

भारत पर्यटन विकास निगम लि.
India Tourism Development Corporation Ltd.

(भारत सरकार का एक उपक्रम)
(A Government of India Undertaking)

CIN: L74899DL1965GOI004363
Website: www.theashokgroup.com



तारीख
Date

11.07.2019

निर्देश
Reference

SEC: COORD: 134

Manager Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Scrip Symbol - ITDC (EQ)	Manager, Department of Corporate Services BSE Limited, Mumbai Floor 25, P.J. Towers, Dalal Street Mumbai- 400 001 Scrip code : 532189
--	---

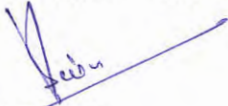
Sub: Disclosure of Related Party Transaction

Sir/Madam,

In terms of Regulation 23(9) of SEBI (LODR) Regulations, 2015, please find enclosed related party transactions of ITDC Limited on standalone and consolidated basis, for the period ending 31 March 2019.

Thanking you

For India Tourism Development Corporation Limited


V.K. Jain
Company Secretary

India Tourism Development Corporation Limited

Disclosure of Related party transactions as required under Regulation 23(9)

a) List of Related Parties:

i) Subsidiary Companies:

1. Ranchi Ashok Bihar Hotel Corporation Limited
2. Pondicherry Ashok Hotel Corporation Limited
3. Punjab Ashok Hotel Company Limited
4. Utkal Ashok Hotel Corporation Limited

ii) Directors/ Key Management Personnel (KMP):

Functional Directors

Smt. Ravneet Kaur, IAS
Shri Piyush Tiwari
Shri Pradip Kumar Das

Chairperson and Managing Director
Director (Commercial & Marketing)
Director (Finance) and CFO

Governments Nominees Directors

Smt. Meenakshi Sharma
Shri Rajesh Kumar Chaturvedi

Non-Executive Director
Non-Executive Director

Independent Directors

Shri Ajay Swarup
Shri Patel Karshanbhai Bhikhabhai
Dr Paragbhai M. Sheth
Shri K. Padmakumar
Dr Kamla Singh

Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director (Ceased to be on Board on 07.06.2019)

Company Secretary

Shri V.K. Jain

Company Secretary

**Disclosure relating to Related Parties taken from Annual Audited Financial Statements
for the year ended March 31st, 2019**

Note 3 - Investments

(₹ in lakh)

Particulars	As at 31.03.2019	As at 31.03.2018
Non-Trade Investments		
A. Trade (Unquoted) in Subsidiary Companies *		
(i) Investments in Equity Instruments		
Utkal Ashok Hotel Corporation Ltd. 11,90,000 (P.Y. 11,90,000) Equity Shares of ₹ 10 Each	119.00	119.00
Ranchi Ashok Bihar Hotel Corporation Ltd. 24,988 (P.Y. 24,988) fully paid up Equity Shares of ₹1,000 each	249.88	249.88
Pondicherry Ashok Hotel Corporation Ltd. 8,160 (P.Y. 8,160) fully paid up Equity Shares of ₹ 1,000 each	81.60	81.60
Punjab Ashok Hotel Company Ltd. 12,75,000 (P.Y. 12,75,000) fully paid up Equity Shares of ₹ 10 each	127.50	127.50
(ii) Investments in Preference Shares**		
Utkal Ashok Hotel Corporation Limited. 35,00,000 (P.Y. 35,00,000)14% Non-cumulative Preference Share ₹ 10 Each Redeemable on 30- 03-2017	350.00	350.00
Total (A)	927.98	927.98
B. Share in Joint Venture Company(Trade Unquoted)		
Total (B)		
C. Others (Trade Unquoted)		
(i) Delhi Maida Consumers Co-operative Society Limited, Delhi one Equity share of ₹ 25/- Each ***	-	-
(ii) Investment in Partnership Firms ITDC		
Showtime consortium	-	-
Opening Balance	-	-
Less - Share of Profit	-	-
Less - Amount received during the year	-	-
Total (C)		
Total (A+B+C)	927.98	927.98

* The Share are not transferable without the consent of Co-promoters within ten years. Even after ten years Shares can not be transferred to private parties.

** Utkal Ashok Hotel Corporation Limited has filed petition with National Company Law Tribunal (NCLT) on February 27, 2018 seeking approval for issue of further redeemable Preference Shares as per provision of Section 55(3) of the Companies, 2013. The same has been approved vide order dated April 9, 2019. Order was filed with Registrar of Companies and is under process.

*** Investment worth ₹ 25/- has been taken as NIL due to rounding off.

Notes:

The investment in equity/preference shares in three subsidiary companies viz. Ranchi Ashok Bihar Hotel Corporation Ltd. (RABHCL), Punjab Ashok Hotel Company Ltd. (PAHCL) and Utkal Ashok Hotel Corporation Ltd. (UAHCL) for ₹ 846.38 lakh included in ₹927.98 lakh and amount recoverable from these subsidiary companies are considered good for recovery despite their having incurred significant accumulated losses and their accounting for income viz. management fee and interest on loan given only to the extent of amount received in the shape of tax deducted at source on realisation because these companies are currently under the process of disinvestment and during the financial year 2017-18 and 2018-19 sale proceeds of disinvestment of three other subsidiary companies viz. Assam Ashok Hotel Corporation Ltd. (AAHCL), Madhya Pradesh Ashok Hotel Corporation Ltd. (MPAHCL) and Donyi Polo Ashok Hotel Corporation Ltd. (DPAHCL) were received by ITDC which were much more than the amount originally invested in the said subsidiary companies. Moreover, all other outstanding trade receivables from these three subsidiary companies were also fully settled by them. The process of disinvestment of remaining subsidiary companies including RABHCL, PAHCL and UAHCL is also being carried out on the same principle. Therefore, the investment in these subsidiary companies and amount recoverable from them are considered good for recovery and no provision against such investment and recoverable is considered necessary.

Note – 8 – Trade Receivables

1.Trade Receivables include ₹ 150.94 lakh (Previous year ₹ 150.94 lakh-net) in respect of following Subsidiary companies:

Name of the Company	As at 31.03.2019	As at 31.03.2018
i).Pondicherry Ashok Hotel Corporation Ltd.	50.30	50.30
ii).Ranchi Ashok Bihar Hotel Corporation Ltd	76.58	76.58
iii).Utkal Ashok Hotel Corporation Ltd *	24.06	24.06
iv).Punjab Ashok Hotel Company Ltd.	-	-
Total	150.94	150.94
Less : Provision made	-	-
Net	150.94	150.94

* Non-operational w.e.f. 31.03.2004

Note 11 - Loans

(₹ in lakh)

Particulars	As at 31.03.2019	As at 31.03.2018
(A) Loans and advances to related parties		
Secured, considered goods	-	-
Unsecured, considered goods	1,358.02	1,233.60
Doubtful	-	-
Less: Allowance for bad and doubtful advances	-	-
Total (A)	1,358.02	1,233.60
(B) Loans and advances due by directors or officers of the company or any of them either severally or jointly with others or by firms or private companies respectively in which any director is a partner or a director or member		
Secured, considered goods	-	-
Unsecured, considered goods	3.75	2.76
Doubtful	-	-
Less: Allowance for bad and doubtful advances	-	-
Total (B)	3.75	2.76
Total (A+B)	1,361.77	1,236.36

Notes:-

1. Loans and Advances includes ₹1,358.02 lakh (net)(Previous year ₹1,236.36 lakh (net)) in respect of following subsidiary companies:

Names of the Companies	As at 31.03.2019	As at 31.03.2018
i).Pondicherry Ashok Hotel Corporation Ltd.	33.24	31.19
ii).Ranchi Ashok Bihar Hotel Corporation Ltd.	314.55	205.14
iii).Utkal Ashok Hotel Corporation Ltd. *	963.47	953.97
iv).Punjab Ashok Hotel Company Ltd.	46.76	46.06
Total	1,358.02	1,236.36
Less : Provision made	-	-
Net	1,358.02	1,236.36

(*) Non-operational w.e.f 31.03.2004

2. Loans and Advances include the following:-

Particulars	As at 31.03.2019	As at 31.03.2018
Advances due from Directors and officers of the Corporation	3.75	2.76
Maximum amount due from Directors and officers of the Corporation during the year	4.77	5.05

Note 39 (7) – General Notes

Disclosure of transactions with related parties as per Indian Accounting Standard -24, to the extent applicable, is as under: -

Key Management Personnel's: -

- 1 Smt Ravneet Kaur, Chairman & Managing Director w.e.f. 24.07.2017 to till date
- 2 Shri Piyush Tiwari, Director (Commercial & Marketing) w.e.f. May 28, 2015 to till date
(Chairman & Managing Director w.e.f. March 1, 2017 to July 24, 2017)
- 3 Shri Pradip Kumar Das, Director (Finance) & CFO w.e.f. 25.02.2016 to till date
- 4 Shri. V. K. Jain, Company Secretary w.e.f 15.12.2008 to till date

Payment made to key management personnel's and their relatives.

Particulars	(Amount in ₹ lakh)	
	Current Year	Previous Year
Remuneration	146.14	111.64

Note- 39 (11) (b)**Assam Ashok Hotel Corporation Limited and Madhya Pradesh Ashok Hotel Corporation Limited:**

The Company had transferred its Non-Current Investments - Equity Shares of Subsidiary Companies - Assam Ashok Hotel Corporation Limited (51% Equity of AAHCL) of ₹51.00 lakh and Madhya Pradesh Ashok Hotel Corporation Limited (51% Equity of MPAHCL) of ₹81.60 lakh on June 29, 2017 to their respective State Government. The Investments had been transferred at a consideration of: AAHCL ₹ 214.00 lakh and MPAHCL ₹ 1,259.00 lakh. Also, the other dues recoverable by ITDC Ltd. have been duly settled by the respective subsidiary in full for AAHCL ₹ 300.63 lakh and for MPAHCL ₹ 384.43 lakh.

Note- 39 (11) (g)**Donyi Polo Ashok Hotel Corporation Limited:**

The Company has transferred its Non-Current Investments - Equity Shares of Subsidiary Companies - Donyi Polo Ashok Hotel Corporation Limited (51% Equity of DPAHCL) of ₹ 50.90 lakh on May 17, 2018 to their respective State Government. The Investments had been transferred at a consideration of ₹ 198.18 Lakh. Also, the other dues recoverable by ITDC Ltd. have been duly settled by the respective subsidiary in full for ₹ 20.90 lakh.

Note- 39 (11) (j)**Pondicherry Ashok Hotel Corporation Limited:**

Transaction Advisors for Pondicherry Ashok Hotel Corporation Limited have already been appointed. The Transaction Advisors are engaged for doing the entire exercise of valuation of the properties, devising framework for transfer/ exit of ITDC, documentation, etc. as applicable.

Note- 39 (11) (k)**Punjab Ashok Hotel Company Limited, Punjab:**

In the IMG meeting held on 29.11.2018, it was decided that the incomplete project may be handed over to the State Government with transfer of 51% of equity of ITDC in the JV Company to the State Government, on cost basis. A letter dated 28.03.2019 has been sent from Secretary (Tourism), MoT to the Chief Secretary, Govt. of Punjab for exploring options other than tourism for utilization of land & building. The matter is under process.

Note- 39 (11) (l)**Ranchi Ashok Bihar Hotel Corporation Limited:**

In case of Ranchi Ashok Bihar Hotel Corporation Limited, operations of the Hotel have been closed w.e.f. 29.03.2018 with the approval of Inter-Ministerial Group of Ministry of Tourism. It has been decided by MOT that the ITDC's Non-Current Investments (51% Equity of RABHCL) will be transferred to the Jharkhand State Government. The Transaction Advisor was engaged for doing the entire exercise of valuation of the properties, devising framework for transfer/ exit of ITDC, documentation, etc.as applicable. Transaction Advisor made a detailed presentation on the valuation of Hotel Ranchi Ashok in the IMG meeting held on 13.09.2018. IMG approved the valuation based on Discounted Cash Flow on as is where is basis along with payment of loans and other dues of ITDC and B5TDC. The matter is under process.

Note- 39 (11) (m)

Utkal Ashok Hotel Corporation Limited (UAHCL):

In case of Utkal Ashok Hotel Corporation Limited (UAHCL) the Letter of Intent (LOI) for long-term lease of the hotel property was issued to the bidder M/s Paulmech Infrastructure Pvt. Ltd. (PIPL) on January 19,2010 and was subsequently cancelled on December 10, 2013 due to non-adherence of terms of LOI by PIPL. The PIPL filed a petition praying inter alia for quashing of ITDC's letter cancelling LOI which was dismissed by the High Court. PIPL further filed a Special Leave Petition before the Hon'ble Supreme Court of India challenging the High Court Judgement. On September 18, 2017, the Supreme Court has stayed the termination of LOI. Hon'ble Supreme Court in its hearing on 15.04.2019 extended the date of FDs deposited by M/s. Paulmech for another 6 months. Letter sent to MoT for obtaining legal opinion on initiation of dialogue with the successful bidder when the LoI has been terminated. MoT has directed to take legal opinion directly from the Ministry of Law. Accordingly, letter to Ministry of Law is being sent.

