



## INTERNATIONAL TRAVEL HOUSE LIMITED

**CIN:** L63040DL1981PLC011941

**Registered Office:** 'Travel House', T-2, Community Centre, Sheikh Sarai, Phase-1, New Delhi 110 017

**Tel:** 011 26017808; **E-mail:** Investor\_TH@ith.co.in

**Website:** www.internationaltravelhouse.in

## NOTICE OF POSTAL BALLOT

### TO THE MEMBERS OF THE COMPANY

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India.**

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NOTICE IS HEREBY GIVEN that the Resolutions set out hereunder are proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting'). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions is annexed.

The Board of Directors of the Company at the meeting held on 14<sup>th</sup> January, 2026, have appointed Ms. Pooja Bhatia (Membership No. F7673), Proprietor, Messrs. P B & Associates, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting.

In conformity with the regulatory requirements, **Members are advised to cast their votes on the Resolutions through remote e-voting**, for which purpose they are requested to read carefully the instructions annexed to the Notice.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on **Tuesday, 31<sup>st</sup> March, 2026 at 4:00 p.m. (IST)**. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website **www.internationaltravelhouse.in** under the section 'Investor Relations', and will also be forwarded to the BSE Limited, where the Company's shares are listed. National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on its website **www.evoting.nsdl.com** .

## **SPECIAL BUSINESS**

**1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:-**

“Resolved that, in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded for variation in the remuneration of Mr. Ashwin Moodliar (DIN: 08205036), Managing Director, with effect from 1<sup>st</sup> October, 2025, as set out in the Explanatory Statement annexed to this Notice.”

**2. To consider and, if thought fit, to pass the following resolution as a Special Resolution:-**

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Vrinda Sarup (DIN: 03117769) be and is hereby re-appointed as a Director and also as an Independent Director of the Company with effect from 29<sup>th</sup> June, 2026 for a period of five years, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

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

“Resolved that, in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and the Company’s Policy on Related Party Transactions, consent of the Members be and is hereby accorded to the Company for entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Limited, a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, as set out in the Explanatory Statement annexed to this Notice and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions, during the financial year 2026-27, does not exceed, in the aggregate, ₹ 14,225 lakhs (Rupees Fourteen Thousand Two hundred and Twenty Five lakhs) only, including applicable taxes.



Resolved further that the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further approval of the Members."

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

"Resolved that, in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Company's Policy on Related Party Transactions, consent of the Members be and is hereby accorded to the Company for entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Hotels Limited, a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, as set out in the Explanatory Statement annexed to this Notice and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions, during the financial year 2026-27, does not exceed, in the aggregate, ₹ 3,400 lakhs (Rupees Three Thousand and Four Hundred lakhs) only, including applicable taxes.

Resolved further that the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further approval of the Members."

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

“Resolved that, in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and the Company’s Policy on Related Party Transactions, consent of the Members be and is hereby accorded to the Company for entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Infotech India Limited, a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, as set out in the Explanatory Statement annexed to this Notice and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions, during the financial year 2026-27, does not exceed, in the aggregate, ₹ 4,250 lakhs (Rupees Four Thousand Two Hundred and Fifty lakhs) only, including applicable taxes.

Resolved further that the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further approval of the Members.”

By Order of the Board  
International Travel House Limited  
Abhishek Chawla  
Company Secretary

Dated: 14<sup>th</sup> January, 2026.

**NOTES:**

1. In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on **Friday, 13<sup>th</sup> February, 2026 ('Cut-off Date')** and who have registered their e-mail address with the Company or the Depositories.
2. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on the **Cut-off Date**. Only those Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories on the Cut-off Date will be entitled to cast their votes.
3. There will be one vote for every DP ID & Client ID / folio number, irrespective of the number of joint holders.
4. **Remote e-voting will commence at 9:00 a.m. (IST) on Sunday, 1<sup>st</sup> March, 2026 and will end at 5:00 p.m. (IST) on Monday, 30<sup>th</sup> March, 2026.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

5. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., **Monday, 30<sup>th</sup> March, 2026**.

## **EXPLANATORY STATEMENT**

Annexed to the Notice dated 14<sup>th</sup> January, 2026.

### **Item No. 1**

The Board of Directors of the Company ('the Board') at their meeting held on 14<sup>th</sup> January, 2026, subject to the approval of the Members, approved variation in the remuneration of Mr. Ashwin Moodliar, Managing Director, as recommended by the Nominations & Remuneration Committee ('the Committee'), with effect from 1<sup>st</sup> October, 2025. Mr. Moodliar is on deputation from ITC Hotels Limited ('ITCHL')

The details of revised remuneration of Mr. Moodliar are provided hereunder:

<b>Particulars</b>	<b>Amount</b>
Basic Salary per month	₹ 4,15,089
Consolidated Allowances per month	₹ 4,43,113
Annual Performance Bonus / Variable Pay	Not exceeding ₹ 45,70,000
Business Results Linked Incentive (payable in three financial years based on business performance)	Not exceeding ₹ 54,00,000
Other perquisites & benefits	As applicable to his Grade in ITCHL

All the other terms of appointment and remuneration of Mr. Moodliar, as approved by the Members earlier, remain unchanged.

### **Brief resume of Mr. Ashwin Moodliar**

Mr. Ashwin Moodliar (DIN: 08205036), with over 35 years of experience, has held leadership positions across various roles in sales, marketing, revenue management, and brand development. He was appointed as a Director and Managing Director of the Company with effect from 1<sup>st</sup> February, 2023. In his previous role at Hotels Division of ITC Limited, he managed customer experience initiatives, covering digital platforms, loyalty programs, brand websites, and other guest contact areas. With a consistent focus on digital transformation, he leads strategic projects focused on mobile app development, website enhancement, and the digitalisation of operational processes.

Additional information in respect of Mr. Moodliar, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided in the **Annexure I**.

The aforesaid remuneration shall be paid as minimum remuneration to Mr. Moodliar in terms of Schedule V to the Companies Act, 2013 ('the Act'), notwithstanding absence or inadequacy of profits in any financial year. Accordingly, the approval by way of Special Resolution is being sought, as required under Section II of Part II of Schedule V to the Act, for variation in the remuneration of Mr. Moodliar.

The information as required under Schedule V of the Act is provided as below:

I. General information about the Company

The Company is engaged in travel-related services. It commenced its commercial operations in June, 1981. The key financial performance indicators of the Company for the last three financial years and for nine months ended 31<sup>st</sup> December, 2025 are given below:

(₹ in lakhs)

Particulars	Nine months ended 31.12.2025	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations	17,460.09	23,562.74	21,732.79	18,404.73
Profit before Exceptional Items and Tax	2,388.21	3,678.75	3,043.68	1,831.30
Exceptional Items	(589.00)	-	-	-
Profit / (loss) before Tax	1,799.21	3,678.75	3,043.68	1,831.30
Profit / (loss) after Tax	1,324.76	2,715.17	2,250.30	2,838.59
Earnings per Share (₹)	16.57	33.96	28.15	35.51

The Company does not have any foreign investment or collaboration.

II. Other Information

The Company through its various strategic and operational measures had achieved a 20.9% growth in profit before tax for the financial year ended 31<sup>st</sup> March 2025. During the nine months ended 31<sup>st</sup> December 2025, exceptional expenditure of ₹ 589 lakhs has been recognized on account of one-time impact of past service costs with respect to gratuity and leave with wages pursuant to the provisions of new Labour codes.

The revised remuneration of Mr. Moodliar exceeds the statutory limit of 5% of the net profits of the Company and thereby the Company's profits are inadequate in terms of Schedule V to the Act. The Company continues its focus on enhancing revenues & profits through higher share of wallet, new business development and strengthening of margins.

In the opinion of the Board, Mr. Moodliar is competent to carry on the responsibilities entrusted to him and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Moodliar, the proposed remuneration, as stated above, is fair and reasonable. He has no direct or indirect pecuniary relationship with the Company.



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

The Board recommends this Special Resolution for your approval.

## **Item No. 2**

The Members of the Company at the Fortieth Annual General Meeting held on 17<sup>th</sup> September, 2021 had approved the appointment of Ms. Vrinda Sarup as a Director and also as an Independent Director of the Company for a period of five years with effect from 29<sup>th</sup> June, 2021. Ms. Sarup will complete her present term as an Independent Director on 28<sup>th</sup> June, 2026.

The Board of Directors of the Company ('the Board') at the meeting held on 14<sup>th</sup> January, 2026, after considering the performance evaluation carried out by the Nominations & Remuneration Committee ('the Committee') and on the recommendation of the Committee, recommended for the approval of the Members, the re-appointment of Ms. Sarup as a Director and also as an Independent Director of the Company for the period of five years with effect from 29<sup>th</sup> June, 2026, as set out in the Resolution.

Ms. Sarup, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given her consent to act as a Director of the Company and requisite notice, pursuant to Section 160 of the Act, proposing her re-appointment as a Director of the Company has been received. Declarations have also been received from Ms. Sarup that she meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and that she is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

### **Brief resume of Ms. Vrinda Sarup**

Ms. Vrinda Sarup (DIN: 03117769), a retired IAS Officer with administrative experience of more than 38 years, has held eminent positions in the Government of Uttar Pradesh including posts of Principal Secretary - Finance, Principal Secretary - Technical and Vocational Education. She has worked closely with various International Organisations including the World Bank, Department of International Development of U.K., UNICEF, European Union and World Food Programme. She is the Managing Trustee of the World Food Programme Trust for India also.

Additional information in respect of Ms. Sarup, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided in the **Annexure I**.



Ms. Sarup possesses, appropriate skills, experience, knowledge and capabilities required for the role of Independent Director of the Company, particularly in the context of the Company's business.

Her candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, she fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for re-appointment as an Independent Director and she continues to be independent of the management of the Company. Considering Ms. Sarup' diverse experience, professional competence and extensive knowledge, the Committee and the Board are of the view that her re-appointment to the Board as Independent Director will be in overall interest of the Company.

Ms. Sarup would be entitled to sitting fees for attending meetings of the Board and its Committees, as determined by the Board.

Ms. Sarup and her relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

### **Item Nos. 3, 4 & 5**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Schedule XII of the Listing Regulations, all related party transactions entered into by the Company, which, either individually or taken together with previous transaction(s) during a financial year, exceed 10% of the turnover of the Company as per the last audited financial statements, require prior approval of the Members of the Company.

The Company, in order to further its business interest, enters into various transactions with ITC Limited ('ITC'), ITC Hotels Limited ('ITCHL') and ITC Infotech India Limited ('I3L'), the related parties of the Company in accordance with the Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transactions with ITC, ITCHL & I3L, during the financial year (FY) 2026-27, is expected to exceed the aforementioned materiality threshold.



Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 14<sup>th</sup> January, 2026, on the recommendation of the Audit Committee, recommended for the approval of the Members, entering into and / or continuing to enter into material related party contracts / arrangements / transactions by the Company with ITC, ITCHL & I3L for FY 2026-27, in the ordinary course of business and on arm's length basis, as set out in the respective Resolutions. The Audit Committee and the Board have reviewed the certificate from the Managing Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the said related parties are in the interest of the Company.

The details of these transactions, pursuant to the SEBI Master Circular dated 11<sup>th</sup> November, 2024 read with the Industry Standards on 'Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions', are given in **Annexure II**.

None of the Director and Key Managerial Personnel ('KMP') of the Company, or their relatives is concerned or interested in the Resolution under item no 3 & 5. Save and except the transactions relating to the reimbursement of remuneration of Managing Director and other KMP and to the extent of common directorship of Mr. Anil Chadha and Ms. Vrinda Sarup, none of the Director or KMP of the Company, or their relatives, is concerned or interested in the Resolution under item no 4.

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transactions or not) shall not vote to approve these Resolutions.

The Board recommends these Ordinary Resolutions for your approval.

By Order of the Board  
International Travel House Limited  
Abhishek Chawla  
Company Secretary

Dated: 14<sup>th</sup> January, 2026.

<b>Particulars</b>	<b>Mr. Ashwin Moodliar</b>	<b>Ms. Vrinda Sarup</b>	
Age	60 years	69 years	
Qualifications	Postgraduate in Management	Masters in History from Delhi University	
Remuneration drawn during FY 2024–25	₹ 218.42 lakhs	₹ 3.75 lakhs as sitting fees for attending the Board and Committee meetings.	
Relationship with other Directors and Key Managerial Personnel	None	None	
Board Meetings attended	FY 2024-25 – 6 Board meetings (6 Board meetings were held during the Financial Year)  FY 2025-26 – 4 Board meetings (4 Board meetings were held till the date of this Notice)	FY 2024-25 – 6 Board meetings (6 Board meetings were held during the Financial Year)  FY 2025-26 – 4 Board meetings (4 Board meetings were held till the date of this Notice)	
Shareholding in the Company (singly / jointly) including Shares held as beneficial owner	Nil	Nil	
Directorship(s) in other companies <sup>1</sup>	Nil	<b>Name of the Entity</b>	<b>Position</b>
		ITC Hotels Limited <i>(Listed entity)</i>	Independent Director
		SIS Limited <i>(Listed entity)</i>	Independent Director
		Australian Council for Education Research (India)	Independent Director
Membership(s) / Chairmanship(s) of Board Committees of other companies <sup>2</sup>	Nil	<b>Name of the Entity</b>	<b>Committee Membership / Chairmanship of other Entities</b>
		ITC Hotels Limited	Nomination and Remuneration Committee - <i>Chairperson</i>
			CSR and Sustainability Committee – <i>Member</i>
SIS Limited	Corporate Social Responsibility Committee - <i>Member</i>		

**Notes:**

- Ms. Vrinda Sarup has not resigned from any listed entity during the last three years.
- Committee Membership / Chairmanship include the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, and Corporate Social Responsibility Committee constituted under the Companies Act, 2013 for Indian companies.

Details of Related Party Transactions, pursuant to the SEBI Master Circular dated 11<sup>th</sup> November, 2024 read with the Industry Standards on 'Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions', are provided below:

S. No.	Particulars of information	Information provided		
<b>A(1) Basic details of the related party</b>				
1	<b>Name of the related party</b>	<b>ITC Limited ('ITC')</b>	<b>ITC Hotels Limited ('ITCHL')</b>	<b>ITC Infotech India Limited ('I3L')</b>
2	<b>Country of incorporation of the related party</b>	India	India	India
3	<b>Nature of business of the related party</b>	ITC is one of India's foremost conglomerates with businesses spanning Fast Moving Consumer Goods (FMCG), Paperboards and Packaging, Agri Business and Information Technology. ITC also owns a luxury five-star property in Mumbai.	ITCHL is, inter alia, engaged in Hospitality business of operating luxury five-star properties across Indian subcontinent.	I3L is a leading technology provider with experience in developing business friendly solutions for global enterprises.
<b>A(2). Relationship and ownership of the related party</b>				
1	<b>Relationship between the Company and the related party – including nature of its concern (financial or otherwise) and the following:</b>	ITC is the Promoter of the Company.	ITCHL is the member of the Promoter Group of the Company. Further, the Company is an associate of ITCHL.	I3L is the member of the Promoter Group of the Company.
a	Shareholding of the Company, whether direct or indirect, in the related party.	Nil	Nil	Nil
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company.	NA	NA	NA
c	Shareholding of the related party, whether direct or indirect, in the Company.	Nil	48.96 %	Nil
<b>A(3). Details of previous transactions with the related party</b>				
1	<b>Total amount of all the transactions undertaken by the Company or subsidiary with the related party during the last financial year</b>	The Company does not have any subsidiary.		
	<b>i. Nature of Transaction entered by Company</b>	<b>FY 2024-25 Amount (in ₹ lakhs)</b>		
	a. Sale of Services to the related party. (Gross Transaction Value)*	10,194.67	447.17	2,366.57
	b. Purchase of Services from the related party.	97.69	52.24	27.05
	c. Reimbursement of remuneration for employees on deputation from the related party, including share-based payments.	389.32	105.14	-
	d. Payment of Rent / Lease / License fees to the related party (including Rental deposit, if any).	71.93	13.23	-
	e. Reimbursement of Expenses to the related party.	24.58	2.55	-
	<b>Total</b>	<b>10,778.19</b>	<b>620.33</b>	<b>2,393.62</b>
<b>ii. Nature of Transaction entered by Subsidiary Company</b>	NA	NA	NA	

S. No.	Particulars of information	Information provided		
		ITC Limited ('ITC')	ITC Hotels Limited ('ITCHL')	ITC infotech India Limited ('I3L')
<b>A(3). Details of previous transactions with the related party</b>				
2	Total amount of transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	(Till the quarter ended 31 <sup>st</sup> December, 2025)		
	<b>Nature of Transaction entered by Company</b>	<b>Amount (in ₹ lakhs)</b>		
	a. Sale of Services to the related party. (Gross Transaction Value)*	7,688.73	1,137.15	2,240.34
	b. Purchase of Services from the related party.	-	90.59	20.28
	c. Reimbursement of remuneration for employees on deputation from the related party, including share-based payments.	-	472.60	-
	d. Payment of Rent / Lease / License fees to the related party.	49.27	39.71	-
	e. Reimbursement of expenses to the related party.	0.29	13.17	-
	<b>Total</b>	<b>7,738.29</b>	<b>1,753.22</b>	<b>2,260.62</b>
3	Default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.	NA	NA	NA
<b>A(4). Amount of the proposed transaction(s)</b>				
1	Amount of the proposed transactions being placed for approval of the shareholders.	₹ 14,225 lakhs (Including applicable taxes)	₹ 3,400 lakhs (Including applicable taxes)	₹ 4,250 lakhs (Including applicable taxes)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the Company's annual turnover for the immediately preceding financial year i.e. FY 2024-25.	60.95%	14.57%	18.21%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year i.e. FY 2024-25	NA	NA	NA
5	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year i.e. FY 2024-25.	0.19%	1.05%	1.33%
6	<b>Financial performance of the related party for the immediately preceding financial year i.e. FY 2024-25</b>	<b>Amount</b>		
	a. Turnover (Sale of goods & services)	₹ 73,464.55 Cr.	₹ 3,245.98 Cr.	₹ 3,204.31 Cr.
	b. Profit After Tax	₹ 35,195.61 Cr.	₹ 698.41 Cr.	₹ 466.62 Cr.
	c. Net worth	₹ 67,900.14 Cr.	₹ 11,048.08 Cr.	₹ 1,693.59 Cr.

S. No.	Particulars of information	Information provided		
		ITC Limited ('ITC')	ITC Hotels Limited ('ITCHL')	ITC infotech India Limited ('I3L')
<b>A(5).</b>	<b>Basic details of the proposed transaction</b>			
<b>1</b>	<b>Specific type of the proposed transaction (e.g., sale of goods / services, purchase of goods / services, giving loan, borrowing etc.)</b>	As per Section A.5(2) below.	As per Section A.5(2) below.	As per Section A.5(2) below.
<b>2</b>	<b>Details of each type of the proposed transaction</b>			
	a. Sale of Services to the related party (Gross Transaction Value)*	Sale of Travel Services (Including booking of air tickets, air charter, hotel accommodation, meetings & conferences, rail, bus, visa, forex sale / encashment, car rental services, employee transport, fleet management services and other ancillary travel management services etc.), at price benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary.	Sale of Travel Services (Including booking of air tickets, air charter, hotel accommodation, meetings & conferences, rail, bus, visa, forex sale / encashment, car rental services, employee transport, fleet management services and other ancillary travel management services etc.), at price benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary.	Sale of Travel Services (Including booking of air tickets, air charter, hotel accommodation, meetings & conferences, rail, bus, visa, forex sale / encashment, car rental services, employee transport, fleet management services and other ancillary travel management services etc.), at price benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary.
	b. Purchase of Services from the related party	Purchase of hotel services (including ancillary services) in respect of the hotel owned by the related party to cater to the business requirements of the Company's clients, apart from its own business requirements.	Purchase of hotel services (including ancillary services) to cater to the business requirements of the Company's clients, apart from its own business requirements.	Purchase of IT support services such as IT manpower, IT system maintenance etc, as required.
	c. Reimbursement of remuneration for employees on deputation from the related party, including share-based payments.	-	Reimbursement of remuneration for personnel on deputation from related party, at actual cost and share based payments based on Black Scholes method.	-
	d. Payment of Rent / Lease / License fees to the related party	Rental expenses to manage Travel Desk, office premises, hotel counter, garage, or storage space at Hotel owned by the related party / other Owned premises of the related party.	Rental expenses to manage Travel Desk, office premises, hotel counter, garage, or storage space at Hotels / offices of the related party.	-
	e. Rental Deposit payable to related party during the year	Rental deposit towards premises taken on rent as per prevailing terms in the market.	Rental Deposit towards premises taken on rent as per prevailing terms in the market.	-
f. Reimbursement of expenses to the related party	Reimbursement of expenses (e.g. office maintenance, electricity, etc.), if any, paid by the related party on behalf of the Company, at actual cost.	Reimbursement of expenses (e.g. office maintenance, electricity, etc.), if any, paid by the related party on behalf of Company, at actual cost.	-	
<b>3</b>	<b>Tenure of the proposed transaction (tenure in number of years or months to be specified)</b>	1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027 (1 year)	1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027 (1 year)	1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027 (1 year)
<b>4</b>	<b>Whether omnibus approval is being sought?</b>	Yes	Yes	Yes

S. No.	Particulars of information	Information provided		
		ITC Limited ('ITC')	ITC Hotels Limited ('ITCHL')	ITC infotech India Limited ('I3L')
<b>A(5). Basic details of the proposed transaction</b>				
5	<b>Value of the proposed transaction during a financial year.</b>	1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027		Amount (in ₹ lakhs)
	a. Sale of Services to the related party. (Gross Transaction Value) *	14,040	2,385	4,125
	b. Purchase of Services from the related party.	40	80	125
	c. Reimbursement of remuneration for employees on deputation from the related party, including share-based payments.	-	800	-
	d. Payment of Rent / Lease / License fees to the related party.	100	90	-
	e. Rental Deposit paid to the related party during the year.	25	15	-
	f. Reimbursement of Expenses to the related party.	20	30	-
	<b>Total</b>	<b>14,225</b>	<b>3,400</b>	<b>4,250</b>
6	<b>Justification as to why the RPTs proposed to be entered into are in the interest of the Company .</b>	The proposed transactions are in the ordinary course of business, and will be entered on arm's length basis on mutually agreed terms. These transactions would enable synergy in operations within the related party and will also aid growth of the Company's business.	The proposed transactions are in the ordinary course of business, and will be entered on arm's length basis on mutually agreed terms. These transactions would enable synergy in operations within the related party and will also aid growth of the Company's business.	The proposed transactions are in the ordinary course of business, and will be entered on arm's length basis on mutually agreed terms. These transactions would enable synergy in operations within the related party and will also aid growth of the Company's business.
7	<b>Details of the promoter(s) / director(s) / key managerial personnel (KMP) of the Company who have interest in the transaction, whether directly or indirectly.</b>	ITC is the Promoter of the Company.	ITCHL is a member of the Promoter Group and holds 48.96% shares in the Company. Further, ITC (Promoter company) holds 39.85 % shares in ITCHL.	I3L is a member of the Promoter Group and is a wholly owned subsidiary of ITC (Promoter company).
	a. Name of the director / KMP	None of the Directors or KMP of the Company, or their relatives, is concerned or interested in these transactions.	Save and except the transactions relating to the reimbursement of remuneration of Managing Director and other KMP and to the extent of common directorship of Mr. Anil Chadha [ <i>holding 8,565 shares (0.0004%)</i> ] and Ms. Vrinda Sarup [ <i>holding nil shares</i> ], none of the Director or KMP of the Company, or their relatives, is concerned or interested in these transactions.	None of the Directors or KMP of the Company, or their relatives, is concerned or interested in these transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party			
8	<b>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</b>	Not Applicable	Not Applicable	Not Applicable
9	<b>Other information relevant for decision making.</b>	-	-	-

S. No.	Particulars of information	Information provided		
		ITC Limited ('ITC')	ITC Hotels Limited ('ITCHL')	ITC infotech India Limited ('I3L')
	<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>			
1	<b>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</b>	No bidding or other process has been conducted in connection with these transactions		
2	<b>Basis of determination of price.</b>	The aforesaid transactions will be undertaken at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary, or such other arm's length criteria as is generally accepted for related party transactions.	The aforesaid transactions will be undertaken at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary, or such other arm's length criteria as is generally accepted for related party transactions.	The aforesaid transactions will be undertaken at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary, or such other arm's length criteria as is generally accepted for related party transactions.
3	<b>In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the Amount of Trade advance, Tenure and Whether same is self-liquidating</b>	N.A.	N.A.	N.A.

*\*Note: Gross Transaction Value has been considered for arriving at the aggregate value of Related party transactions, however the annual turnover of the Company is determined as per applicable accounting norms and disclosure in this regard is made in the financial statements of the Company available at [www.internationaltravelhouse.in](http://www.internationaltravelhouse.in) .*

## **INSTRUCTIONS FOR REMOTE E-VOTING**

### **Step 1: Access to NSDL e-voting website**

#### **(A) For Individual Members holding shares in dematerialised form:**

##### **For Members holding shares in demat account with NSDL**

- If you are registered for NSDL '**IDeAS**' facility, you are required to follow the below-mentioned steps:
  - (a) Type the URL **https://eservices.nSDL.com** and click on '**Beneficial Owner**' tab under the '**IDeAS**' section.
  - (b) Insert your existing user ID, password and the verification code as shown on the screen.
  - (c) After OTP based authentication and login, click on '**Access to e-voting**' under value-added services and you will be able to see the e-voting page.
  - (d) Click on '**evote**' link available against International Travel House Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.
  
- If you are not registered for '**IDeAS**' facility, you are required to follow the below-mentioned steps:
  - (a) Type the URL: **https://evoting.nSDL.com** and click on '**Login**' tab under the '**Shareholder / Member**' section.
  - (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen and agree to the terms and conditions by clicking the box.
  - (c) After authentication, you will be re-directed to e-services website of NSDL, wherein you will be able to see the e-voting page.
  - (d) Click on '**evote**' link available against International Travel House Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.
  
- You may also download NSDL Mobile App '**NSDL Speede**' by scanning the following QR code for e-voting:



For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')

- If you are registered for CDSL 'Easi / Easiest' facility, you are required to follow the below-mentioned steps:
- Type the URL: **https://www.cdslindia.com** and click on 'Login to - My Easi' or type the URL: **https://web.cdslindia.com/myeasitoken/home/login .**
  - Insert your existing username and password.
  - After OTP based authentication and login, click on e-voting menu.
  - Click on 'evote' link available against International Travel House Limited or e-voting service provider i.e. 'NSDL' and proceed to Step 2 to cast your vote.

You can also directly access the e-voting page by clicking on 'E Voting' on the home page of **www.cdslindia.com** with your demat account number (BOID) and PAN.

After OTP based authentication, click on 'evote' link available against International Travel House Limited or e-voting service provider i.e. 'NSDL' and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

- Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL.
- Click on the option available for e-voting. You will be re-directed to e-services website of NSDL wherein you will be able to see the e-voting page.
- Click on 'evote' link available against International Travel House Limited or e-voting service provider i.e. 'NSDL' and proceed to Step 2 to cast your vote.

*Note: Members who are unable to retrieve their user ID or password are advised to use 'Forgot User ID' / 'Forgot Password' option(s) available on the websites of the respective Depositories / Depository Participants.*

**(B) For Non-Individual Members holding shares in dematerialised form and Members holding shares in certificate form:**

*If you are holding shares in dematerialised form and are registered for NSDL 'IDeAS' facility, you can login at **https://eservices.nsd.com** with your existing IDeAS login and click on 'Access to e-voting' to proceed to Step 2 to cast your vote.*

Other Members, including Members holding shares in the certificate form, are required to follow the below- mentioned steps:

- (a) Type the URL: **https://eservices.nSDL.com** and click on ‘**Login**’ tab under the ‘**Shareholder / Member**’ section.
- (b) Insert your existing user ID, password and the verification code as shown on the screen.

- **User ID:**

For Members holding shares in demat account with NSDL.	8 character DP ID followed by 8 digit Client ID. <i>For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.</i>
For Members holding shares in demat account with CDSL.	16 digit Beneficiary ID. <i>For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.</i>
For Members holding shares in certificate form.	Electronic Voting Event Number (‘EVEN’) followed by your folio number registered with the Company. <i>For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.</i>

- **Password:**

- (i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.**

Members may also use OTP based login.

- (ii) If you are using NSDL e-voting website for the first time, you would need to use your ‘**initial password**’ for login, which has been communicated to you by NSDL in .pdf file. The password to open this file is your 8 digit Client ID for demat account with NSDL or last 8 digit of Beneficiary ID for demat account with CDSL or folio number for shares held in certificate form.

- (iii) If you are unable to retrieve the ‘initial password’, or have forgotten your password:

- Click on ‘**Forgot User Details / Password?**’, if holding shares in dematerialised form, or
- Click on ‘**Physical User Reset Password?**’, if holding shares in certificate form.

You may also send an e-mail requesting for password at **evoting@nsdl.com** , mentioning your name, PAN, registered address, DP ID & Client ID / folio number, etc.

- (c) Agree to the terms and conditions by clicking the box.
- (d) Click on ‘**Login**’. Home page of remote e-voting opens.

**Step 2: Cast your vote on NSDL e-voting website**

- (a) Select the EVEN of International Travel House Limited.
- (b) Now you are ready for remote e-voting as ‘**Cast Vote**’ page opens.
- (c) Cast your vote by selecting appropriate option and click on ‘**Submit**’. Thereafter click on ‘**Confirm**’ when prompted; upon confirmation, your vote is cast and the message ‘**Vote cast successfully**’ will be displayed.

**Other Instructions**

- (a) Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer at **pooja@aasthalaw.com** with a copy marked to NSDL at **evoting@nsdl.com**.
- (b) Members who have not registered their e-mail address with the Company or the Depositories and wish to receive the Postal Ballot Notice or cast their votes through remote e-voting are required to register their e-mail address by sending a request with name and DP ID & Client ID / folio number, (i) in case the shares are held in certificate form, to Registrar and Share Transfer Agent of the Company at **helpdeskdelhi@mcsregistrars.com** or by post at MCS Share Transfer Agent, 179-180, 3<sup>rd</sup> floor, DSIDC Shed, Okhla Industrial Area, Phase-I, New Delhi – 110020 and (ii) in case the shares are held in demat form, to the respective Depository Participant.
- (c) In case of any query, you may refer to the Frequently Asked Questions and e-voting User Manual for Shareholders available under the Download section of NSDL’s e-voting website **www.evoting.nsdl.com** . You may also contact the following persons for any query / grievance:
  - (i) Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Limited, 301, Naman Chambers, Plot C-32, G-Block, 3rd Floor, Bandra Kurla Complex, Bandra East, Mumbai 400 051, at telephone no. 022-4886 7000 or at e-mail ID: **evoting@nsdl.com** ;
  - (ii) Company Secretary, at telephone no. 011 26017808 or at email ID **Investor\_TH@ith.co.in** .

Individual Members holding shares in dematerialised form may also reach out for any technical issue related to login through their respective Depositories, i.e. NSDL and CDSL, as follows:

- NSDL - e-mail at **evoting@nsdl.com** or call at telephone no. 022- 4886 7000.
- CDSL - e-mail at **helpdesk.evoting@cdslindia.com** or call at telephone no. 1800-21-09911 (toll free).

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