

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

INTERNATIONAL TRAVEL HOUSE LIMITED Quarter Ended on 31st December, 2013

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 I(A)	No	Due to death of an Independent Director on 18th September, 2013.
(B) Non-Executive Directors' Compensation & Disclosures	49 I(B)	Yes	
(C) Other Provisions as to Board and Other Committees	49 I(C)	Yes	
(D) Code of Conduct	49 I(D)	Yes	
II. Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49 II(A)	Yes	
(B) Meeting of Audit Committee	49 II(B)	Yes	
(C) Powers of Audit Committee	49 II(C)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 II(E)	Yes	
III. Subsidiary Companies	49 III	N.A.	
IV. Disclosures	49 IV		
(A) Basis of Related Party Transactions	49 IV(A)	Yes	

(B) Disclosure of Accounting Treatment	49 IV(B)	Yes	Deviations if any, alongwith reasons thereof will be reported in the Governance Report forming part of Annual report.
(C) Board Disclosures	49 IV(C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 IV(D)	N.A.	The Company has not made any public issue, right issue, preferential issue in the recent past.
(E) Remuneration of Directors	49 IV(E)(ii)	Yes	Disclosures, as necessary are being made in the Corporate Governance Report forming part of the Annual Report.
(F) Management	49 IV(F)	Yes	49(IVF)(i): Management Discussion & Analysis forms part of the respective years Directors' Report.
(G) Shareholders	49 IV(G)	Yes	
V. CEO/ CFO Certification	49 V	Yes	
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance	49 VII	Yes	

for International Travel House Limited

**Janaki Aggarwal
Company Secretary**

