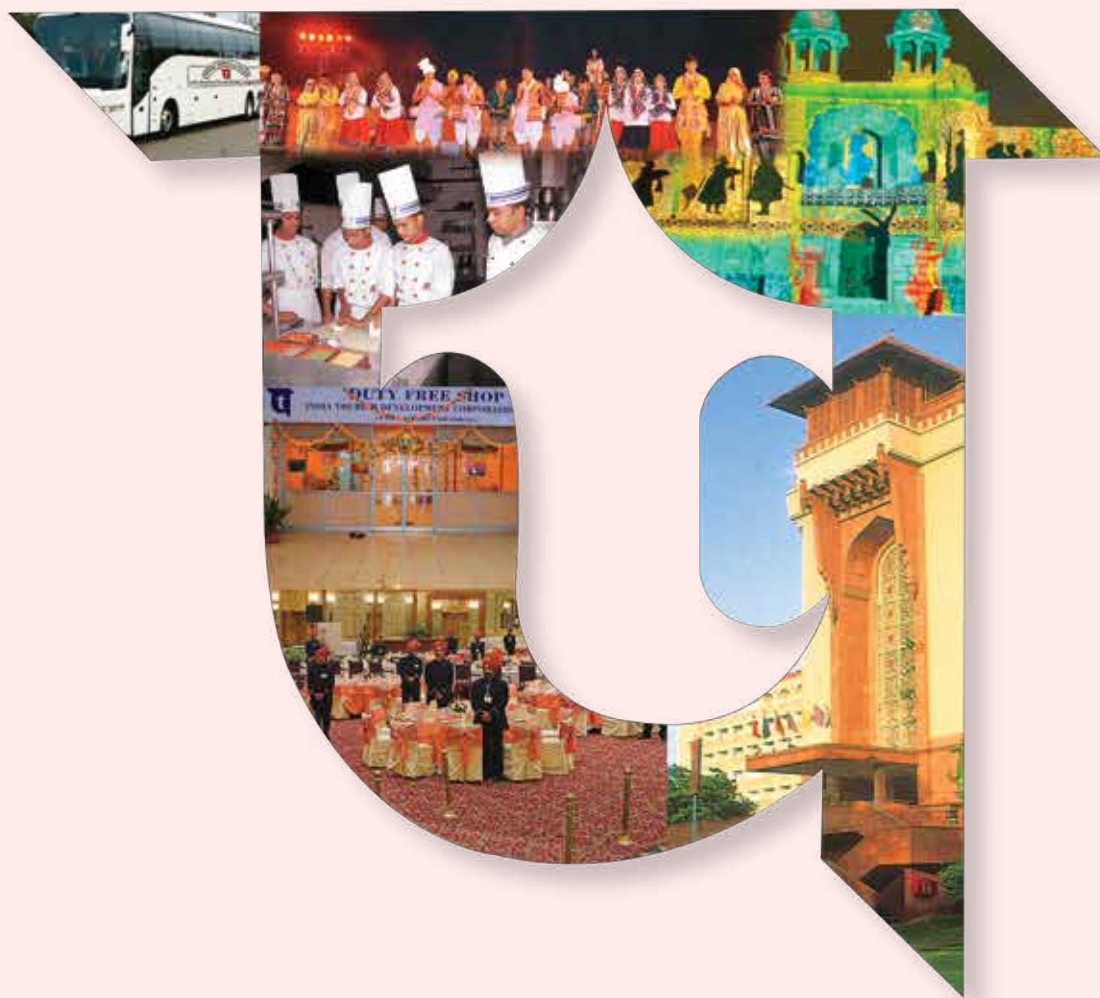


56<sup>th</sup>  
Annual Report | **2020-21**

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India Tourism Development Corporation Ltd.

## ITDC BOARD OF DIRECTORS (AS ON 30.11.2021)



**SHRI G. KAMALA VARDHANA RAO, IAS**  
Chairman & Managing Director



**SHRI PIYUSH TIWARI**  
Director (Commercial & Marketing)

### GOVERNMENT NOMINEE DIRECTORS



**MS. RUPINDER BRAR, IRS**  
Additional Director General, Ministry of Tourism



**SHRI CHETAN PRAKASH JAIN**  
Joint Secretary & Financial Advisor (JS&FA),  
Ministry of Tourism

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## Board of Directors

(As on 30.11.2021)

### Chairman & Managing Director (C&MD)

Shri Ganji Kamala Vardhana Rao, IAS

### Functional Directors

Shri Piyush Tiwari

Director (Commercial & Marketing)

### Government Nominee Directors

Ms. Rupinder Brar, IRS

Shri Chetan Prakash Jain, IRPS

### Chief Financial Officer

Shri Subhadeepta Paul

### Company Secretary

Shri V.K. Jain

### Registered Office

Scope Complex

Core 8, 6th Floor

7 Lodi Road

New Delhi-110003

### Statutory Auditors

M/s JK Sarawgi & Company

Chartered Accountants

91, Siddhartha Enclave,

Near Ashram Chowk

New Delhi-110014

### Secretarial Auditors

M/s Singh A & Associates

Company Secretaries

### Branch Auditors

M/s Doogar & Associates

M/s B K A & Associates

M/s S C J Associates

M/s S K Naredi & Co.

M/s Prasad & Kumar

M/s Yoganandh & Ram LLP

M/s P M Dalvi & Co.

M/s R N More & Associates

### Bankers

Canara Bank

Central Bank of India

Union Bank of India

Indian Bank

Indian Overseas Bank

Bank of India

Punjab National Bank

State Bank of India

IDBI Bank Ltd.

HDFC Bank

ICICI Bank

## INDIA TOURISM DEVELOPMENT CORPORATION LTD.

Registered Office: Scope Complex, Core 8, 6th Floor  
7 Lodi Road, New Delhi-110003  
E-mail: vkjain@itdc.co.in Website : <http://www.itdc.co.in>  
CIN: L74899DL1965GOI004363

### Notice

NOTICE is hereby given that the Fifty Sixth Annual General Meeting of the members of India Tourism Development Corporation Limited will be held on Thursday, the 23rd December, 2021 at 1100 hours IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

#### Ordinary Business

- (1) To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2021 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, 2021 and Report of Auditors and Comptroller and Auditor General of India thereon.
- (3) To appoint a Director in place of Shri Piyush Tiwari (DIN 07194427), Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible offers himself for re-appointment

By Order of the Board of Directors

Place: New Delhi  
Dated: 30.11.2021

Sd/-  
(V. K. JAIN)  
COMPANY SECRETARY  
ACS 11270

## Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, August 17, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020 read with further relaxation vide circular dated January 15, 2021 (“SEBI Circulars”) has permitted the holding of the AGMs through Video Conferencing (“VC”)/ Other Audio-Visual means (“OAVM”), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the 56th AGM of the Company is being held through VC/OAVM on Thursday, December 23rd, 2021 at 11:00 a.m. (IST). The venue of the AGM, for the purpose of technical compliance as per Section 96(2) of the Companies Act, 2013, shall be the Registered Office of the Company.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE AGM IS BEING HELD PURSUANT TO THE MCA/ SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY THE FACILITIES FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED WITH THE NOTICE OF THE AGM.
3. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at fcspcjain@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name\_EVENT No.".
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
5. The Register of Members and the Share Transfer book of the Company will remain closed from Monday, the 20th December, 2021 to Thursday, 23rd December, 2021(both days inclusive) for annual closing.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.

7. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021, Notice of the 56th Annual General Meeting, Annual Report of the Company inter alia indicating the process and manner of e-voting along is being sent only through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Members may note that Notice and Annual Report for the financial year 2020-21 will also be available on the Company's website [www.itdc.co.in](http://www.itdc.co.in), website of the Stock Exchanges [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Private Limited, the Registrar & Share Transfer Agent of the Company <https://evoting.kfintech.com>.
8. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and/or for off market/private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company/Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the Legal heir(s)/ Nominee(s).
9. As per Regulation 40 of SEBI Listing Regulations, as amended by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.  
  
The shareholders may approach the nearest Depository Participant for further clarification in this regard. Shareholders are requested to contact the Company's Registrar & Share Transfer Agent, KFin Technologies Pvt. Ltd for any queries in regard to the aforesaid or contact Mr. V. K. Jain, Company Secretary of the Company at the Corporate Office of the Company (Email: [vkjain@itdc.co.in](mailto:vkjain@itdc.co.in)).
10. To support the "Green Initiative", the members who have not registered their e-mail addresses, are requested to register the same with the Registrar in case of shares held in physical form and with the Depositories in case of shares held in demat form.
11. Process for registering e-mail addresses to receive this notice along with credentials for remote e-voting (temporary purpose to get the AGM Notice):-

### **Guidelines to register email address:**

- i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
  - ii) Select the company name i.e. India Tourism Development Corporation Limited
  - iii) Enter DPID-CLID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
  - iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
  - v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - vi) Enter the email address and Mobile No.
  - vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
  - viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
  - ix) The Company through KFIN will send the Notice, Integrated Report, and the e-voting instructions along with the User ID and Password to the email address given by you.
  - x) Alternatively, Members may send an e-mail request addressed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the Notice, Integrated Report and the e-voting instructions along with the User ID and Password.
  - xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Integrated Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
  - xii) In case of queries, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll-free number 1800 309 4001.
12. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent ('RTA') for consolidation into single folio.



13. The Notice along with Annual Report will be sent through e-mail to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on December 16, 2021.
14. The Notice and the Annual Report have also been uploaded on the website of the Company ([www.itdc.co.in](http://www.itdc.co.in)), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the MCA Circulars.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.itdc.co.in](http://www.itdc.co.in). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to KFin Technologies Private Limited, Company's Registrar & Share Transfer Agent in case the shares are held in physical form.
16. Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors, Key Managerial Personnel along their shareholding maintained under Section 170 of the Companies Act, 2013 read with rules issued thereunder will be available for inspection in electronic mode from the date of circulation of this Notice up to date of the AGM, i.e. December 23rd, 2021. Members can inspect the same by sending an email to [vkjain@itdc.co.in](mailto:vkjain@itdc.co.in).
17. In case you have any query relating to the Annual Accounts you are requested to send to the same to the Company Secretary at [vkjain@itdc.co.in](mailto:vkjain@itdc.co.in) at least 10 days before the AGM so as to enable the management to keep the information ready for replying at the meeting.
18. Members are requested to address all correspondence, to the RTA, KFin Technologies Private Limited, Unit : India Tourism Development Corporation Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500 032. Mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided facility to the members to exercise their right to vote at the 56th Annual General Meeting (AGM) by electronic means through e-voting services provided by KFin Technologies Private Limited. The instruction for e-voting has been enclosed and sent along with the notice and the cut-off date for sending e-voting password to shareholders is fixed at December 16, 2021.

## 20. Transfer to Investor Education and Protection Fund:

### (i) Transfer of unclaimed dividend

Unclaimed dividend for the financial year 2014-15 will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) on 03.11.2022 pursuant to the provisions of Section 124 of the Companies Act, 2013.

Members are advised that details of unclaimed dividend in respect of the financial year 2014-15 and upto and including the financial year 2018-19 are available on the Company's website on the following link: [https://itdc.co.in/wp-content/uploads/2020/01/IEPF-2\\_ITDC\\_2019-1.pdf](https://itdc.co.in/wp-content/uploads/2020/01/IEPF-2_ITDC_2019-1.pdf)

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

### (ii) Transfer of shares to IEPF

Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof) read with Ministry of Corporate Affairs Circular No. 12/2017 dated October 16, 2017, all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investors Education and Protection Fund (IEPF). So far 900 shares have been transferred to IEPF Account in April, 2017, the details of which are available at <https://itdc.co.in/wp-content/uploads/2019/07/IEPF.pdf>

### (iii) Claim from IEPF Authority

The shareholders who have not claimed/encashed the dividend in the last 7 consecutive years from FY 2014-15 are requested to claim the same to avoid transfer of shares to IEPF.

Shareholders may note that both the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority by making an online application in Form IEPF - 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with the fee prescribed to the IEPF authority with a copy to the Company.

## 21. Procedure for Remote E-Voting and E-Voting at the AGM:

- i) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
- ii) The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.