



52nd **ANNUAL
REPORT**
2016-17



India Tourism Development Corporation Ltd.

ITDC BOARD OF DIRECTORS



SMT. RAVNEET KAUR - IAS
Chairperson and Managing Director (C&MD)



SHRI PIYUSH TIWARI
Director (Commercial & Marketing)



SHRI PRADIP KUMAR DAS
Director (Finance) & CFO

GOVERNMENT NOMINEE DIRECTORS



SMT. LEENA NANDAN - IAS
AS&FA, Ministry of Tourism, Government of India



SMT. MEENAKSHI SHARMA - IA & AS
ADG, Ministry of Tourism, Government of India

INDEPENDENT DIRECTORS



SHRI AJAY SWARUP - Ex-IFS
Former Ambassador



SHRI KARSANBHAI B. PATEL
Former MLA

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Board of Directors

(As on 30th August, 2017)

Chairperson & Managing Director

Smt. Ravneet Kaur, IAS

Functional Directors

Shri Piyush Tiwari

Director (Commercial & Marketing)

Shri Pradip Kumar Das

Director (Finance) & CFO

Government Nominee Directors

Smt. Leena Nandan, IAS

Smt. Meenakshi Sharma, IA & AS

Independent Directors

Shri Ajay Swarup

Shri Patel Karsanbhai Bhikhabhai

Company Secretary

Shri V.K. Jain

Registered Office

Scope Complex

Core 8, 6th Floor

7 Lodi Road

New Delhi-110003

Statutory Auditors

M/s Kishore & Kishore

Chartered Accountants

Flat No.9, 1st Floor

Ansari Market, Darya Ganj

New Delhi- 110 002

Secretarial Auditors

M/s Chandradip Bharti & Associates

Branch Auditors

M/s Deoki Bijay & Co.

M/s K.G. Acharya & Co.

M/s V.J. Choksi & Co.

M/s G.S. & Associates

M/s A Mitra & Associates

M/s Santosh K Agrawalla & Associates

M/s Vinod Kumar Gupta & Associates

M/s B. N. Ashok Kumar & Co.

M/s V.K.S & Associates

M/s P V A R & Associates

M/s K. Munusami & Co.

Bankers

Canara Bank

Central Bank of India

Corporation Bank

Indian Bank

Indian Overseas Bank

Bank of India

Punjab National Bank

State Bank of India

State Bank of Hyderabad

State Bank of Patiala

IDBI Bank Ltd.

HDFC Bank

United Bank of India

Syndicate Bank

Axis Bank

ICICI Bank

INDIA TOURISM DEVELOPMENT CORPORATION LTD.

Registered Office: Scope Complex, Core 8, 6th Floor
7 Lodi Road, New Delhi-110003 Telefax: 011-24360249
E-mail: cs_itdc@theashokgroup.com Website : <http://www.theashokgroup.com>
CIN: L74899DL1965GOI004363

Notice

Notice is hereby given that 52nd Annual General Meeting of India Tourism Development Corporation Ltd. will be held on Thursday, the 28th September, 2017 at 1130 hours in Ashok Hotel at Convention Hall (Entry from Samrat Hotel through Ashok-Samrat connecting door), New Delhi 110021 to transact the following businesses:-

Ordinary Business

- (1) To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2017 together with the Report of the Auditors, Comptroller and Auditor General of India and the Board's Report thereon.
- (2) To receive, consider and adopt the Consolidated Financial Statements as at 31st March, 2017 and report of Auditors and Comptroller and Auditor General of India thereon.
- (3) To declare a dividend of 13.30% (i.e. ₹ 1.33 per share) aggregating ₹ 13,76,40,000/- on the equity share capital of the company as recommended by the Board of Directors.
- (4) To appoint a Director in place of Shri Piyush Tiwari (DIN No. 07194427), Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible offers himself for re-appointment.
- (5) To appoint a Director in place of Shri Pradip Kumar Das (DIN No. 07448576), Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible offers himself for re-appointment.

Special Business

To consider and if thought fit, to pass the following resolution as Special Resolution :

- (6) "RESOLVED THAT pursuant to the approval given by the shareholders to sell, lease or otherwise dispose of undertakings of ITDC through postal ballot notice circulated on 14th April, 2017 and pursuant to provisions of Sections 180 (4) and other applicable provisions of the Companies Act,

2013 and Rules made thereunder and pursuant to the applicable provisions of the Memorandum and Articles of Association of the Company, and subject to the compliance with all applicable laws and regulations, and pursuant to Letters, Circulars or Office Memorandums relating to disinvestment process issued from time to time by Ministry of Tourism or any other Government Ministry or Department the Board of Directors of the company be and is hereby authorized to use, dispose or invest the sale proceeds resulting from the sale, lease or otherwise disposal of the following undertakings of ITDC in such manner as the Board of Directors of the Company may in their sole discretion or acting upon the directions of Ministry of Tourism or any other ministry deem fit-

- i) Hotel Janpath
- ii) Hotel Jaipur Ashok
- iii) Lalitha Mahal Palace Hotel
- iv) Hotel Kalinga Ashok
- v) Hotel Patliputra Ashok
- vi) Hotel Jammu Ashok
- vii) Incomplete project of Hotel Gulmarg Ashok

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve the VRS package and a Business Plan to utilize proceeds of disinvestment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi
Dated: 30.08.2017

Sd/-
(V.K. Jain)
Company Secretary
ACS 11270

Notes:

1. Additional information in respect of the Directors seeking re-appointment at the AGM is furnished and forms part of the Notice.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. Proxies, in order to be effective must be lodged at the Registered office of the Company not less than 48 hours

before the Meeting. Proxy form is enclosed. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can be appointed as proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital carrying voting rights.

3. The Members/Proxies should bring the Attendance Slip, duly filled in and signed, for attending the Meeting.
4. In compliance with provisions of Regulation 44 of SEBI (LODR) Regulation, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E-voting facility as well as voting through ballot paper at the meeting to all the Shareholders of the Company whose name is registered as on the Cut-off date i.e. 22nd September, 2017 in respect of all items to be transacted at this Annual General Meeting. User ID and Password for electronic voting are being provided by M/s Karvy Computershare Pvt. Ltd., the Registrar & Transfer Agent. The instructions for e-voting are given on the back of the Attendance Slip which is placed separately.

All the members are requested to read those instructions carefully before casting their e-vote. Once the vote on a resolution is cast by a Member through Remote e-voting, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote through Remote e-voting, shall be allowed to attend the meeting but shall not be allowed to vote again at the Meeting. Members who have not voted electronically can cast their vote at the meeting through ballot paper.

A person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares on the cut-off date i.e. 22nd September, 2017 will also be entitled to cast his vote and may obtain the User ID and password. The manner of obtaining User ID and Password is available on <http://www.theashokgroup.com/Aboutus/InvestorCorner> and newspaper notice.

5. The Register of Directors and KMP and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Members are requested to:-
 - a) bring their copies of Annual Report and Attendance Slip duly completed and signed at the Meeting.
 - b) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue. Please note that entry to the Convention Hall will be from Samrat Hotel through Ashok-Samrat connecting door.
 - c) note that the attendance slip/proxy form should be signed as per the specimen signature registered with the Company/Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA)/Depository Participant (DP).
 - d) note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

e) quote their folio/Client ID & DP ID Nos. in all correspondence.

f) note that no gifts/coupons will be distributed at the Annual General Meeting.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 25th September, 2017 to Thursday, the 28th September, 2017 (both days inclusive) for the purpose of AGM and Dividend payment.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid to those members whose name appear on the Register of Members as on the closing hours of 24th September, 2017.
9. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the RTA along with relevant share certificate.
10. Unclaimed dividend for the financial year 2011-12 will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) on 07.11.2019 pursuant to the provisions of Section 124 of the Companies Act, 2013.

Members are informed that details of unclaimed dividend in respect of the financial year 2011-12 and upto and including the financial year 2015-16 are available on the Company's website i.e. www.theashokgroup.com under the icon About us-Investor Corner.

Members should write to the company if their dividend warrants in respect of the aforesaid financial year(s) have not been encashed.

11. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
12. Members who are yet to register their e-mail addresses with the Company or with the Depository Participants are once again requested to register the same. Further, Members whose shareholding(s) are in electronic mode are requested to direct changes relating to address, bank mandate and Electronic Clearing Service (ECS) details to their respective Depository Participants.
13. Electronic copy of the Annual Report for 2016-17 along with instructions for e-voting and Attendance Slip are being sent to all the members whose email- IDs are registered with the RTA/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode. Members can also see these documents at the Company's website www.theashokgroup.com under the icon About us/Investor Corner and physical copies of these documents are available at the Company's registered office for inspection during normal business hours on working days. Members who require these documents in physical form in addition to e-communication, may write to us.
14. Members having any questions on accounts or any other item set out in the Agenda are requested to send their queries at least 10 days in advance to the Company at its registered office address to enable the Company to collect the relevant information and to keep the information ready at the meeting.

15. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of M/s Karvy Computershare Private Limited to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed in this AGM. The Board of Directors of the Company has appointed Mr. Jalaj Srivastava (Membership No. 8498), Partner of M/s Jalaj Srivastava & Associates, Practicing Company Secretaries, as the Scrutinizer for this purpose.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

To

- (i) All Members of India Tourism Development Corporation Ltd.
- (ii) M/s Kishore & Kishore, Chartered Accountants, Flat No. 9, 1st Floor, Opp. Ram Mandir, Ansari Market, Darya Ganj, New Delhi - 110 002
- (iii) M/s Chandradip Bharti & Associates, Company Secretaries, Office No. 204, 2nd Floor, B-1267, R.S. Tower, Opposite Metro Pillar No. 156, New Ashok Nagar, New Delhi- 110 096.
- (iv) M/s Jalaj Srivastava & Associates, Company Secretaries, C/o Gem Business, 104, First Floor, 86, Nehru Place, Kalkaji, New Delhi - 110 019
- (v) All the Directors on the Board of India Tourism Development Corporation Ltd.
- (vi) All Stock Exchanges

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

ITDC moved a special resolution through postal ballot process vide Notice dated 14th April, 2017 to obtain the approval of the shareholders under section 180(1)(a) of the Companies Act, 2017 for lease or otherwise dispose of undertaking(s) of ITDC . The resolution was passed by overwhelming majority. The result of the postal ballot were declared on 18th May, 2017.

In the above Explanatory Statement to the above said special resolution moved on 14th April, 2017 under section 180(1)(a) of the Companies Act, 2013, it was submitted that ITDC will seek shareholders approval again under section 180(4) of the Companies Act, 2013 once the exact transaction or deal for sell, lease or otherwise disposal has been finalized as a matter of good corporate governance and to maintain full transparency. Section 180(4) of the Companies Act, 2013 states that any special resolution passed by the company consenting to the transaction may stipulate such conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions.

It may be submitted that disinvestment of following undertaking(s) of ITDC except Hotel Jammu Ashok are in the advanced stage of disinvestment/divestment:

- i) Hotel Janpath
- ii) Hotel Jaipur Ashok
- iii) Lalitha Mahal Palace Hotel
- iv) Hotel Kalinga Ashok
- v) Hotel Patliputra Ashok
- vi) Hotel Jammu Ashok
- vii) Incomplete project of Hotel Gulmarg Ashok

It may be further reiterated [mentioned in the postal ballot resolution moved under section 180(1) (a) of the Companies Act, 2013 vide Postal Ballot Notice dated 14th April, 2017 and passed by the shareholders] that Units to be sold, leased or otherwise disposed of do not fall within the definition of undertaking as given in the explanation below section 180(1)(a). However ITDC being a Government Company, predominantly owned by Government of India and also listed at NSE and BSE, it was found desirable to seek shareholders approval for lease or otherwise disposal of Units as a matter of good corporate governance, to maintain full transparency and also because some of the units may be leased to non-government entities.

Since it is difficult to obtain approval of the shareholders for each of the undertaking separately as the process takes a long time, it is proposed to take the approval of the shareholders under section 180(4) of the Companies Act, 2013 for all the undertaking(s) mentioned in the special resolution. The Board recommends the resolution for approval of the members as a Special Resolution in its Board Meeting held on 14.08.2017.

It may be submitted that the amount received from the disinvestment transactions will be used towards VRS, Renovation, Expansion of existing properties & business verticals, upgradation and modernization of existing services and taking up new business in accordance with the Business Plan approved by the Board from time to time.

In view of the above, approval of the shareholders is being sought through special resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The relevant documents, resolution passed at the Board Meetings and other allied documents, if any, being referred in this resolution, would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday), up to and including the date of AGM.