remuneration Committee, was appointed by the Board of Directors of the Company ('the Board') as an Additional Non-Executive Director of your Company on 16th April, 2016. By virtue of the provisions of Article 130 of the Articles of Association of your Company and Section 161 of the Companies Act, 2013 ('the Act'), Mr Singh will vacate office at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for appointment. Your Board recommends his appointment.

Appropriate resolution seeking your approval to the aforesaid appointment appears in the Notice convening the Thirty Fifth AGM of your Company.

#### Retirement by Rotation

In accordance with the provisions of Section 152 of the Act read with Articles 143 and 144 of the Articles of Association of the Company, Mr Jehangir J Ghadiali will retire by rotation at the ensuing AGM of your Company and being eligible, offers himself for re-appointment. Your Board recommends his re-appointment.

#### Number of Board Meetings

During the year ended 31st March, 2016, five meetings of the Board were held.

#### Attributes, Qualifications & Independence of Directors and their Appointment

The Nominations & Remuneration Committee of the Board had approved the criteria for determining qualifications, positive attributes and independence of Directors in terms of the Act and the Rules thereunder, both in respect of Independent Directors and other Directors as applicable, as reported last year. The Governance Policy of the Company also, inter alia, requires that Non-Executive Directors, including Independent Directors, be drawn from amongst eminent professionals with experience in business / finance / law / public administration and enterprises.

The Board Diversity Policy of the Company requires the Board to have a balance of skills, experience and diversity of perspectives appropriate to the Company. The Articles of Association of the Company provide that the strength of the Board shall not be fewer than three nor more than twelve.

Directors are appointed / re-appointed with the approval of the members. All Directors, other than Independent Directors, are liable to retire by rotation, unless otherwise approved by the Members. One-third of the Directors who are liable to retire by rotation, retire every year and are eligible for re-appointment.

The Independent Directors of your Company have confirmed that they meet the criteria of independence as prescribed under Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's Policy relating to remuneration of Directors, Key Managerial Personnel and other employees is provided under the section 'Report on Corporate Governance' in the Report and Accounts.

#### Board Evaluation

The Nominations & Remuneration Committee has approved the Policy on Board Evaluation, Evaluation of Board Committees' functioning and individual Director Evaluation. Board performance is assessed against the role and responsibilities of the Board as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Company's Governance Policy. The parameters for Board performance evaluation have been derived from the Board's core role of trusteeship to protect and enhance shareholder value as well as fulfill expectations of other stakeholders through strategic supervision of the Company. Evaluation of functioning of Board Committees is based on discussions amongst Committee members and shared by the respective Committee Chairman with the Board. Individual Directors are evaluated in the context of the role played by each Director as a member of the Board at its meetings and in assisting the Board in realising its role of strategic supervision of the functioning of the Company in pursuit of its purpose and goals.

While the Board evaluated its performance against the parameters laid down by the Nominations & Remuneration Committee, the evaluation of individual Directors was carried out anonymously in order to ensure objectivity. The Board was briefed on functioning of Board Committees by the respective Committee Chairmen.

#### Key Managerial Personnel

During the year there was no change in the Key Managerial Personnel of your Company.

### AUDIT COMMITTEE & AUDITORS

The composition of the Audit Committee is provided under the section 'Board of Directors & Committees' in the Report and Accounts.

#### Statutory Auditors

The Auditors, Messrs S R Batliboi & Associates LLP, Chartered Accountants (SRB), were appointed with your approval at the Thirty Third AGM to hold such office for a period of three years. The Board, in terms of Section 139 of the Act, on the recommendation of the Audit Committee, has recommended for the ratification of the Members the appointment of SRB from the conclusion of the ensuing AGM till the conclusion of the Thirty Sixth AGM. The Board, in terms of Section 142 of the Act, on the recommendation of the Audit Committee, has also recommended for the approval of the Members the remuneration of SRB for the financial year 2016-17. Appropriate resolution in respect of the above appears in the Notice convening the Thirty Fifth AGM of the Company.

#### Secretarial Auditors

Your Board appointed Messrs PB & Associates, Company Secretaries, to conduct the secretarial audit of the Company for the financial year ended 31st March, 2016. The report of Messrs PB & Associates, Company Secretaries, is provided in the Annexure forming part of this Report, in terms of Section 204 of the Act.

### RELATED PARTY TRANSACTIONS

All contracts or arrangements entered into by the Company with its related parties during the financial year were in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Cause 49 of the Listing Agreement. All such contracts or arrangements have been approved by the Audit Committee. No material contracts or arrangements with related parties were entered into during the year under review. Accordingly, no transactions are being reported in Form No. AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

Your Company's Policy on Related Party Transactions, as adopted by your Board, can be accessed on the Company's website at [https://www.travelhouseindia.com/policies/Related\\_Party.pdf](https://www.travelhouseindia.com/policies/Related_Party.pdf)

### DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134 of the Companies Act, 2013, your Directors confirm having:-

- a) followed in the preparation of the Annual Accounts the applicable Accounting Standards with proper explanation

relating to material departures, if any;

- b) selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of your Company for that period;
- c) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) prepared the Annual Accounts on a going concern basis;
- e) laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and operating effectively; and
- f) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### OTHER INFORMATION

#### Compliance with conditions of Corporate Governance

The certificate of the Auditors, Messrs S R Batliboi & Associates LLP, Chartered Accountants, confirming compliance of conditions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed.

#### Going Concern Status

There is no significant or material order passed during the year by any regulator, court or tribunal impacting the going concern status of the Company or its future operations.

#### Extract of Annual Return

The information required under Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is annexed.

#### Particulars of Loans, Guarantees or Investments

During the year ended 31st March, 2016, the Company has neither given any loan or guarantee nor has made any investment under the provisions of Section 186 of the Companies Act, 2013.

#### Particulars relating to Conservation of Energy and Technology Absorption

Particulars as required under Section 134 of the Companies Act, 2013 relating to Conservation of Energy and Technology Absorption are provided below:

# International Travel House Limited

## REPORT OF THE BOARD OF DIRECTOR & MANAGEMENT DISCUSSION AND ANALYSIS

Conservation of Energy:

Steps taken on conservation of energy and impact thereof: NIL

Steps taken by the company for utilising alternate sources of energy: NIL

Capital investment on energy conservation equipment: NIL.

Technology Absorption:

I) Efforts, in brief, made towards technology absorption and benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc. :

ITH SMART has been commissioned and rolled out across all business locations to ensure sale of multiple products on a single platform with seamless integration into the financial records of your Company.

Benefits:

Improved client servicing flexibility, significant improvement in client response time, and higher level of productivity.

II) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

A) Details of technology imported - NIL

B) Year of import - NIL

C) Whether the technology been fully absorbed - NIL

D) If not fully absorbed, areas where absorption has not taken place, and the reasons therefore - NIL

III) Expenditure incurred on research and development - NIL

### Employees

The total number of employees as on 31st March, 2016 stood at 713.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of this Report.

The Managing Director of the Company was in receipt of remuneration aggregating ₹ 60 lakhs or more during the financial year ended 31st March, 2016. The information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is detailed below:

Name	Age	Designation / Nature of duties	Gross Remuneration (₹)	Qualification and Experience (Years)	Date of Commencement of Employment	Previous Employment / Position Held
J J Ghadiali	59	Managing Director	64,78,362/-	Diploma in Hotel Management (37 Years)	17 February 2008	General Manager, Park Sheraton

### FORWARD-LOOKING STATEMENTS

This Report contains forward-looking statements that involve risks and uncertainties. When used in this Report, the words 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will' and other similar expressions as they relate to the Company and / or its businesses are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

### FUTURE PROSPECTS

The prospects of a plentiful monsoon in 2016 augurs well for the Indian economy as it is likely to dampen inflation and improve

industrial productivity. While petroleum prices are expected to rise somewhat, they are still likely to be lower than the peaks reached a couple of years ago. Taken together, all these factors would keep India's import bill down, boost civil aviation, road transport and in turn boost the economy as a whole.

The Central Government is continuing its efforts under the Make in India programme and many positive signals have been received from various international manufacturers indicating their willingness to set up manufacturing joint ventures in India. Business travel shall definitely pick up once these ventures see the light of day.

On behalf of the Board

Place : New Delhi  
Date : 16th April, 2016

J J Ghadiali  
Managing Director

J Singh  
Director

# International Travel House Limited

## ANNEXURE

### Annual Report on CSR Activities of the Company for the financial year ended 31st March, 2016 [Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1.	A brief outline of the Company's CSR Policy including overview of projects or programmes proposed to be undertaken	The Corporate Social Responsibility (CSR) Policy provide that the Company may consider and undertake activities as provided in Schedule VII to the Companies Act, 2013 which inter-alia includes eradication of poverty, environmental sustainability, empowerment of women, enhancing vocational skills, protection of national heritage, promoting education, conservation of natural resources, contribution to PM's National Relief Fund, rural development projects and similar activities.  The details of the CSR Policy may be accessed on the Company's website <a href="https://www.travelhouseindia.com/policies/Corporate_Social_Responsibility.pdf">https://www.travelhouseindia.com/policies/Corporate_Social_Responsibility.pdf</a>  The Company has focussed on nation building by contributing towards the PM's National Relief Fund and promoting consumer education and awareness.
2.	Composition of CSR Committee	Mr A Bajjal (Chairman) Ms S Pillai Mr J J Ghadiali Ms J Aggarwal (Secretary to the Committee)
3.	Average Net Profits of the Company for last three financial years	₹ 26,36,88,037/-
4.	Prescribed CSR expenditure (two percent of the amount stated under 3 above)	₹ 52,73,761/-
5.	Details of CSR spent during the financial year 2015-16: Total amount spent for the financial year Total amount unspent	₹ 52,73,761/- Nil

Manner in which amount spent during the financial year 2015-16 is detailed below:

Sl. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programmes (1) Local area or other (2) State and district where projects or programmes were undertaken	Amount outlay (Budget) project or programmes wise	Amount spent on the projects or programmes Sub heads: 1. Direct expenditure on projects or programmes 2. Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
1.	Contribution to the Prime Minister's National Relief Fund	Covered under Clause (viii) of Schedule VII of the Companies Act, 2013	Others	₹ 50,73,761/-	₹ 50,73,761/-	₹ 50,73,761/-	Direct
2.	Promoting Consumer Education and awareness	Education [Covered under Clause(ii) of Schedule VII of the Companies Act, 2013]	Others	₹ 2,00,000/-	₹ 2,00,000/-	₹ 2,00,000/-	*Through Implementing Agency

\* Implementing Agency is the Consumer Education and Research Centre, Ahmedabad.

#### 6. Responsibility Statement of the CSR Committee

The CSR Committee affirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR Policy and objectives of the Company.

On behalf of the Board  
A Bajjal  
Chairman - CSR Committee  
J J Ghadiali  
Managing Director

Place : New Delhi  
Date : 16th April, 2016

# International Travel House Limited

## ANNEXURE

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the Financial Year ended on 31st March, 2016**

*[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

### I. REGISTRATION AND OTHER DETAILS

- i) CIN : L63040DL1981PLC011941  
ii) Registration Date : 29th June, 1981  
iii) Name of the Company : International Travel House Limited  
iv) Category / Sub-Category of the Company : Public company - Limited by shares  
v) Address of the Registered office and contact details : 'Travel House', T-2, Community Centre  
Sheikh Sarai, Phase-I, New Delhi-110 017  
Phone No. : 011 - 26017808  
Fax No. : 011 - 26015113  
e-mail ID : travelhouse@ith.co.in  
vi) Whether Listed Company : Yes  
vii) Name, Address and Contact details of Registrars and Transfer Agent, if any : MCS Share Transfer Agent Limited  
F – 65, Okhla Industrial Area, Phase - I,  
New Delhi-110 020  
Phone Nos.: (011) 41406149-52

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sl. No.	Name and Description of main products / services	NIC Code of the products / services	% to total turnover of the Company
I.	Travel Agents and Tour Operators	79110 and 79120	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

# International Travel House Limited

## ANNEXURE

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	49,31,896	5	49,31,901	61.69	49,31,896	5	49,31,901	61.69	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(1)</b>	<b>49,31,896</b>	<b>5</b>	<b>49,31,901</b>	<b>61.69</b>	<b>49,31,896</b>	<b>5</b>	<b>49,31,901</b>	<b>61.69</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>49,31,896</b>	<b>5</b>	<b>49,31,901</b>	<b>61.69</b>	<b>49,31,896</b>	<b>5</b>	<b>49,31,901</b>	<b>61.69</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	200	100	300	0.00	200	100	300	0.00	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	200	200	0.00	0	200	200	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>200</b>	<b>300</b>	<b>500</b>	<b>0.01</b>	<b>200</b>	<b>300</b>	<b>500</b>	<b>0.01</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	3,14,699	4,446	3,19,145	3.99	3,19,553	4,446	3,23,999	4.05	0.06
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	18,36,064	3,61,633	21,97,697	27.49	20,07,316	3,46,269	23,53,585	29.44	1.95

# International Travel House Limited

## ANNEXURE

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3,84,787	0	3,84,787	4.81	2,56,218	0	2,56,218	3.20	(1.61)
c) Others (specify)									
i) Trust & Foundations	3,150	0	3,150	0.04	3,150	0	3,150	0.04	0
ii) Non Resident Individuals	1,56,820	500	1,57,320	1.96	1,24,647	500	1,25,147	1.57	(0.4)
<b>Sub-total (B)(2)</b>	<b>26,95,520</b>	<b>3,66,579</b>	<b>30,62,099</b>	<b>38.30</b>	<b>27,10,884</b>	<b>3,51,215</b>	<b>30,62,099</b>	<b>38.30</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>26,95,720</b>	<b>3,66,879</b>	<b>30,62,599</b>	<b>38.31</b>	<b>27,11,084</b>	<b>3,51,515</b>	<b>30,62,599</b>	<b>38.31</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>76,27,616</b>	<b>3,66,884</b>	<b>79,94,500</b>	<b>100</b>	<b>76,42,980</b>	<b>3,51,520</b>	<b>79,94,500</b>	<b>100</b>	<b>0</b>

### (ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged / encumbered to total Shares	
1.	Russell Credit Limited	36,26,638	45.36	Nil	36,26,638	45.36	Nil	Nil
2.	Russell Investments Limited	10,17,663	12.72	Nil	10,17,663	12.72	Nil	Nil
3.	ITC Limited	2,87,600	3.59	Nil	2,87,600	3.59	Nil	Nil

### (iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	<b>No Change in Shareholding during the year</b>			
	Increase / Decrease in Promoters Shareholding during the year				
	At the end of the year				

# International Travel House Limited

## ANNEXURE

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
<b>1.</b>	<b>Rajasthan Global Securities Private Limited</b>				
	At the beginning of the year	<b>N.A.</b>	<b>N.A.</b>		
	Became part of the top ten Shareholders of the Company with effect from 11/12/2015	<b>27,449</b>	0.34		
	Increase / Decrease in Shareholding during the year i.e. w.e.f. 11/12/2015:				
	18/12/2015	16,016	0.20	43,465	0.54
	25/12/2015	21,683	0.27	65,148	0.81
	31/12/2015	33,678	0.42	98,826	1.23
	At the end of the year			<b>98,826</b>	<b>1.23</b>
<b>2.</b>	<b>Vijaya S</b>				
	At the beginning of the year	<b>90,788</b>	<b>1.14</b>		
	Increase / Decrease in Shareholding during the year:				
	23/10/2015	(1,000)	0.01	89,788	1.13
	30/10/2015	(3,677)	0.05	86,111	1.08
	06/11/2015	(2,500)	0.03	83,611	1.05
	25/12/2015	(2,231)	0.03	81,380	1.02
	31/12/2015	(6,380)	0.08	75,000	0.94
	05/02/2016	(5)	0.00	74,995	0.94
	12/02/2016	(4,706)	0.06	70,289	0.88
	At the end of the year			<b>70,289</b>	<b>0.88</b>
<b>3.</b>	<b>Dr Sanjeev Arora</b>				
	At the beginning of the year	<b>92,488</b>	<b>1.16</b>		
	Increase / Decrease in Shareholding during the year:				
	10/07/2015	(2,706)	0.03	89,782	1.13
	17/07/2015	(5,000)	0.06	84,782	1.07
	24/07/2015	(3,000)	0.04	81,782	1.03
	31/07/2015	(2,310)	0.03	79,472	1.00
	07/08/2015	(2,000)	0.03	77,472	0.97
	08/01/2016	(4,000)	0.05	73,472	0.92
	15/01/2016	(4,000)	0.05	69,472	0.87
	22/01/2016	(1,000)	0.01	68,472	0.86
	29/01/2016	(3,000)	0.04	65,472	0.82
	05/02/2016	(3,260)	0.04	62,212	0.78
	At the end of the year			<b>62,212</b>	<b>0.78</b>

# International Travel House Limited

## ANNEXURE

Sl. No.	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
<b>4.</b>	<b>Indian Syntans Investments (P) Ltd</b>				
	At the beginning of the year	<b>42,399</b>	<b>0.53</b>		
	Increase / Decrease in Shareholding during the year:	0	0	0	0
	At the end of the year			<b>42,399</b>	<b>0.53</b>
<b>5.</b>	<b>Vikram Chinubhai Shah</b>				
	At the beginning of the year	<b>25,500</b>	<b>0.32</b>		
	Increase / Decrease in Shareholding during the year:	0	0	0	0
	At the end of the year			<b>25,500</b>	<b>0.32</b>
<b>6.</b>	<b>Shanthi Chandrasekhar</b>				
	At the beginning of the year	<b>25,019</b>	<b>0.31</b>		
	Increase / Decrease in Shareholding during the year:	0	0	0	0
	At the end of the year			<b>25,019</b>	<b>0.31</b>
<b>7.</b>	<b>Chandrasekhar D</b>				
	At the beginning of the year	<b>23,527</b>	<b>0.29</b>		
	Increase / Decrease in Shareholding during the year:	0	0	0	0
	At the end of the year			<b>23,527</b>	<b>0.29</b>
<b>8.</b>	<b>Om Prakash Rawat</b>				
	At the beginning of the year	<b>N.A.</b>	<b>N.A.</b>		
	Became part of the top ten Shareholders of the Company with effect from 20/11/2015	<b>16,000</b>	<b>0.20</b>		
	Increase / Decrease in Shareholding during the year i.e. w.e.f. 20/11/2015:				
	11/12/2015#	0	0	16,000	0.20
	25/12/2015#	0	0	16,000	0.20
	04/03/2016	2,213	13.83	18,213	0.23
	11/03/2016	1,787	9.81	20,000	0.25
	At the end of the year			<b>20,000</b>	<b>0.25</b>
	<i># Ceased to be part of the top ten Shareholders of the Company on 11/12/2015 and again became part of the top ten Shareholders of the Company with effect from 25/12/2015.</i>				
<b>9.</b>	<b>S Shyam</b>				
	At the beginning of the year	<b>64431</b>	<b>0.81</b>		
	Increase / Decrease in Shareholding during the year:				
	27/11/2015	(385)	0.01	64,046	0.80
	04/12/2015	(11,848)	0.15	52,198	0.65
	15/01/2016	(4,320)	0.05	47,878	0.60
	22/01/2016	(178)	0.00	47,700	0.60
	26/02/2016	(3,000)	0.04	44,700	0.56

# International Travel House Limited

## ANNEXURE

Sl. No.	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	04/03/2016	(9505)	0.12	35195	0.44
	11/03/2016	(7215)	0.09	27980	0.35
	18/03/2016	(2629)	0.03	25351	0.32
	25/03/2016	(5396)	0.07	19955	0.25
	At the end of the year			<b>19955</b>	<b>0.25</b>
<b>10</b>	<b>Rajan Rakheja</b>				
	At the beginning of the year	<b>N.A.</b>	<b>N.A.</b>		
	Became part of the top ten Shareholders of the Company with effect from 29/01/2016	<b>15,617</b>	<b>0.19</b>		
	Increase / Decrease in Shareholding during the year i.e. w.e.f. 29/01/2016:	0	0	0	0
	At the end of the year			<b>15,617</b>	<b>0.19</b>
<b>11.</b>	<b>Ramesh Damani</b>				
	At the beginning of the year	<b>24,027</b>	<b>0.30</b>		
	Increase / Decrease in Shareholding during the year:				
	10/04/2015	(5,580)	0.07	18,447	0.23
	17/04/2015 #	(5,000)	0.06	13,447	0.17
	At the end of the year			<b>N.A.</b>	<b>N.A.</b>
	# Ceased to be part of the top ten Shareholders of the Company with effect from 17/04/2015.				
<b>12.</b>	<b>Sekhar Shyam</b>				
	At the beginning of the year	<b>N.A.</b>	<b>N.A.</b>		
	Became part of the top ten Shareholders of the Company with effect from 24/04/2015	<b>20,333</b>	<b>0.25</b>		
	Increase / Decrease in Shareholding during the year i.e. w.e.f. 24/04/2015:				
	06/11/2015	(1,000)	0.01	19,333	0.24
	13/11/2015	(1,659)	0.02	17,674	0.22
	20/11/2015 #	0	0	17,674	0.22
	At the end of the year			<b>N.A.</b>	<b>N.A.</b>
	# Ceased to be part of the top ten Shareholders of the Company with effect from 20/11/2015.				
<b>13.</b>	<b>Vinithra Sekhar</b>				
	At the beginning of the year	<b>N.A.</b>	<b>N.A.</b>		
	Became part of the top ten Shareholders of the Company with effect from 17/04/2015	<b>16,526</b>	<b>0.21</b>		
	Increase / Decrease in Shareholding during the year i.e. w.e.f. 17/04/2015:				
	24/04/2015 #	0	0	16,526	0.21
	At the end of the year			<b>N.A.</b>	<b>N.A.</b>
	# Ceased to be part of the top ten Shareholders of the Company with effect from 24/04/2015.				

# International Travel House Limited

## ANNEXURE

Sl. No.	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
<b>14.</b>	<b>Ojas Consulting Pvt. Ltd.</b>				
	At the beginning of the year	<b>1,01,342</b>	<b>1.27</b>		
	Increase / Decrease in Shareholding during the year:				
	11/12/2015	(25,000)	0.31	76,342	0.95
	18/12/2015	(11,000)	0.41	65,342	0.82
	31/12/2015	(35,842)	0.45	29,500	0.37
	08/01/2016	(6,141)	0.08	23,359	0.29
	15/01/2016	(2,243)	0.02	21,116	0.26
	29/01/2016 #	(21,116)	0.26	0	0
	At the end of the year			<b>N.A.</b>	<b>N.A.</b>
	# Ceased to be part of the top ten Shareholders of the Company with effect from 29/01/2016.				
<b>15.</b>	<b>Pranay Hemchand Jain</b>				
	At the beginning of the year	<b>17,500</b>	<b>0.22</b>		
	Increase / Decrease in Shareholding during the year:				
	25/12/2015#	(17,500)	0.22	0	0
	At the end of the year			<b>N.A.</b>	<b>N.A.</b>
	# Ceased to be part of the top ten Shareholders of the Company with effect from 25/12/2015.				

Note: The dates of increase / decrease in shareholding, as indicated above, are based on downloads of beneficial ownership provided by the Depositories, generally every Friday.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares held singly / jointly	% of total Shares of the Company	No. of Shares held singly / jointly	% of total Shares of the Company
<b>I.</b>	<b>N Anand (Chairman)</b>				
	At the beginning of the year	<b>100</b>	<b>0</b>		
	Increase / Decrease in Shareholding during the year	0	0	0	0
	At the end of the year			<b>100</b>	<b>0</b>

Messrs J J Ghadiali, A Baijal, A Rajput, H P Ranina, J Singh, K L Thapar, and Ms S Pillai, Directors, Mr S Datta, Chief Financial Officer and Ms J Aggarwal, Company Secretary, did not hold any Shares of the Company, either at the beginning or at the end of the year or at any time during the year.

# International Travel House Limited

## ANNEXURE

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

( ₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	182.84	0.00	0.00	182.84
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total ( i + ii + iii )</b>	<b>182.84</b>	<b>0.00</b>	<b>0.00</b>	<b>182.84</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	0.00	0.00	0.00	0.00
• Reduction	(182.84)	0.00	0.00	(182.84)
<b>Net Change</b>	<b>(182.84)</b>	<b>0.00</b>	<b>0.00</b>	<b>(182.84)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total ( i + ii + iii )</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Wholetime Directors and / or Manager:

( ₹ in Lakhs)

Sl. No.	Particulars of Remuneration of Mr J J Ghadiali (Managing Director)	Total Amount
1.	Gross salary	
	(i) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	43.96
	(ii) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	10.85
	(iii) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	0.00
2.	Stock Option	0.00
3.	Sweat Equity	0.00
4.	Commission	
	- as % of profit	0.00
	- others, specify	0.00
5.	Others, please specify	0.00
	<b>Total (A)</b>	<b>54.81</b>
	<b>Ceiling as per the Act</b> (Being 5% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)	<b>104.80</b>

# International Travel House Limited

## ANNEXURE

### B. Remuneration to the other Directors:

(₹ in Lakhs)

Sl. No.	Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board and Board Committee Meetings	Commission	Independent Directors' Meeting Fees	
<b>1.</b>	<b>Independent Directors</b>				
	A Baijal	0.75	0.00	0.10	0.85
	S Pillai	1.05	0.00	0.10	1.15
	H P Ranina	1.35	0.00	0.10	1.45
	K L Thapar	1.35	0.00	0.10	1.45
	<b>Total (B)(1)</b>				<b>4.90</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>				
	N Anand	0.00	0.00	0.00	0.00
	A Pathak	0.00	0.00	0.00	0.00
	A Rajput	0.00	0.00	0.00	0.00
	<b>Total (B)(2)</b>				<b>0.00</b>
	<b>Total Amount (B) = (B)(1) + (B)(2)</b>				<b>4.90</b>
	<b>Total Managerial Remuneration (A+B)</b>				<b>59.71</b>
	<b>Overall Ceiling as per the Act</b>				<b>230.56</b>
	<i>(Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)</i>				

### C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		S Datta Chief Financial Officer	J Aggarwal Company Secretary	
1.	Gross salary			
	(i) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	43.43	26.10	69.53
	(ii) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	5.54	1.94	7.48
	(iii) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission			
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	<b>Total</b>	<b>48.97</b>	<b>28.04</b>	<b>77.01</b>

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

against the Company, Directors and other Officers in Default under the Companies Act, 2013 : NONE

On behalf of the Board

Place : New Delhi  
Dated : 16th April, 2016

J J Ghadiali  
Managing Director

J Singh  
Director

# International Travel House Limited

## ANNEXURE

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Directors & Key Managerial Personnel	Designation	Ratio of Remuneration to Median remuneration of all employees	Increase in Remuneration over LY (%)
N Anand	Non-Executive Chairman	–	–
J J Ghadiali	Managing Director	17:1	8%
A Baijal	Independent Director	0.23:1	143%
A Pathak	Non-Executive Director	–	–
S Pillai	Independent Director	0.31:1	53%
A Rajput	Non-Executive Director	–	–
H P Ranina	Independent Director	0.39:1	81%
K L Thapar	Independent Director	0.39:1	81%
S Datta	Chief Financial Officer	13:1	5%
J Aggarwal	Company Secretary	8:1	5%

Sitting fees to Independent Directors were enhanced w.e.f. 23rd July, 2015 and Non-Executive Non-Independent Directors are not paid any sitting fees.

### Notes

- The number of permanent employees as on 31st March, 2016 was 713.
- Compared to the previous year 2014-15, the figures for the current year 2015-16 reflect that:
  - Gross Turnover has grown by 9.95% whereas PBT and EPS have declined by 24.66% & 29.88% respectively.
  - Median remuneration and average remuneration of employees have increased by 10.54% and 10.95% respectively.
  - Average remuneration of employees excluding Key Managerial Personnel (KMPs) has increased by 11.10%.
  - Remuneration of KMPs has increased by 6.47%.
- No employee's remuneration for the year 2015-16 exceeded the remuneration of the highest paid Director.
- The remuneration of the Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company stated under the section 'Report on Corporate Governance' which forms part of the Report and Accounts.
- The market capitalisation of the Company as on 31st March, 2016 decreased by 32.43% when compared to that of 31st March, 2015. The Company has not made any public offer in the recent past and accordingly, comparison of public offer price and the current market price of the Company's shares will not be relevant.
- The PE ratio as on 31st March, 2016 stood at 10.49 (31st March, 2015:10.89).
- Performance Bonus of the Managing Director is the variable component of his remuneration. Key parameters for determining the same are provided in the Remuneration Policy of the Company.

On behalf of the Board

Place : New Delhi  
Date : 16th April, 2016

J J Ghadiali  
Managing Director

J Singh  
Director

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

The Members,

**International Travel House Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by International Travel House Limited, a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at "Travel House", T-2, Community Centre, Sheikh Sarai, Phase-I, New Delhi -110017 (hereinafter referred to as the 'Company') for the period commencing from 1st April, 2015 till 31st March, 2016 (hereinafter referred to as the 'Audit Period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinions thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as applicable upto 14th May, 2015;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as applicable since 15th May, 2015;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable since 1st December, 2015;
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (vi) The other laws as informed and certified by the Management of the Company which are specifically applicable to the Company based on their sector / industry are:
  1. The Motor Vehicles Act, 1988;
  2. Rent a Cab Scheme, 1989

We have also examined compliance with the applicable clauses of the following:

- (i) The Secretarial Standards issued by The Institute of Company Secretaries of India effective 1st July, 2015.
- (ii) The Equity Listing Agreement with the Bombay Stock Exchange Limited (BSE), as applicable upto 30th November 2015, thereafter SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 as applicable since 1st December, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.

Adequate notice is given to all Directors for the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has had no specific events / actions that have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

for P B & Associates  
Company Secretaries

Place : New Delhi  
Date : 16 April, 2016

Pooja Bhatia  
FCS: 7673 CP: 6485

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

# International Travel House Limited

## ANNEXURE

### Annexure : A

The Members,  
International Travel House Limited  
"Travel House", T-2 Community Centre,  
Sheikh Sarai, Phase-I New Delhi - 110 017

Our report of the even date is to be read along with this letter

- i. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- iv. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- v. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for P B & Associates  
Company Secretaries

Place : New Delhi  
Date : 16th April, 2016

Pooja Bhatia  
FCS: 7673 CP: 6485

## CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

To the Members of International Travel House Limited

We have examined the compliance of conditions of Corporate Governance by International Travel House Limited, for the year ended on March 31, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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 the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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.

for S. R. Batliboi & Associates  
LLP ICAI Firm Registration No.101049W  
Chartered Accountants

Place : Gurgaon  
Date : 16th April, 2016

per Yogesh Midha  
Partner  
Membership No.: 94941

We, J J Ghadiali, Managing Director and S Datta, Chief Financial Officer certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief :
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - i) There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi  
Date : 16th April, 2016

J J Ghadiali  
Managing Director

S Datta  
Chief Financial Officer

# International Travel House Limited

## BALANCE SHEET

AS AT 31ST MARCH, 2016

	Note	As at 31st March, 2016		As at 31st March, 2015	
		₹	₹	₹	₹
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
Share Capital	1	7,99,45,000		7,99,45,000	
Reserves and Surplus	2	<u>1,46,11,98,995</u>	<u>1,54,11,43,995</u>	<u>1,37,32,31,077</u>	<u>1,45,31,76,077</u>
<b>Non-Current Liabilities</b>					
Deferred Tax Liabilities (Net)	3	2,94,56,485		2,01,15,302	
Other Long-Term Liabilities	4	91,33,573		1,51,94,421	
Long-Term Provisions	5	<u>2,26,24,778</u>	<u>6,12,14,836</u>	<u>1,95,32,482</u>	<u>5,48,42,205</u>
<b>Current Liabilities</b>					
<b>Trade Payables</b>					
i. Total Outstanding dues of micro enterprises and small enterprises [Note 22(iv)]					
			-		-
ii. Total Outstanding dues of creditors other than micro enterprises and small enterprises					
		<u>26,60,78,497</u>		<u>26,99,58,533</u>	
Other Current Liabilities	6	8,46,73,904		9,75,38,135	
Short-Term Provisions	7	<u>5,92,62,377</u>	<u>41,00,14,778</u>	<u>5,92,65,070</u>	<u>42,67,61,738</u>
<b>TOTAL</b>			<u><b>2,01,23,73,609</b></u>		<u><b>1,93,47,80,020</b></u>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
<b>Fixed Assets</b>					
8					
Tangible Assets		<u>45,49,23,510</u>		<u>42,49,33,457</u>	
Intangible Assets		4,59,98,292		4,86,64,880	
Capital Work-in-progress - Tangible Assets		58,29,582		39,40,787	
Intangible Assets Under Development		<u>2,43,025</u>	<u>50,69,94,409</u>	<u>9,82,962</u>	<u>47,85,22,086</u>
Non-Current Investments	9		-		-
Long-Term Loans and Advances	10		<u>5,23,62,754</u>		<u>5,24,86,948</u>
			<u><b>55,93,57,163</b></u>		<u><b>53,10,09,034</b></u>
<b>Current Assets</b>					
Current Investments	11	23,00,00,000		25,50,00,000	
Trade Receivables	12	94,20,23,313		94,47,48,955	
Cash and Bank Balance	13	14,45,51,651		9,88,52,561	
Short-Term Loans and Advances	14	12,48,33,196		8,06,83,514	
Other Current Assets	15	<u>1,16,08,286</u>	<u>1,45,30,16,446</u>	<u>2,44,85,956</u>	<u>1,40,37,70,986</u>
<b>TOTAL</b>			<u><b>2,01,23,73,609</b></u>		<u><b>1,93,47,80,020</b></u>

The accompanying notes 1 to 25 are an integral part of the Financial Statements.

In terms of our report attached  
for S. R. Batliboi & Associates LLP  
ICAI Firm Registration No.: 101049W  
Chartered Accountants

per Yogesh Midha  
Partner  
Membership No.: 94941

Place : Gurgaon  
Date : 16th April, 2016

On behalf of the Board

J J Ghadiali  
Managing Director

S Datta  
Chief Financial Officer

Place : New Delhi  
Date : 16th April, 2016

J Singh  
Director

J Aggarwal  
Company Secretary

# International Travel House Limited

## STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2016

	Note	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
		₹	₹	₹	₹
<b>REVENUE FROM OPERATIONS</b>	16				
Sale of Services		1,91,31,30,959		1,73,99,32,444	
Other Operating Revenue		<u>4,59,32,106</u>	1,95,90,63,065	<u>6,63,61,315</u>	1,80,62,93,759
<b>OTHER INCOME</b>	17		<u>5,39,91,995</u>		2,85,21,002
<b>Total Revenue</b>			<u><b>2,01,30,55,060</b></u>		<u><b>1,83,48,14,761</b></u>
<b>EXPENSES</b>					
Employee Benefits Expense	18		44,40,92,070		40,05,98,586
Finance Costs	19		2,61,362		10,25,656
Depreciation and Amortisation Expense	8		11,93,09,475		6,74,19,695
Other Expenses	20		<u>1,25,19,19,466</u>		<u>1,10,36,57,652</u>
<b>Total Expenses</b>			<u><b>1,81,55,82,373</b></u>		<u><b>1,57,27,01,589</b></u>
<b>PROFIT BEFORE TAX</b>			<b>19,74,72,687</b>		26,21,13,172
<b>TAX EXPENSE:</b>					
Current Tax	21		5,92,70,000		5,47,07,000
Deferred Tax			93,41,183		2,36,23,157
<b>PROFIT FOR THE YEAR</b>			<u><b>12,88,61,504</b></u>		<u><b>18,37,83,015</b></u>
Earnings Per Share (Face Value of ₹ 10/- each)					
Basic	22 (ii)		16.12		22.99
Diluted	22 (ii)		16.12		22.99

The accompanying notes 1 to 25 are an integral part of the Financial Statements.

In terms of our report attached  
for S. R. Batliboi & Associates LLP  
ICAI Firm Registration No.: 101049W  
Chartered Accountants

per Yogesh Midha  
Partner  
Membership No.: 94941

Place : Gurgaon  
Date : 16th April, 2016

On behalf of the Board

J J Ghadiali  
Managing Director

J Singh  
Director

S Datta  
Chief Financial Officer

J Aggarwal  
Company Secretary

Place : New Delhi  
Date : 16th April, 2016

# International Travel House Limited

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2016

	For the year ended 31st March, 2016 ₹	For the year ended 31st March, 2015 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	19,74,72,687	26,21,13,172
Adjustments for:		
Depreciation and Amortisation Expense	11,93,09,475	6,74,19,695
Finance Costs	2,61,362	10,25,656
Interest Income	(44,05,722)	(16,99,793)
Dividend Income from Current Investments	-	(89,04,196)
Net Gain on Sale of Current Investments	(3,44,81,048)	(27,78,451)
Gain on Sale of Fixed Assets / Discarded – Net	(1,50,93,077)	(1,50,99,917)
Doubtful and Bad Debts	40,67,118	60,61,387
Foreign Currency Translations and Transactions – Net	(78,831)	(1,39,939)
Liabilities no Longer Required Written Back (included in Note 16)	(3,42,96,809)	(3,76,31,126)
<b>Operating Profit Before Working Capital Changes</b>	<b>23,27,55,155</b>	<b>27,03,66,488</b>
Adjustments for:		
Trade Receivables, Loans and Advances and Other Assets	(3,65,49,661)	(8,01,05,583)
Trade Payables, Other Liabilities and Provisions	1,67,93,062	72,32,285
<b>Cash Generated from Operations</b>	<b>21,29,98,556</b>	<b>19,74,93,190</b>
Income Tax Paid	(6,32,30,448)	(5,92,23,307)
<b>Net Cash from Operating Activities</b>	<b>14,97,68,108</b>	<b>13,82,69,883</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets / Capital Advance	(15,25,75,604)	(24,06,82,546)
Sale of Fixed Assets	2,49,60,219	2,20,59,204
Purchase of Current Investments	(3,40,25,00,000)	(2,61,39,04,196)
Sale / Redemption of Current Investments	3,42,75,00,000	2,77,30,60,978
Redemption / Maturity of Fixed Deposit	5,25,00,000	-
Investment in Bank Deposits (having original maturity of more than 3 months)	(5,58,12,540)	(5,25,00,000)
Dividend Income from Current Investments Received	-	89,04,196
Net Gain on Sale of Current Investments	3,44,81,048	46,76,500
Interest Received	43,91,516	2,78,375
<b>Net Cash Used in Investing Activities</b>	<b>(6,70,55,361)</b>	<b>(9,81,07,489)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long-Term Borrowings	-	(78,491)
Interest Paid	(2,61,362)	(10,25,656)
Net increase in Statutory Restricted Accounts Balances	3,74,963	1,49,536
Dividend Paid	(3,39,76,625)	(3,39,76,625)
Income Tax on Dividend Paid	(69,16,961)	(57,74,327)
<b>Net Cash Used in Financing Activities</b>	<b>(4,07,79,985)</b>	<b>(4,07,05,563)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>4,19,32,762</b>	<b>(5,43,169)</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>4,13,50,967</b>	<b>4,18,94,136</b>
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>8,32,83,729</b>	<b>4,13,50,967</b>

# International Travel House Limited

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2016

	For the year ended 31st March, 2016 ₹	For the year ended 31st March, 2015 ₹
Notes:		
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 Cash Flow Statements.		
2. CASH AND BANK BALANCES :		
Cash and Cash Equivalents as above	8,32,83,729	4,13,50,967
Other Bank Balances - Fixed Deposits	5,58,12,538	5,25,00,000
Unrealised Gain / (Loss) on Foreign Currency Cash and Cash Equivalents	46,244	(32,583)
Balances in Statutory Restricted Accounts	54,09,140	50,34,177
Cash and Bank Balances (Note 13)	<u>14,45,51,651</u>	<u>9,88,52,561</u>

The accompanying notes 1 to 25 are an integral part of the Financial Statements.

In terms of our report attached  
for S. R. Batliboi & Associates LLP  
ICAI Firm Registration No.: 101049W  
Chartered Accountants

On behalf of the Board

J J Ghadiali  
Managing Director

J Singh  
Director

S Datta  
Chief Financial Officer

J Aggarwal  
Company Secretary

per Yogesh Midha  
Partner  
Membership No.: 94941

Place : Gurgaon  
Date : 16th April, 2016

Place : New Delhi  
Date : 16th April, 2016

## NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2016 (No. of Shares) ₹		As at 31st March, 2015 (No. of Shares) ₹	
<b>I. SHARE CAPITAL</b>				
<b>Authorised</b>				
Equity Shares of ₹10/- each	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
Redeemable Cumulative Preference Shares of ₹100/- each	2,00,000	2,00,00,000	2,00,000	2,00,00,000
<b>Total</b>	<u>1,02,00,000</u>	<u>12,00,00,000</u>	<u>1,02,00,000</u>	<u>12,00,00,000</u>
<b>Issued</b>				
Equity Shares of ₹10/- each, fully paid	80,00,000	8,00,00,000	80,00,000	8,00,00,000
<b>Subscribed</b>				
Equity Shares of ₹10/- each, fully paid	79,94,500	7,99,45,000	79,94,500	7,99,45,000
<b>Total</b>	<u>79,94,500</u>	<u>7,99,45,000</u>	<u>79,94,500</u>	<u>7,99,45,000</u>
<b>a. Reconciliation of the number of equity shares outstanding</b>				
At the beginning of the year	79,94,500	7,99,45,000	79,94,500	7,99,45,000
Add: Issued during the year	-	-	-	-
<b>As at the end of the year</b>	<u>79,94,500</u>	<u>7,99,45,000</u>	<u>79,94,500</u>	<u>7,99,45,000</u>

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2016		As at 31st March, 2015	
	(No. of Shares)	%	(No. of Shares)	%
<b>b. Shareholders holding more than 5% of the equity shares in the Company</b>				
Russell Credit Limited	36,26,638	45.36	36,26,638	45.36
Russell Investment Limited	10,17,663	12.73	10,17,663	12.73

**c. Rights, preferences and restrictions attached to the equity shares**

The Equity Shares of the Company, having par value of ₹10/- per share, rank *pari passu* in all respects including voting rights and entitlement to dividend.

	As at 31st March, 2016		As at 31st March, 2015	
	₹	₹	₹	₹
<b>2. RESERVES AND SURPLUS</b>				
<b>Capital Reserve</b>				
At the beginning and at the end of the year		31,52,525		31,52,525
<b>Securities Premium Account</b>				
At the beginning and at the end of the year		11,85,59,230		11,85,59,230
<b>General Reserve</b>				
At the beginning of the year		16,64,22,917		14,80,44,917
Add: Transfer from Surplus in Statement of Profit and Loss		—		1,83,78,000
At the end of the year		16,64,22,917		16,64,22,917
<b>Surplus in Statement of Profit and Loss</b>				
At the beginning of the year		1,08,50,96,405		96,67,56,284
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on Tangible Fixed Assets (net of tax)		—		61,71,308
Add: Profit for the year		12,88,61,504		18,37,83,015
Less: Transfer to General Reserve		—		1,83,78,000
Proposed Dividend [ ₹ 4.25 (2015 - ₹ 4.25) per share]		3,39,76,625		3,39,76,625
Income Tax on Proposed Dividend		69,16,961		69,16,961
At the end of the year		1,17,30,64,323		1,08,50,96,405
<b>Total</b>		<b>1,46,11,98,995</b>		<b>1,37,32,31,077</b>

**3. DEFERRED TAX (ASSETS) / LIABILITIES (NET)**

**Deferred Tax Liabilities**

On Fiscal Allowances on Fixed Assets		4,98,73,874		3,68,38,467
		<u>4,98,73,874</u>		<u>3,68,38,467</u>

**Deferred Tax Assets**

On Employees' Separation and Retirement etc.		29,80,692		26,21,982
On Provision for Doubtful Debts / Advances		59,48,555		45,59,593
Other Timing Differences		1,14,88,142		95,41,590
<b>Total</b>		<b>2,04,17,389</b>		<b>1,67,23,165</b>
		<u>2,94,56,485</u>		<u>2,01,15,302</u>

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2016		As at 31st March, 2015
	₹		₹
<b>4. OTHER LONG-TERM LIABILITIES</b>			
Advance received from Customers / Suppliers	<u>91,33,573</u>		<u>1,51,94,421</u>
<b>Total</b>	<u>91,33,573</u>		<u>1,51,94,421</u>
<b>5. LONG-TERM PROVISIONS</b>			
<b>Provisions for Employee Benefits</b>			
Retirement Benefits	21,42,303		26,44,705
Other Benefits	<u>2,04,82,475</u>		<u>1,68,87,777</u>
<b>Total</b>	<u>2,26,24,778</u>		<u>1,95,32,482</u>
<b>6. OTHER CURRENT LIABILITIES</b>			
Unpaid Dividend *	54,09,140		50,34,177
Other Payables	<u>7,92,64,764</u>		<u>9,25,03,958</u>
<b>Total</b>	<u>8,46,73,904</u>		<u>9,75,38,135</u>
* Represents dividend amounts either not claimed or kept in abeyance in terms of Section 126 of the Companies Act, 2013 / Section 206A of the Companies Act, 1956, or such amounts which are subject matter of pending legal disputes.			
<b>Other Payables Comprise:</b>			
Payables for Fixed Assets	-		34,49,709
Statutory Liabilities	55,92,388		47,41,517
Advances received from Customers / Suppliers	6,03,62,019		7,16,44,338
Others	<u>1,33,10,357</u>		<u>1,26,68,394</u>
<b>Total</b>	<u>7,92,64,764</u>		<u>9,25,03,958</u>
<b>7. SHORT-TERM PROVISIONS</b>			
Current portion of Long-Term Employee Benefits			
Retirement Benefits	64,70,421		49,31,525
Other Benefits	<u>46,65,444</u>	1,11,35,865	<u>32,45,346</u>
Current Taxation (net of advance payment)		72,32,926	1,01,94,613
Proposed Dividend		<u>3,39,76,625</u>	<u>3,39,76,625</u>
Income Tax on Proposed Dividend		69,16,961	69,16,961
<b>Total</b>		<u>5,92,62,377</u>	<u>5,92,65,070</u>

# International Travel House Limited

## NOTES TO THE FINANCIAL STATEMENTS

### 8. FIXED ASSETS

₹

Particulars	GROSS BLOCK							As At 31st March, 2016
	As At 31st March, 2014	Additions	Withdrawals and Adjustments	As At 31st March, 2015	Additions	Withdrawals and Adjustments		
<b>Tangible Assets</b>								
Buildings:								
Free Hold	43,32,648	–	–	43,32,648	–	–		<b>43,32,648</b>
Lease Hold	2,49,54,702	–	–	2,49,54,702	–	–		<b>2,49,54,702</b>
Total Buildings	2,92,87,350	–	–	2,92,87,350	–	–		<b>2,92,87,350</b>
Plant and Equipment	6,30,67,227	1,72,93,458	36,52,439	7,67,08,246	1,81,31,140	1,65,91,107		<b>7,82,48,279</b>
Furniture and Fixtures	1,69,27,776	1,61,890	–	1,70,89,666	15,14,723	9,13,136		<b>1,76,91,253</b>
Motor Vehicles (Commercial)	53,44,07,479	21,05,90,892	6,26,38,609	68,23,59,762	9,80,13,577	7,98,72,782		<b>70,05,00,557</b>
Motor Vehicles (Non - Commercial)	1,85,85,778	22,72,156	43,65,229	1,64,92,705	93,83,648	25,64,356		<b>2,33,11,997</b>
Office Equipment	1,80,47,122	89,361	8,53,288	1,72,83,195	42,34,172	32,32,449		<b>1,82,84,918</b>
Improvements to Rented / Leased Premises	2,33,02,364	15,38,753	–	2,48,41,117	1,41,94,081	14,60,884		<b>3,75,74,314</b>
	70,36,25,096	23,19,46,510	7,15,09,565	86,40,62,041	14,54,71,341	10,46,34,714		<b>90,48,98,668</b>
Capital Work-in-Progress	1,32,24,863	6,72,500	99,56,576	39,40,787	25,61,295	6,72,500		<b>58,29,582</b>
<b>Total</b>	<b>71,68,49,959</b>	<b>23,26,19,010</b>	<b>8,14,66,141</b>	<b>86,80,02,828</b>	<b>14,80,32,636</b>	<b>10,53,07,214</b>		<b>91,07,28,250</b>
<b>Intangible Assets</b>								
Computer Software	4,09,68,519	4,53,99,352	–	8,63,67,871	1,10,28,741	44,16,272		<b>9,29,80,340</b>
	4,09,68,519	4,53,99,352	–	8,63,67,871	1,10,28,741	44,16,272		<b>9,29,80,340</b>
Intangible assets under development	3,34,35,539	–	3,24,52,577	9,82,962	–	7,39,937		<b>2,43,025</b>
<b>Total</b>	<b>7,44,04,058</b>	<b>4,53,99,352</b>	<b>3,24,52,577</b>	<b>8,73,50,833</b>	<b>1,10,28,741</b>	<b>51,56,209</b>		<b>9,32,23,365</b>

# International Travel House Limited

## NOTES TO THE FINANCIAL STATEMENTS

### 8. FIXED ASSETS (contd.)

₹

DEPRECIATION AND AMORTISATION						NET BOOK VALUE		
Upto 31st March, 2014	*For the year	**On Withdrawals and Adjustments	Upto 31st March, 2015	For the year	On Withdrawals and Adjustments	Upto 31st March, 2016	As at 31st March, 2016	As At 31st March, 2015
6,80,223	38,162	–	7,18,385	69,048	–	7,87,433	35,45,215	36,14,263
65,55,624	54,680	–	66,10,304	3,99,444	–	70,09,748	1,79,44,954	1,83,44,398
72,35,847	92,842	–	73,28,689	4,68,492	–	77,97,181	2,14,90,169	2,19,58,661
4,45,74,890	84,31,082	(13,81,128)	5,43,87,100	1,14,15,801	1,57,40,536	5,00,62,365	2,81,85,914	2,23,21,146
1,20,71,535	9,19,157	(1,30,335)	1,31,21,027	11,54,719	8,48,163	1,34,27,583	42,63,670	39,68,639
32,70,74,252	4,85,61,445	5,69,38,487	31,86,97,210	8,70,95,179	7,14,71,496	33,43,20,893	36,61,79,664	36,36,62,552
1,14,82,691	5,59,540	33,38,226	87,04,005	16,33,771	22,60,026	80,77,750	1,52,34,247	77,88,700
1,08,88,859	7,73,350	(35,64,022)	1,52,26,231	13,88,357	30,59,511	1,35,55,077	47,29,841	20,56,964
2,18,27,304	(1,62,982)	–	2,16,64,322	24,57,827	13,87,840	2,27,34,309	1,48,40,005	31,76,795
43,51,55,378	5,91,74,434	5,52,01,228	43,91,28,584	10,56,14,146	9,47,67,572	44,99,75,158	45,49,23,510	42,49,33,457
–	–	–	–	–	–	–	58,29,582	39,40,787
<b>43,51,55,378</b>	<b>5,91,74,434</b>	<b>5,52,01,228</b>	<b>43,91,28,584</b>	<b>10,56,14,146</b>	<b>9,47,67,572</b>	<b>44,99,75,158</b>	<b>46,07,53,092</b>	<b>42,88,74,244</b>
2,94,57,730	82,45,261	–	3,77,02,991	1,36,95,329	44,16,272	4,69,82,048	4,59,98,292	4,86,64,880
2,94,57,730	82,45,261	–	3,77,02,991	1,36,95,329	44,16,272	4,69,82,048	4,59,98,292	4,86,64,880
–	–	–	–	–	–	–	2,43,025	9,82,962
<b>2,94,57,730</b>	<b>82,45,261</b>	<b>–</b>	<b>3,77,02,991</b>	<b>1,36,95,329</b>	<b>44,16,272</b>	<b>4,69,82,048</b>	<b>4,62,41,317</b>	<b>4,96,47,842</b>

\* Net of prior period impact of ₹ Nil (2015 - ₹ 2,19,85,033/-) on account of revision in residual value of fixed assets, since the date of their installation.

\*\* Includes amount of ₹ Nil (2015 - ₹ 93,49,050/-), ₹ Nil (2015 - ₹ 61,71,308/-) which represents the net of tax amount has been adjusted in Reserves in terms of transition provision of Schedule II of the Companies Act, 2013.

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2016 ₹ Unquoted	As at 31st March, 2015 ₹ Unquoted
<b>9. NON-CURRENT INVESTMENTS</b>		
(At cost unless stated otherwise)		
<b>Long-Term (Non Trade)</b>		
<b>Investment in Equity Instruments</b>		
Transglobal Impex Limited		
58,800 (2015 - 58,800) Equity Shares of ₹10/- each, fully paid	<u>5,88,000</u>	<u>5,88,000</u>
<b>Total</b>	<u>5,88,000</u>	<u>5,88,000</u>
Less : Provision for other than temporary diminution	<u>5,88,000</u>	<u>5,88,000</u>
<b>Aggregate amount of unquoted investments</b>	<u>—</u>	<u>—</u>
<b>Total Non-Current Investments</b>	<u>—</u>	<u>—</u>

	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
<b>10. LONG-TERM LOANS AND ADVANCES</b>		
<b>Capital Advances</b>		
Unsecured, Considered Good	—	50,73,336
<b>Security Deposits</b>		
Unsecured, Considered Good	<u>2,29,46,353</u>	<u>1,90,11,914</u>
<b>Other Loans and Advances</b>		
(Comprise Loans to Employees, Prepaid Expenses)		
Unsecured, considered good	<u>20,72,999</u>	<u>20,57,057</u>
Advance Tax (net of provisions)	<u>2,43,94,602</u>	<u>2,33,95,841</u>
Fringe Benefit Tax (net of provisions)	<u>29,48,800</u>	<u>29,48,800</u>
<b>Total</b>	<u>5,23,62,754</u>	<u>5,24,86,948</u>

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2016		As at 31st March, 2015	
	₹ Quoted	₹ Unquoted	₹ Quoted	₹ Unquoted
<b>II. CURRENT INVESTMENTS</b>				
(At lower of cost and fair value)				
<b>Investment in Mutual Funds</b>				
Reliance Liquid Fund - Treasury Plan - Direct Growth Plan - Growth 15,578.7053 (2015 - Nil ) Units of ₹ 3,690.9357 each.	-	5,75,00,000	-	-
Kotak Floater Short Term - Direct Plan Growth 23,153.639 (2015 - Nil ) Units of ₹ 2,483.4109 each.	-	5,75,00,000	-	-
ICICI Prudential Money Market Fund - Direct Plan - Growth 2,74,652.204 (2015 - Nil ) Units of ₹ 209.3557 each.	-	5,75,00,000	-	-
UTI Money Market Fund IP Direct Growth 33,887.563 (2015 - Nil ) Units of ₹ 1,696.7877 each.	-	5,75,00,000	-	-
Axis Fixed Term Plan - Series 43 (511 Days) - Direct Growth Nil (2015 - 10,00,000 Units) of ₹ 10.00 each.	-	-	1,00,00,000	-
Axis Fixed Term Plan - Series 52 (428 Days) - Direct Growth Nil (2015 - 20,00,000 Units) of ₹ 10.00 each.	-	-	2,00,00,000	-
Sundaram Fixed Term Plan EX (420 Days) - Direct Growth Nil (2015 - 20,00,000 Units) of ₹ 10.00 each.	-	-	2,00,00,000	-
Sundaram Fixed Term Plan EU (446 Days) - Direct Growth Nil (2015 - 25,00,000 Units) of ₹ 10.00 each.	-	-	2,50,00,000	-
HDFC FMP 2013 (I) Series 29 (531 Days) - Direct Growth Nil (2015 - 20,00,000 Units) of ₹ 10.00 each.	-	-	2,00,00,000	-
Reliance Fixed Horizon Fund - XXVI - Series 5 (376 Days) Direct Plan - Growth Nil (2015 - 20,00,000 Units) of ₹ 10.00 each.	-	-	2,00,00,000	-
Tata Money Market Fund Direct Plan - Growth Nil (2015 - 18,150.565) Units of ₹ 2,203.7882 each.	-	-	-	4,00,00,000
ICICI Prudential Liquid - Direct Plan - Growth Nil (2015 - 1,93,234.568) Units of ₹ 207.0023 each.	-	-	-	4,00,00,000
HDFC Liquid Fund - Direct Plan - Growth Nil (2015 - 7,24,642.932) Units of ₹ 27.5998 each.	-	-	-	2,00,00,000
JP Morgan India Liquid Fund - Direct Plan - Growth Nil (2015 - 22,03,492.536) Units of ₹ 18.1530 each.	-	-	-	4,00,00,000
<b>Aggregate amount of quoted and unquoted investments</b>	<u>-</u>	<u>23,00,00,000</u>	<u>11,50,00,000</u>	<u>14,00,00,000</u>
<b>Total Current Investments</b>		<b>23,00,00,000</b>		<b>25,50,00,000</b>
Aggregate market value of quoted investments ₹ Nil (2015 - ₹12,77,95,450/-)				

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2016		As at 31st March, 2015	
	₹	₹	₹	₹
<b>12. TRADE RECEIVABLES</b>				
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>				
Unsecured, Considered Good	1,78,01,371		1,63,92,344	
Doubtful	<u>1,71,32,076</u>		<u>1,31,18,662</u>	
	<b>3,49,33,447</b>		<b>2,95,11,006</b>	
Less: Provision for Doubtful Receivables	<u>1,71,32,076</u>	<b>1,78,01,371</b>	<u>1,31,18,662</u>	1,63,92,344
<b>Others</b>				
Unsecured, Considered Good		<b>92,42,21,942</b>		92,83,56,611
<b>Total</b>		<b>94,20,23,313</b>		<b>94,47,48,955</b>
Trade Receivables includes:				
Dues from a Private Limited Company in which a Director is a Director		<b>20,39,134</b>		12,76,692
Dues from Directors		-		8,01,380
Dues from Officers		-		14,738
<b>13. CASH AND BANK BALANCES</b>				
<b>Cash and Cash Equivalents</b>				
Balances with Banks				
Current Account	5,65,61,762		2,42,24,965	
Deposit Account	25,00,000		-	
Cheques, Drafts on Hand	1,61,93,137		74,18,871	
Cash on Hand	<u>80,75,074</u>	<b>8,33,29,973</b>	<u>96,74,548</u>	4,13,18,384
<b>Other Bank Balances</b>				
Earmarked Balances	54,09,140		50,34,177	
In Deposit Accounts * #	<u>5,58,12,538</u>	<b>6,12,21,678</b>	<u>5,25,00,000</u>	5,75,34,177
<b>Total</b>		<b>14,45,51,651</b>		<b>9,88,52,561</b>
* Represents deposits with original maturity more than 3 months and up to a period of 12 months.				
# ₹ 1,50,00,000/- (2015 - ₹ 1,50,00,000/-) is pledged with the bank against overdraft facility.				
<b>14. SHORT-TERM LOANS AND ADVANCES</b>				
<b>Unsecured - Considered Good unless otherwise stated</b>				
Security Deposits	3,11,991		34,03,534	
Security Deposits to related parties	<u>11,21,140</u>	<b>14,33,131</b>	<u>9,51,140</u>	43,54,674
<b>Others</b>				
With Statutory Authorities	1,41,06,943		1,41,92,420	
Commercial Advances and Deposits	<u>8,87,60,102</u>	<b>10,28,67,045</b>	<u>4,25,09,562</u>	5,67,01,982
<b>Other Loans and Advances</b>				
(Employees, Unexpired Expenses)		<b>2,05,33,020</b>		1,96,26,858
<b>Total</b>		<b>12,48,33,196</b>		<b>8,06,83,514</b>

# International Travel House Limited

## NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
<b>15. OTHER CURRENT ASSETS</b>		
Income accrued on Deposits	14,35,624	14,21,418
Others *	1,01,72,662	2,30,64,538
<b>Total</b>	<u>1,16,08,286</u>	<u>2,44,85,956</u>
* Others comprise receivables on account of Export Incentives (corresponding income included under Note 16) and other receivables		
	For the year ended 31st March, 2016 ₹	For the year ended 31st March, 2015 ₹
<b>16. REVENUE FROM OPERATIONS</b>		
<b>Sale of Services</b>		
Commission	29,10,59,432	28,37,23,836
Tours	2,96,20,223	2,60,85,509
Transport	1,54,16,23,347	1,37,92,86,005
Foreign Exchange	1,01,01,929	95,15,656
Other Travel Related Services	4,07,26,028	4,13,21,438
	<u>1,91,31,30,959</u>	<u>1,73,99,32,444</u>
<b>Other Operating Revenue</b>	4,59,32,106	6,63,61,315
<b>Total</b>	<u>1,95,90,63,065</u>	<u>1,80,62,93,759</u>
<b>17. OTHER INCOME</b>		
<b>Interest Income</b>		
Deposit with Banks	44,05,722	16,99,793
<b>Dividend Income</b>		
Current Investments	-	89,04,196
Net Gain on Sale of Current Investments	3,44,81,048	27,78,451
Gain on Sale of Fixed Assets / Discarded - Net	1,50,93,077	1,50,99,917
Other Non Operating Income	12,148	38,645
<b>Total</b>	<u>5,39,91,995</u>	<u>2,85,21,002</u>
<b>18. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and Wages	38,60,69,915	34,45,22,472
Contribution to Provident and Other Funds	2,80,17,942	2,61,65,875
Staff Welfare Expenses	3,24,62,646	3,20,33,640
	<u>44,65,50,503</u>	<u>40,27,21,987</u>
Less : Recoveries made / Reimbursements received	24,58,433	21,23,401
<b>Total</b>	<u>44,40,92,070</u>	<u>40,05,98,586</u>
<b>19. FINANCE COSTS</b>		
Interest Expense	2,10,525	1,28,026
Others	50,837	8,97,630
<b>Total</b>	<u>2,61,362</u>	<u>10,25,656</u>

NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31st March, 2016 ₹	For the year ended 31st March, 2015 ₹
<b>20. OTHER EXPENSES</b>		
Car Fuel, Oil & Lubricants	8,95,14,381	9,67,19,429
Car Hire Charges	60,84,20,316	51,15,26,940
Service Charges	23,95,06,720	21,42,25,012
Car Parking Charges	3,22,55,997	2,87,68,863
Rent	4,38,46,284	3,99,68,351
Rates and Taxes	1,26,56,828	1,25,32,754
Insurance	1,23,88,036	1,09,56,254
Repairs		
Building	19,000	15,000
Commercial Cars	4,20,54,161	3,72,14,214
Others	79,96,286	78,39,638
Electricity Expenses	1,57,52,760	1,54,47,014
Advertisement	17,06,575	4,79,412
Business Promotion & Marketing Expenses	67,41,583	49,99,037
Doubtful and Debts	40,67,118	60,61,387
Subscription	14,27,042	15,41,512
Bank and Credit Card Charges	88,07,720	1,16,06,678
Information Technology Services	5,07,58,359	3,51,67,979
Travelling and Conveyance	1,52,69,761	1,43,84,847
Consultancy / Professional fees	1,27,04,558	1,33,05,200
Postage, Telephone etc.	1,99,52,502	1,81,49,960
Printing and Stationery	1,01,08,680	91,04,147
Net Loss / (Gain) on Foreign Currency Transactions and Translation	1,90,086	(1,45,063)
Miscellaneous Expenses	1,57,74,713	1,37,89,087
<b>Total</b>	<b>1,25,19,19,466</b>	<b>1,10,36,57,652</b>
Miscellaneous Expenses include:		
Auditors' Remuneration and Expenses		
Audit Fees	13,00,000	13,00,000
Tax Audit Fees	4,85,000	4,60,000
Fees for Limited Review	15,60,000	13,00,000
Certification	99,000	99,000
Reimbursement of Expenses	3,26,916	2,24,921
<b>21. CURRENT TAX</b>		
Income Tax for the year:		
Current Tax	5,92,70,000	6,37,26,000
Adjustments / (Credits) related to previous years - Fringe Benefit Tax	-	(90,19,000)
	<b>5,92,70,000</b>	<b>5,47,07,000</b>

NOTES TO THE FINANCIAL STATEMENTS

22. ADDITIONAL NOTES TO THE FINANCIAL STATEMENTS

- (i) Contingent Liabilities and Commitments
- a) Contingent Liabilities
- i. Service tax demand of ₹ 23,61,528/- (2015 - ₹ 23,61,528/-) issued by Commissioner of Service Tax for the year from July, 2003 to March, 2009 for which Company has filed an appeal with Tribunal (Service Tax) and also deposited cumulative amount of ₹ 14,70,000/- (2015 - ₹ 14,70,000/-) under protest.
- ii. Guarantee outstanding ₹ 1,00,00,000/- (2015 - ₹ 1,00,00,000/-).
- b) Commitments
- Capital commitments (net of capital advances) ₹ 14,05,782/- (2015 - ₹ 2,40,62,169/-).
- (ii) Earnings per share:
- |  | 2016                | 2015         |
|--|---------------------|--------------|
| Earnings per share has been computed as under  | ₹                   | ₹            |
| (a) Profit for the year  | <b>12,88,61,504</b> | 18,37,83,015 |
| (b) Weighted average number of Equity Shares outstanding   | <b>79,94,500</b>    | 79,94,500    |
| (c) Earnings per share on profit for the year (Face Value of ₹10/- per share)<br>Basic and diluted [(a)/(b)] | <b>16.12</b>        | 22.99        |
- (iii) Trade Receivables include an amount of ₹ 46,70,033/- (2015 - ₹ 46,70,033/-) representing recoverable from certain customers on account of Value added Tax. Management is confident that the same is recoverable either through the process of law or from the said customers.
- (iv) Micro, Small and Medium scale business entities:
- There are no Micro, Small and Medium enterprises, to whom the company owes dues, which are outstanding for more than 45 days during the year and also as at 31st March, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the company.
- (v) Corporate Social Responsibility ('CSR')
- The Company has contributed ₹ 50,73,761/- (2015 - ₹ 53,17,314/-) to the Prime Minister's National Relief Fund and ₹ 2,00,000/- (2015 - ₹ Nil) to the Consumer Education & Research Centre, in accordance with Section 135 read with Schedule VII to the Companies Act, 2013 to discharge its Social Responsibility. (included under Miscellaneous Expenses refer note 20).
- (vi) Pursuant to the enactment of the Companies Act, 2013 (the Act) the Company had effective April 1, 2014 reviewed the estimated useful lives of its fixed asset in accordance with the provision of Schedule II of the Act. Due to the revision in the estimated useful lives, the Depreciation for the financial year ended March 31st, 2015 was lower by ₹ 1,90,04,050/- and consequently the profit was higher to that extent.
- (vii) Advertisement Expenses include ₹ 10,00,000/- (2015 - ₹ Nil) paid towards advertisement in a souvenir published by Indian National Congress.
- (viii) The Gross transaction value of sale of services rendered during the Current Financial Year is ₹ 8,34,27,05,537/- (2015 - ₹ 8,26,26,29,093/-).

	For the year ended 31st March, 2016 ₹	For the year ended 31st March, 2015 ₹
(ix) Expenditure in Foreign Currency during the year Subscription, Entrance Fees, Travel etc.	<b>31,22,536</b>	26,93,120
(x) Earnings in Foreign Exchange during the year Travel Related Services	<b>23,81,54,984</b>	20,01,16,060
(xi) Previous year's figures have been regrouped / re-classified wherever necessary to correspond with the current year's classification / disclosure.		

NOTES TO THE FINANCIAL STATEMENTS

22. **Additional Notes to the Financial Statements (contd.)**  
 (xii) Defined Benefit Plans / Long Term Compensated Absences - as per Actuarial Valuations as on March 31, 2016 and recognised in the Financial Statements in respect of Employee Benefit Schemes:

	Pension		Gratuity		Leave		Medical	
	Funded	Funded	Funded	Funded	Encashment	Encashment	Unfunded	Unfunded
	31/03/2016	31/03/2015	31/03/2016	31/03/2015	31/03/2016	31/03/2015	31/03/2016	31/03/2015
	₹	₹	₹	₹	₹	₹	₹	₹
<b>I Components of Employer Expense</b>								
1. Current Service Cost	23,24,550	19,54,684	36,65,186	30,49,421	36,60,096	30,39,130	3,79,369	3,43,083
2. Interest Cost	29,77,562	27,91,182	24,57,629	22,37,492	16,15,063	15,80,233	2,74,776	2,54,938
3. Expected Return on Plan Assets	(29,77,562)	(27,91,182)	(23,94,341)	(18,36,648)	-	-	-	-
4. Curtailment Cost / (Credit)	-	-	-	-	-	-	-	-
5. Settlement Cost / (Credit)	-	-	-	-	-	-	-	-
6. Past Service Cost	-	-	-	-	-	-	-	-
7. Actuarial Losses / (Gains)	(3,51,076)	(2,15,684)	26,88,658	22,97,548	31,20,545	15,26,487	(95,021)	(3,50,044)
8. Total expense recognised in the Statement of Profit and Loss	19,73,474	17,39,000	64,17,132	57,47,813	83,95,704	61,45,850	5,59,124	2,47,977
The Pension and Gratuity Expenses have been recognised in "Contribution to Provident and Other Funds" and Leave Encashment and Medical in "Salaries and Wages" and "Staff Welfare Expenses" under Note 18.								
<b>II Actual Returns</b>	29,59,421	19,03,286	25,14,478	18,72,026	-	-	-	-
<b>III Net Asset / (Liability) recognised in Balance Sheet</b>								
1. Present Value of Defined Benefit Obligation	4,21,52,417	3,72,19,522	3,77,28,237	3,06,36,422	2,51,47,919	2,01,33,123	39,80,728	34,34,705
2. Fair Value of Plan Assets	4,21,52,417	3,72,19,522	3,30,96,241	2,64,94,897	-	-	-	-
3. Status [Surplus / (Deficit)]	-	-	(46,31,996)	(41,41,525)	(2,51,47,919)	(2,01,33,123)	(39,80,728)	(34,34,705)
4. Unrecognised Past Service Cost	-	-	-	-	-	-	-	-
5. Net Asset / (Liability) recognised in Balance Sheet	-	-	(46,31,996)	(41,41,525)	(2,51,47,919)	(2,01,33,123)	(39,80,728)	(34,34,705)
- Current	-	-	(46,31,996)	(41,41,525)	(46,65,444)	(32,45,346)	(18,38,425)	(7,90,000)
- Non Current	-	-	-	-	(2,04,82,475)	(1,68,87,777)	(21,42,303)	(26,44,705)

## NOTES TO THE FINANCIAL STATEMENTS

## 22. Additional Notes to the Financial Statements (contd.)

	Pension		Gratuity		Leave		Medical	
	Funded	Pension	Funded	Gratuity	Encashment	Leave	Unfunded	Medical
	31/03/2016	Funded	31/03/2015	Funded	Unfunded	Encashment	Unfunded	Unfunded
	₹	₹	₹	₹	₹	₹	₹	₹
<b>IV Change in Defined Benefit Obligations (DBO)</b>								
1. Present Value of DBO at the beginning of the year	3,72,19,522	3,48,89,773	2,55,71,335	3,06,36,422	2,01,33,123	1,80,59,808	34,34,705	31,86,728
2. Current Service Cost	23,24,550	19,54,684	30,49,421	36,65,186	36,60,096	30,39,130	3,79,369	3,43,083
3. Interest Cost	29,77,562	27,91,182	22,37,492	24,57,629	16,15,063	15,80,233	2,74,776	2,54,938
4. Curtailment Cost / (Credit)	-	-	-	-	-	-	-	-
5. Settlement Cost / (Credit)	-	-	-	-	-	-	-	-
6. Plan Amendments	-	-	-	-	-	-	-	-
7. Acquisitions	-	-	-	-	-	-	-	-
8. Actuarial (Gains) / Losses	(3,69,217)	(11,03,580)	23,32,926	28,08,795	31,20,545	15,26,487	(95,021)	(3,50,044)
9. Benefits Paid	-	(13,12,537)	(25,54,752)	(18,39,795)	(33,80,908)	(40,72,535)	(13,101)	-
10. Present Value of DBO at the end of the year	4,21,52,417	3,72,19,522	3,06,36,422	3,77,28,237	2,51,47,919	2,01,33,123	39,80,728	34,34,705
<b>V Change in Fair Value of Assets</b>								
1. Plan Assets at the beginning of the year	3,72,19,522	3,48,89,773	2,09,90,265	2,66,03,789	-	-	-	-
2. Acquisition Adjustment	-	-	-	-	-	-	-	-
3. Expected Return on Plan Assets	29,77,562	27,91,182	18,36,648	23,94,341	-	-	-	-
4. Actuarial Gains / (Losses)	(18,141)	(8,87,896)	35,378	1,20,137	-	-	-	-
5. Actual Company Contributions	19,73,474	17,39,000	64,72,471	61,51,642	-	-	-	-
6. Benefits Paid	-	(13,12,537)	(25,54,752)	(18,39,795)	-	-	-	-
7. Charges deducted	-	-	(2,85,113)	(3,33,873)	-	-	-	-
8. Plan Assets at the end of the year	4,21,52,417	3,72,19,522	2,64,94,897	3,30,96,241	-	-	-	-
<b>VI Actuarial Assumptions</b>								
1. Discount Rate (%)	7.50	8.00	8.00	7.50	7.50	8.00	7.50	8.00
2. Expected Return on Plan Assets (%)	8.00	8.00	8.75	9.00	-	-	-	-

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

NOTES TO THE FINANCIAL STATEMENTS

22. Additional Notes to the Financial Statements (contd.)

	Pension Funded 31/03/2016	Pension Funded 31/03/2015	Pension Funded 31/03/2014	Pension Funded 31/03/2013	Pension Funded 31/03/2012	Gratuity Funded 31/03/2016	Gratuity Funded 31/03/2015	Gratuity Funded 31/03/2014	Gratuity Funded 31/03/2013	Gratuity Funded 31/03/2012
<b>VII</b>										
<b>Net Asset / (Liability) recognised in Balance Sheet (including experience adjustment impact)</b>										
1. Present Value of Defined Benefit Obligation	4,21,52,417	3,72,19,522	3,48,89,773	3,14,63,115	2,88,36,241	3,77,28,237	3,06,36,422	2,55,71,335	2,15,58,759	1,81,65,549
2. Fair Value of Plan assets	4,21,52,417	3,72,19,522	3,48,89,773	3,14,63,115	2,88,36,241	3,30,96,241	2,64,94,897	2,23,88,013	2,03,94,983	1,61,65,076
3. Status [Surplus / (Deficit)]	-	-	-	-	-	(46,31,996)	(41,41,525)	(31,83,322)	(11,63,776)	(20,00,473)
4. Experience Adjustment of Plan Assets (Gain) / Loss	-	-	-	-	-	(1,86,646)	69,534	-	-	-
5. Experience Adjustment of Obligation (Gain) / Loss	(2,39,991)	(7,73,976)	5,68,798	(24,93,133)	(12,81,830)	11,01,083	9,00,891	12,64,996	6,42,757	18,05,533

	Leave encashment Unfunded 31/03/2016	Leave encashment Unfunded 31/03/2015	Leave encashment Unfunded 31/03/2014	Leave encashment Unfunded 31/03/2013	Leave encashment Unfunded 31/03/2012	Medical Unfunded 31/03/2016	Medical Unfunded 31/03/2015	Medical Unfunded 31/03/2014	Medical Unfunded 31/03/2013	Medical Unfunded 31/03/2012
<b>Net Asset / (Liability) recognised in Balance sheet (including experience adjustment impact)</b>										
1. Present Value of Defined Benefit Obligation	2,51,47,919	2,01,33,123	1,80,59,808	1,59,53,165	1,39,73,138	39,80,728	34,34,705	31,86,728	28,96,297	27,47,536
2. Fair Value of Plan Assets	-	-	-	-	-	-	-	-	-	-
3. Status [Surplus / (Deficit)]	(2,51,47,919)	(2,01,33,123)	(1,80,59,808)	(1,59,53,165)	(1,39,73,138)	(39,80,728)	(34,34,705)	(31,86,728)	(28,96,297)	(27,47,536)
4. Experience Adjustment of Plan Assets (Gain) / Loss	-	-	-	-	-	-	-	-	-	-
5. Experience Adjustment of Obligation (Gain) / Loss	31,20,545	10,65,469	13,52,623	13,75,662	11,77,538	-	-	-	-	-

Amounts towards Defined Contribution Plans have been recognised under "Contribution to Provident and Other Funds" in Note 18

VIII Major Category of Plan Assets as a % of the Total Plan Assets

	Pension Funded 31/03/2016	Pension Funded 31/03/2015	Gratuity Funded 31/03/2016	Gratuity Funded 31/03/2015
1. Government Securities	9.05%	10.58%	-	-
2. Government Securities Mutual Funds	46.17%	43.33%	-	-
3. High Quality Corporate Bonds	-	6.64%	-	-
4. Insurer Managed Funds *	-	-	100%	100%
5. Fixed Deposits	39.33%	33.58%	-	-
6. Money Market Mutual Funds	4.84%	4.68%	-	-
7. Cash and Cash Equivalents	0.61%	1.19%	-	-

\* In the absence of detailed information regarding plan assets which is funded with insurance companies, the composition of each major category of plan assets, the percentage or amount of each category to the fair value of plan assets has not been disclosed.

IX Basis used to determine the Expected Rate of Return on Plan Assets

The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

X The impact on service cost, interest cost and projected benefit obligations due to one percent point increase or decrease of medical costs is ₹ Nil as the benefits are subject to monetary limit.

XI Contributions expected to be made in plans in the next year will be disclosed as soon as it can be reasonably determined.

## NOTES TO THE FINANCIAL STATEMENTS

### 23. RELATED PARTY DISCLOSURE

#### Related Parties with whom the Company had transactions

i. Companies with respect to which International Travel House Limited (ITHL) is an Associate: ITC Limited and Russell Credit Limited

ii **a) Key Management Personnel**

N Anand	Non Executive Chairman
J J Ghadiali	Managing Director
A Bajjal	Non Executive Independent Director
A Pathak (w.e.f. 28.01.2015)	Non Executive Director
S Pillai	Non Executive Independent Director
A Rajput	Non Executive Director
H P Ranina	Non Executive Independent Director
S C Sekhar (till 27.01.2015)	Non Executive Director
K L Thapar	Non Executive Independent Director

**Members – Corporate Management Committee**

G Arora  
S Datta  
J Aggarwal - Company Secretary

**b) Relatives of Key Management Personnel**

Mrs T Anand - Wife of Mr N Anand, Mr K Anand & Mr A Anand - Sons of Mr N Anand, Ms N Anand - Daughter of Mr N Anand

Mrs V Ghadiali - Wife of Mr J J Ghadiali, Dr M J Ghadiali - Son of Mr J J Ghadiali, Mrs V G Gersbach - Daughter of Mr J J Ghadiali

Mrs A Rajput - Wife of Mr A Rajput, Mr K Rajput & Mr N Bhalla - Sons of Mr A Rajput, Mrs P Sharma - Daughter-in-law of Mr A Rajput, Ms S Rajput - Daughter of Mr A Rajput

Mrs P Thapar - Wife of Mr K L Thapar

Mrs P Pathak - Wife of Mr A Pathak, Dr J Pathak - Daughter of Mr A Pathak, Mr G Pathak - Son of Mr A Pathak

Mrs K Arora - Wife of Mr G Arora, Mr K Arora & Mr P Arora - Sons of Mr G Arora, Ms M C Arora - Daughter-in-law of Mr G Arora

Mrs S Datta - Wife of Mr S Datta, Ms A Datta - Daughter of Mr S Datta, Ms M Datta - Sister of Mr S Datta, Mrs S Datta - Mother of Mr S Datta

Ms K Aggarwal - Daughter of Mrs J Aggarwal

iii **Enterprise on which KMP exercise significant influence**

Asian Institute of Transport Development

iv **Employee Trust where there is significant Influence**

Travel House Superannuation Fund

International Travel House Limited Gratuity Fund

NOTES TO THE FINANCIAL STATEMENTS

23. Related Party Disclosure (contd.)  
Disclosure of transactions between the Company and Related Party and the status of outstanding balances as on 31.03.2016

Related Party Transaction	Companies with respect to which ITHL is an associate		Key Management Personnel		Key Management Relatives / Enterprises		Employee Trusts		Total
	31/03/2016	31/03/2015	31/03/2016	31/03/2015	31/03/2016	31/03/2015	31/03/2016	31/03/2015	
<b>Sale of Services (Gross)<sup>^</sup></b>									
ITC Limited	63,81,39,380	63,48,61,560	-	-	-	-	-	-	63,81,39,380
Others	-	-	36,73,516	10,60,277	55,79,658	32,87,641	-	-	92,53,174
Total	63,81,39,380	63,48,61,560	36,73,516	10,60,277	55,79,658	32,87,641	-	-	64,73,92,554
<b>Purchase of Goods and Services</b>									
ITC Limited	4,05,60,202	3,49,23,648	-	-	-	-	-	-	4,05,60,202
Total	4,05,60,202	3,49,23,648	-	-	-	-	-	-	4,05,60,202
<b>Remuneration to Key Management Personnel</b>									
Mr J J Ghadiali	-	-	62,70,641**	58,02,974**	-	-	-	-	62,70,641
Mr S Datta	-	-	49,25,943#	44,83,026#	-	-	-	-	49,25,943
Mr G A tora	-	-	34,07,741*	32,53,009*	-	-	-	-	34,07,741
Mrs J Aggarwal	-	-	31,09,297#	22,12,961#	-	-	-	-	31,09,297
Total	-	-	1,77,13,622	1,57,51,970	-	-	-	-	1,77,13,622
<b>Directors Fees</b>									
Mr K L Thapar	-	-	1,45,000	80,000	-	-	-	-	1,45,000
Mr H P Ranina	-	-	1,45,000	80,000	-	-	-	-	1,45,000
Mr A Bajjal	-	-	85,000	35,000	-	-	-	-	85,000
Mrs S Pillai	-	-	1,15,000	75,000	-	-	-	-	1,15,000
Total	-	-	4,90,000	2,70,000	-	-	-	-	4,90,000
<b>Rent Paid</b>									
ITC Limited	99,36,871	1,10,44,553	-	-	-	-	-	-	99,36,871
Total	99,36,871	1,10,44,553	-	-	-	-	-	-	99,36,871

<sup>^</sup> Gross transaction value of sale of services rendered.

\* As the Liability for Leave Encashment, Gratuity and Superannuation are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the Key Management Personnel are not included above.

\*\* As the Liability for Leave Encashment, is provided on an actuarial basis for the Company as a whole, the amounts pertaining to the Key Management Personnel are not included above.

# Paid through ITC Limited and also included under remuneration of Managers on Deputation Reimbursed.

NOTES TO THE FINANCIAL STATEMENTS

**23. Related Party Disclosure (contd.)**  
Disclosure of transactions between the Company and Related Party and the status of outstanding balances as on 31.03.2016 ₹

Related Party Transaction	Companies with respect to which ITHL is an associate	Key Management Personnel	Key Management Personnel Relatives / Enterprises	Employee Trusts	Total
	31/03/2016	31/03/2016	31/03/2016	31/03/2016	31/03/2016
<b>Remuneration of Managers on Deputation Reimbursed</b>					
ITC Limited	1,44,77,292	-	-	-	1,44,77,292
Total	1,44,77,292	-	-	-	1,44,77,292
<b>Remuneration of Managers on Deputation Recovered</b>					
ITC Limited	22,15,911	-	-	-	22,15,911
Total	24,58,433	-	-	-	24,58,433
<b>Contribution to Employees' Benefit Plans</b>					
Travel House Superannuation Fund	-	-	-	19,73,474	17,39,000
International Travel House Limited	-	-	-	-	-
Gratuity Fund	-	-	-	61,51,642	64,72,471
Total	-	-	-	81,25,116	82,11,471
<b>Dividend Payments</b>					
ITC Limited	12,22,300	-	-	-	12,22,300
Russell Credit Limited	1,54,13,190	-	-	-	1,54,13,190
Others	-	-	425	-	425
Total	1,66,35,490	-	425	-	1,66,35,915
<b>Expenses Reimbursed</b>					
ITC Limited	72,97,474	-	-	-	72,97,474
Total	53,48,206	-	-	-	53,48,206
<b>Balances as on 31st March</b>					
<b>Receivables</b>					
ITC Limited	6,58,78,564	-	-	-	6,58,78,564
Due from Directors / Officers	-	-	8,16,118	-	8,16,118
Others	-	28,904	-	-	28,904
<b>Deposits Given</b>					
ITC Limited	11,21,140	-	-	-	11,21,140
<b>Payables</b>					
ITC Limited	56,15,172	35,27,003	-	-	56,15,172
Total	7,35,39,968	7,03,56,707	28,904	2,04,736	7,37,44,704

## NOTES TO THE FINANCIAL STATEMENTS

### 24. SEGMENT REPORTING

#### Business Segments

The primary reporting of the Company has been performed on the basis of business segment. The Company has only one reportable business segment, which is 'Travel Related Services' that includes Air Ticketing, Car Rentals, Inbound Tourism, Overseas and Domestic Holiday Packages, Conferences, Events and Exhibition management and operates in a single business segment based on the nature of the products, the risks and returns, the organisation structure and the internal financial reporting systems. Accordingly, the figures appearing in these financial statements relate to the Company's single business segment.

#### Geographical Segments

Secondary Segmental reporting is performed on the basis of the geographical location of customers. The operations of the Company are confined to India. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

### 25. SIGNIFICANT ACCOUNTING POLICIES

#### It is Corporate Policy

##### Convention

To prepare financial statements in accordance with applicable Accounting Standards in India. A summary of important accounting policies is set out below. The financial statements have also been prepared in accordance with relevant presentational requirements of the Companies Act, 2013, as applicable.

##### Basis of Accounting

To prepare financial statements in accordance with the historical cost convention modified by revaluation of certain Fixed Assets as and when undertaken.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013 based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

##### Fixed Assets

To state Fixed Assets at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. Expenses capitalised also include applicable borrowing costs, if any.

To capitalise software where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use.

To charge off as a revenue expenditure all up-gradation / enhancements unless they bring similar significant additional benefits.

##### Depreciation

To calculate depreciation on Fixed Assets, Tangible and Intangible, in a manner that amortises the cost of the assets after commissioning (or other amount substituted for cost), less its residual value, over their estimated useful lives, or useful lives specified in Schedule II of the Companies Act, 2013, by equal annual instalments. Leasehold properties are amortised on straight line method over the period of the lease.

To amortise capitalised software costs over a period of five years.

##### Revaluation of Assets

As and when Fixed Assets are revalued, to adjust the provision for depreciation on such revalued Fixed Assets, where applicable, in order to make allowance for consequent additional diminution in value on considerations of age, condition and unexpired useful life of such Fixed Assets and to transfer to Revaluation Reserve the difference between the written up value of the Fixed Assets revalued and depreciation adjustment. Write back of revaluation reserve is done only when the asset is discarded / written off.

## NOTES TO THE FINANCIAL STATEMENTS

### **Impairment of Assets**

To provide for impairment loss, if any, to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised in previous years.

### **Investments**

To state Current Investments at lower of cost and fair value; and Long Term Investments, at cost. Where applicable, provision is made to recognise a decline, other than temporary, in valuation of Long Term Investments.

### **Revenue Recognition**

To recognize revenue i.e. the commission received from airlines (other than Productivity Linked Bonus, which is accounted when ascertainable and collection is certain), hotels etc., transport income and income on tours and other services (net of charges) are accounted for on completion of service net of trade discounts and taxes recovered from the customers.

### **Investment Income**

To account for Income from Investments on an accrual basis, inclusive of related tax deducted at source. To account for Income from Dividends when the right to receive such dividends is established.

### **Proposed Dividend**

To provide for Dividends (including income tax thereon) in the books of account as proposed by the Directors, pending approval at the Annual General Meeting.

### **Employee Benefits**

To make regular monthly contributions to Provident Funds which are in the nature of defined contribution scheme and such paid / payable amounts are charged against revenue. The Provident Fund and Family Pension contributions are statutorily deposited with the Government.

To administer through duly constituted and approved independent trusts, Gratuity and Pension Funds which are in the nature of defined benefit schemes. To determine the liabilities towards such schemes, as applicable, and towards employee leave encashment and post Medical Benefits by an independent actuarial valuation as per the requirements of Accounting Standard – 15 on "Employee Benefits". To determine actuarial gains or losses and to recognise such gains or losses immediately in the Statement of Profit and Loss as income or expense.

### **Lease Rentals**

Lease Rentals are recognised as expense and charged to the statement of profit and loss on a straightline basis over the term of the lease.

### **Taxes on Income**

To provide Current tax as the amount of tax payable in respect of taxable income for the period, measured using the applicable tax rates and tax laws.

To provide deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence, measured using the tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

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.

### **Foreign Currency Transactions**

To account for transactions in foreign currency at the exchange rate prevailing on the date of transactions. Gains / Losses arising on

## NOTES TO THE FINANCIAL STATEMENTS

settlement of such transactions as also the translation of monetary items at period ends due to fluctuations in the exchange rates are recognised in the Statement of Profit and Loss.

### Claims

To disclose claims against the Company not acknowledged as debts after a careful evaluation of the facts and legal aspects of the matter involved.

### Segment Reporting

To identify segments based on the dominant source and nature of risks and returns and the internal organisation and management structure.

As per our report of even date

for S. R. Batliboi & Associates LLP  
ICAI Firm Registration No.: 101049W  
Chartered Accountants

per Yogesh Midha  
Partner  
Membership No.: 94941

Place : Gurgaon  
Date : 16th April, 2016

Signature to Notes 1 to 25

On behalf of the Board

J J Ghadiali  
Managing Director

J Singh  
Director

S Datta  
Chief Financial Officer

J Aggarwal  
Company Secretary

Place : New Delhi  
Date : 16th April, 2016

## INDEPENDENT AUDITOR'S REPORT

### Report on the Financial Statements

We have audited the accompanying financial statements of International Travel House Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting standards) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and 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 it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting standards) Amendment Rules, 2016.
  - (e) On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 22(i) to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for S. R. Batliboi & Associates LLP  
Chartered Accountants  
Firm's Registration Number: 101049W

per Yogesh Midha  
Partner

Place : Gurgaon  
Date : 16th April, 2016

Membership Number: 94941

## ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

Annexure referred to in paragraph I under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: International Travel House Limited ("the Company")

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties (buildings) included in fixed assets, except for two properties (acquired in earlier years, details given below), are held in the name of the company.

Total Number of cases	Gross Block	Net Block	Remarks
2	72,35,399	56,98,725	As explained the registration process of transferring the property in the name of the Company has been initiated

- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3 (ii) of the Order are not applicable to the Company.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register

Name of the statute	Nature of Dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax demand on various incomes	1,50,75,458	2006-2008	CESTAT
Finance Act, 1994	Service tax demand on various incomes	2,79,000	April 2010 to March 2011	Commissioner - Service Tax (Appeals)
Income Tax Act	Income tax demand on various disallowances	3,33,278	AY 2013-14	Commissioner of Income Tax (Appeals)

There are no dues of sales-tax, duty of custom, value added tax and cess which have not been deposited on account of any dispute. The provisions relating to excise duty are not applicable to the Company.

- (viii) In our opinion and according to the information and explanations given by the management, Company has not defaulted in repayment of dues to any bank. The Company has no outstanding dues in respect of a financial institution or debenture holders.
- (ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause is not applicable is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given

maintained under section 189 of the Companies Act. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of section 3(vi) of the Order are not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other material statutory dues applicable to it. The provisions relating to duty of excise are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of customs, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to excise duty are not applicable to the Company.
- (c) According to the records of the Company, the dues outstanding of income-tax, and service tax on account of any dispute, are as follows:

- (xi) According to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company on the company has been noticed or reported during the year.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

management, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with

him as referred to in section 192 of Companies Act, 2013.

- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

for S. R. Batliboi & Associates LLP  
Chartered Accountants  
ICAI Firm Registration Number: I01049W

Place : Gurgaon  
Date : 16th April, 2016

per Yogesh Midha  
Partner  
Membership Number: 94941

## ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

Annexure 2 to the Independent Auditor's Report of even date on the Financial Statements of International Travel House Limited

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of International Travel House Limited

We have audited the internal financial controls over financial reporting of International Travel House Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of International Travel House Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated April 16, 2016 and expressed an unqualified opinion thereon.

for S. R. Batliboi & Associates LLP  
Chartered Accountants  
ICAI Firm Registration Number: I01049W

Place : Gurgaon  
Date : 16th April, 2016

per Yogesh Midha  
Partner  
Membership Number: 94941

# International Travel House Limited

CIN : L63040DL1981PLC011941

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

Tel: 011 26017808 • E-mail : investor\_TH@ith.co.in • Website : www.travelhouseindia.com

## 35TH ANNUAL GENERAL MEETING

### ADMISSION SLIP

Name & Address of Member :

E-mail ID :

DP ID No. & Client ID No. /

Registered Folio No. :

No. of Shares held :

I hereby record my presence at the 35th Annual General Meeting of the Company held on Monday, 5th September, 2016 at 9.30 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010.

Name of Proxy in Block Letters

Signature of Member / Proxy attending

**NOTES:** i) Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Admission Slip which should be signed and deposited at the entrance.

ii) Duplicate Admission Slip will not be issued at the AGM venue.



### International Travel House Limited

CIN : L63040DL1981PLC011941

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

Tel: 011 26017808 • E-mail : investor\_TH@ith.co.in • Website : www.travelhouseindia.com

## 35TH ANNUAL GENERAL MEETING

### PROXY FORM

Name & Address of Member :

E-mail ID :

DP ID No. & Client ID No. /

Registered Folio No. :

I/We, being the Member(s) holding \_\_\_\_\_ shares of International Travel House Limited, hereby appoint

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

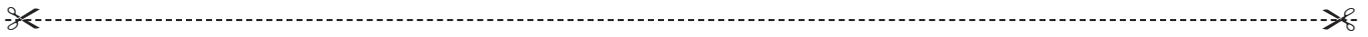
(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

as my / our proxy to attend and vote for me / us and on my / our behalf, if not already voted by me / us through remote e-voting, at the 35th Annual General Meeting (AGM) of the Company to be held on 5th September, 2016 at 9.30 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010 and at any adjournment thereof, in respect of the resolutions indicated hereafter:



Resolution Number	Description	Optional (✓)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of the Financial Statements for the financial year ended 31st March, 2016, and the Reports of the Board of Directors and the Auditors.		
2	Declaration of dividend for the financial year ended 31st March, 2016.		
3	Appointment of Mr Jehangir Jal Ghadiali who retires by rotation and offers himself for re-appointment.		
4	Ratification of appointment of Messrs S R Batliboi & Associates LLP, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 36th AGM and approval to their remuneration for the financial year 2016-17.		
<b>Special Business</b>			
5	Appointment of Mr Jagdish Singh as a Non-Executive Director.		
6	Variation in the terms of remuneration of the Managing Director with effect from 1st January, 2016.		

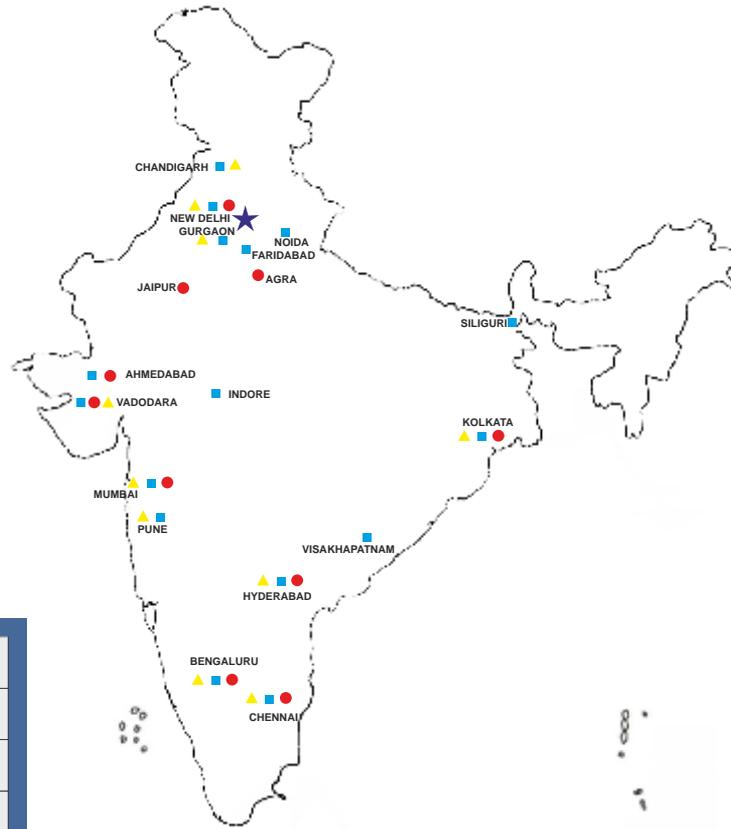
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016. Signature of shareholder : \_\_\_\_\_

Affix 15  
Paise  
Revenue  
Stamp

**Instructions**

- (1) The Proxy Form, in order to be effective, should be completed and stamped, and must be deposited / received at the Registered Office of the Company, **International Travel House Limited, 'Travel House', T-2, Community Centre, Sheikh Sarai, Phase-I, New Delhi 110 017**, either in person or through post, not less than 48 hours before the commencement of the AGM i.e. by 9.30 a.m. on 3rd September, 2016.
- (2) The Proxy Form should be signed by the Member or his attorney authorised in writing, or in case of a corporate Member, should be under its seal or be signed by an officer or attorney authorised by such Member. In case of joint holding, the Proxy Form may be signed by any of the holders.
- (3) The signature of the Member on the Proxy Form should be as per the specimen signature furnished by National Securities Depository Limited / Central Depository Services (India) Limited or registered with the Company.

# Travel House Network



★	Corporate Office
▲	IATA Ticketing Branches
■	Car Rental Service
●	Hotel Travel Counters

## Hotel Travel Counters

### AGRA

ITC Mughal  
Taj Ganj  
Agra – 282 001  
Tel : 0562 403 0601

### AHMEDABAD

Fortune Park  
Purshottam Mavlankar  
Marg, Ellisbridge  
Ahmedabad – 380 006  
Tel : 079 4050 5050

### BENGALURU

ITC Gardenia  
1, Residency Road  
Bengaluru – 560 025  
Tel : 080 4345 5193

ITC Windsor  
25, Windsor Square  
Golf Course Road  
Bengaluru – 560 052  
Tel : 080 2226 9898

### BENGALURU

My Fortune  
46, Richmond Road  
Bengaluru – 560 025  
Tel : 080 2559 8998

### CHENNAI

ITC Grand Chola  
63, Mount Road  
Guindy  
Chennai – 600 032  
Tel : 044 4210 1774

My Fortune  
10, Cathedral Road  
Chennai – 600 086  
Tel : 044 4208 8412

### HYDERABAD

ITC Kakatiya  
6-3-1187, Begumpet  
Hyderabad – 500 016  
Tel : 040 2341 2850

### JAIPUR

ITC Rajputana  
Palace Road  
Jaipur – 302 006  
Tel : 0141 401 2020

### KOLKATA

ITC Sonar  
1, JBS Halden Avenue  
Kolkata – 700 046  
Tel : 033 2345 4061

### MUMBAI

ITC Maratha  
Sahar, Andheri (E)  
Mumbai – 400 099  
Tel : 022 2831 7928

ITC Grand Central  
287, Dr B Ambedkar Road  
Parel  
Mumbai – 400 012  
Tel : 022 4017 5057

### NEW DELHI

ITC Maurya  
Sardar Patel Marg  
New Delhi – 110 021  
Tel : 011 4109 5555

Sheraton New Delhi  
District Centre, Saket  
New Delhi – 110 017  
Tel : 011 4107 5555

### VADODARA

WelcomHotel Vadodara  
R C Dutt Road  
Vadodara – 390 005  
Tel : 0265 231 2706

# IATA Offices

**BENGALURU**  
No. 5, 1 Floor  
Sundaramurthy Road  
Cox Town  
Bengaluru – 560 005  
Tel : 080 4181 8181

**CHENNAI**  
Tarapore Towers  
826, Anna Salai  
Chennai – 600 002  
Tel : 044 4397 0000

**HYDERABAD**  
155, Mahalakshmi Trade Centre  
Bowenpally  
Secunderabad – 500 011  
Tel : 040 4023 3200-01

**MUMBAI**  
287/14, Millsquare  
Dr E Borges Road  
Parel  
Mumbai – 400 012  
Tel : 022 4077 4077

**PUNE**  
B - 8 & 9, Fifth Avenue  
Plot 177/3  
Dhole Patil Road  
Pune – 411 001  
Tel : 020 4011 2233

**CHANDIGARH**  
SCO No. 48-49  
Sector 9 D  
Chandigarh – 160 009  
Tel : 0172 468 9701-06

**GURGAON**  
ITC Green Centre  
10, Institutional Area  
Sector 32, Gurgaon – 122 001  
Tel : 0124 417 5051-60

**KOLKATA**  
ITC Centre, 4th Floor  
37, J L Nehru Road  
Kolkata – 700 071  
Tel : 033 4001 3162

**NEW DELHI**  
T-2, Community Centre  
Sheikh Sarai, Phase – 1  
New Delhi – 110 017  
Tel : 011 4605 9000

**VADODARA**  
FF- 120, Dwarkesh complex  
R C Dutt Road  
Vadodara – 390 005  
Tel : 0265 231 4561-562

# Car Rental Offices

**AHMEDABAD**  
315, Akshar Complex  
Shivranjani Cross Roads  
Satellite  
Ahmedabad – 380 015  
Tel : 079 2692 6091-92

**CHANDIGARH**  
SCO No 48-49  
Sector 9 D  
Chandigarh – 160 009  
Tel : 0172 468 9701-06

**HYDERABAD**  
155, Mahalakshmi Trade Centre  
Bowenpally  
Secunderabad – 500 011  
Tel : 040 4023 3200-01

**MUMBAI - II**  
287/14, Millsquare  
Dr E Borges Road  
Parel  
Mumbai – 400 012  
Tel : 022 4077 4071-72

**VADODARA**  
FF- 120, Dwarkesh complex  
R C Dutt Road  
Vadodara – 390 005  
Tel : 0265 231 4561-562

**BENGALURU – I**  
85, Sheriff House  
Richmond Road  
Bengaluru – 560 025  
Tel : 080 4147 7788

**CHENNAI**  
Tarapore Towers  
826, Anna Salai  
Chennai – 600 002  
Tel : 044 4397 0000

**INDORE**  
EW 80, Scheme 94  
Ring Road  
Indore – 452 001  
Tel : 0731 493 6240

**NEW DELHI**  
SU-1, UGF, Bhikaiji Cama Bhawan  
Bhikaiji Cama Place  
New Delhi – 110 066  
Tel : 011 4165 9466

**VASHI**  
Shop No. 29, Mahavir Varsha  
Plot No. 8, 9 & 10  
Sector -6, Ghansoli  
Navi Mumbai – 400 701  
Tel : 022 6590 0182

**BENGALURU – II**  
No. 573, 5th Main  
5th Avenue, Teacher's Colony  
Koramangala Post  
Bengaluru - 560 342  
Tel : 080 4190 9090

**FARIDABAD**  
Shop 12, Sector 21 (D)  
HUDA Shoping Centre  
Faridabad – 121 005  
Tel : 0129 401 3333

**KOLKATA**  
ITC Centre, 4th floor  
37, J L Nehru Road  
Kolkata – 700 071  
Tel : 033 4070 1408

**NOIDA**  
9 & 10, Lower Ground Floor  
Ansal Fortune Arcade  
Sector 18, Noida – 201 301  
Tel : 0120 475 5600-05

**VISAKHAPATNAM**  
Lalitha Plaza, Ground Floor  
48-8-23, Dwaraka Nagar  
Visakhapatnam – 530 016  
Tel : 0891 694 1111-15

**BENGALURU – III**  
No. 5, 1 Floor  
Sundaramurthy Road  
Cox Town  
Bengaluru – 560 005  
Tel : 080 4181 8181

**GURGAON**  
112, DLF Outab Plaza  
Phase – 1  
Gurgaon – 122 002  
Tel : 0124 438 1460-62

**MUMBAI - I**  
301/302, Crescent Business Park  
Andheri Kurla Road  
Saki Naka, Andheri (E)  
Mumbai – 400 072  
Tel : 022 6789 6000

**PUNE**  
B-8 & 9, Fifth Avenue  
Plot 177/3  
Dhole Patil Road  
Pune – 411 001  
Tel : 020 4011 2204

**Site Office**  
SILIGURI



## International Travel House Limited

T-2, Community Centre Sheikh Sarai, Phase - 1, New Delhi - 110 017 Tel: 91-11-2601 7808, Fax: 91-11-2601 5113

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