

**ITC Hotels Limited**  
Corporate Office  
ITC Green Centre  
10 Institutional Area, Sector 32  
Gurugram-122 001, Haryana, India  
Tel.: 91 124 417 1717  
Website: www.itchotels.com

18<sup>th</sup> July, 2025

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza  
Plot No. C-1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai 400 051

The General Manager  
Dept. of Corporate Services  
BSE Ltd.  
P. J. Towers  
Dalal Street  
Mumbai 400 001

Dear Sirs,

**Report and Accounts for the financial year ended 31<sup>st</sup> March, 2025**

Further to our letter dated 15<sup>th</sup> May, 2025, we hereby enclose, in terms of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Report and Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Notice dated 15<sup>th</sup> May, 2025 convening the 2<sup>nd</sup> Annual General Meeting of the Company on 11<sup>th</sup> August, 2025.

Yours faithfully,  
ITC Hotels Limited

Diwaker Dinesh  
Company Secretary

Encl.: As above



**ITC HOTELS LIMITED**

Registered Office: Virginia House, 37 J. L. Nehru Road, Kolkata 700 071, West Bengal, India  
Tel.: 91 33 2288 9371, Email: investorservices@itchotels.in  
Corporate Identity Number: L55101WB2023PLC263914



# ITC HOTELS LIMITED

*Our Legacy Inspires Our Future*



ITC Grand Bharat, Gurugram

## REPORT AND ACCOUNTS, 2025

1<sup>st</sup> hotel chain in India to be recognised with the  
**Leadership Award for Organizational Excellence 2024**  
by the US Green Building Council



FY 2024-25: AT A GLANCE





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ITC Narmada, Ahmedabad

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# OUR LEGACY *inspires* OUR FUTURE

With a distinguished legacy spanning **over five decades**, the business of **ITC Hotels** has been a pioneering force in shaping India's luxury and responsible hospitality landscape. Since its inception in **1975**, the chain has consistently set new benchmarks in service excellence, culinary innovation, sustainable practices, and the celebration of Indian culture. What began as a single hotel has grown into one of India's largest and most respected hospitality chains, with a presence that now extends across **India, Sri Lanka and Nepal** through a portfolio of **140+ properties** and **over 13,300 keys**. Rooted in the ethos of **'Responsible Luxury'**, the Company has seamlessly blended world-class hospitality with environmental stewardship, showcasing India's heritage while embracing the future through innovation, inclusivity, and purpose-led growth. This enduring commitment has positioned the Company not only as a trusted name in India but also as a global exemplar of homegrown excellence.

Today, the Company operates an expansive portfolio spread over the Indian subcontinent under six distinct brands, each strategically designed to cater to diverse traveller profiles. The portfolio spans a diverse range—from **ITC Hotels** and **Mementos** in the luxury segment, to **Welcomhotel** in the upper upscale category, **Storii** in the boutique space, and extends to the midscale - upscale and heritage segments with **Fortune Hotels** and **WelcomHeritage**.

With a robust portfolio of hotels, the Company is well-poised for the next phase of expansion and value creation. This milestone transition empowers the organisation with greater strategic agility and optimised capital deployment, accelerating its growth across key Indian markets while enhancing global brand equity.

Renowned for its culinary distinction, ITC Hotels Limited has established iconic food and beverage brands such as **Bukhara, Dum Pukht, Royal Vega, Avartana, Peshawri, Yi Jing, Ottimo, and Pavilion**. From traditional Indian delicacies crafted with authentic spices to exquisite international cuisines prepared with finesse, each dish is a testament to unparalleled quality and culinary artistry.

In the wellness domain, the group's flagship brand, **Kaya Kalp – The Royal Spa**, harmoniously blends ancient Indian healing traditions with contemporary therapies, offering holistic wellness experiences that rejuvenate both body and mind.

A global leader in sustainable hospitality, ITC Hotels Limited has the **largest number of LEED® Platinum certifications** in the World—representing the highest level of recognition in green building standards. The organisation's sustainability framework is deeply embedded across its operations, encompassing renewable energy integration, responsible sourcing, water stewardship, and waste management.

Looking ahead, ITC Hotels Limited remains committed to an asset-right growth strategy, focusing on expanding its presence in high-potential markets through strategic partnerships and management agreements. With a strong focus on **digital transformation, exceptional guest experiences, and purpose-driven innovation**, ITC Hotels Limited is poised to redefine the future of Indian hospitality - **driven by culture, guided by excellence, and anchored in sustainability**.



ITC Royal Bengal, Kolkata





## USHERING IN A NEW CHAPTER WITH PURPOSE & PRIDE

Inspired by Namaste, the new identity of ITC Hotels Limited stands for togetherness and connection, and reflects the strength and harmony that all brands of ITC Hotels Limited find as we come together as one, and march forward.

The namaste logo becomes simple, modern and minimal, yet retains the essential welcoming gesture, communicating unity and progress with responsibility.

## VISION

ITC Hotels Limited aims to be a leader in Indian hospitality, celebrated for **service, cuisine excellence** and embodying **Responsible Luxury**.

Our aspiration to deliver competitively **superior returns and quality** is driven by **customer centricity, high performance, and unwavering commitment to sustainability**. Deeply rooted to the soil of the nation, we will take meaningful strides to realise the economic potential of travel and tourism.



ITC Grand Goa



## CORE VALUES

Our guiding philosophy is rooted in a strong set of core values that define who we are and how we operate. **Warmth, Innovation, Sustainable Responsibility, Ethical Leadership, and Respect for People** - reflect our commitment to excellence, integrity, and purpose-driven hospitality. Together, they serve as the foundation for every interaction, decision, and experience we create.



Yi Jing



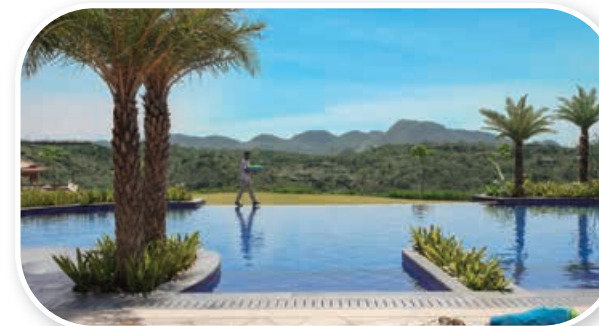
### WARMTH

We place our stakeholders at the center of every decision, striving to create heartfelt moments with our signature warmth in each interaction.



### INNOVATION

We endeavour to pioneer a culture of innovation & excellence in the hospitality industry, elevating experiences by integrating creative solutions and advanced technology with a human touch.



### SUSTAINABLE RESPONSIBILITY

We are committed to inclusivity and sustainable action that positively impacts our planet, community and society driving long term value.



### ETHICAL LEADERSHIP

We build trust through integrity, accountability and responsible stewardship in all our actions.



### RESPECT FOR PEOPLE

We care deeply, ensuring mutual respect in every relationship, treating our colleagues and partners with empathy, compassion and humility.



## BRANDS OF DISTINCTION: OUR HOSPITALITY ECOSYSTEM

ROOTED IN LEGACY. EXPANDING WITH INTENTION.

From luxury and vibrant, to boutique and experiential, every aspect of ITC Hotels Limited's brand architecture is part of a living framework - rooted, responsive, and always rising.



### Hotel Brands



### Loyalty & Recognition Brands



### Experience Brands



### Accommodation Brands



Suites

Residences

### Signature Cuisine Brands



ITC Grand Goa





With 'Namaste' as the enduring symbol of its brand experience and 'Responsible Luxury' as the guiding premise, ITC Hotels are an archetype of the culture and ethos of each destination, offering authentic, indigenous luxury experiences that are in harmony with the environment and society.



ITC Grand Chola, Chennai



Mementos by ITC Hotels is a brand of luxury lifestyle hotels and resorts that offers the rarest of luxuries: great memories. Every detail of the Mementos experience is designed to create exquisite moments, unique to each destination, and transform them into something truly unforgettable.

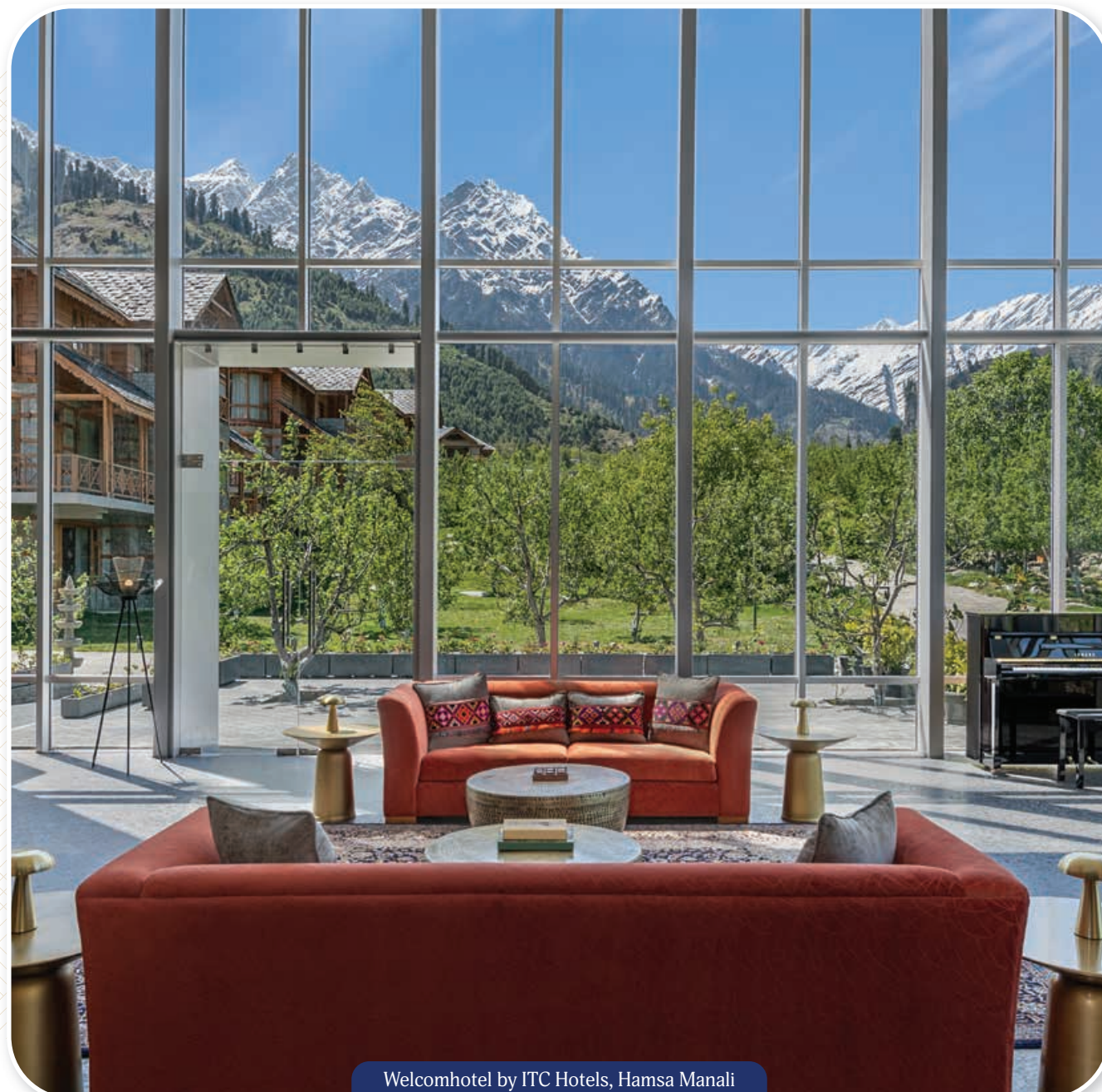


Mementos by ITC Hotels, Jaipur





Welcomhotel by ITC Hotels is the new-age traveller's key to curated, immersive experiences. Present in locations ranging from hills to beaches, and deserts to cities, the hotels skilfully blend together local aesthetics and modern-day comforts, along with our renowned culinary expertise.



Welcomhotel by ITC Hotels, Hamsa Manali



Storii by ITC Hotels is a collection of handpicked properties, designed to satiate the ever-evolving needs of the discerning traveller by offering a unique, experience-led stay that is atypical, immersive, bespoke, and coexists in harmony with the environment as well as the local community.



Storii By ITC Hotels Amoha Retreat, Dharamshala





Set up in state capitals, major towns, small metros, and bustling cities, Fortune Hotels' brand philosophy is driven by its objective to provide contemporary accommodation to business and leisure travellers, with an emphasis on personalised service at great value.



Fortune Park, Dalhousie



WelcomHeritage endeavours to create a unique balance between local traditions and modern-day requirements, thus creating authentic experiences in some of the country's most inspiring settings.



WelcomHeritage Bal Samand Lake Palace



## SIGNATURE DINING

*ITC Hotels presents a culinary journey that seamlessly blends India's diverse regional flavours with global gourmet excellence.*



Royal Vega

## BUKHARA

A globally renowned dining destination, Bukhara offers robust flavours of the North-West Frontier with an authentic setting and a menu, unchanged and unmatched since 1978.



📍 New Delhi





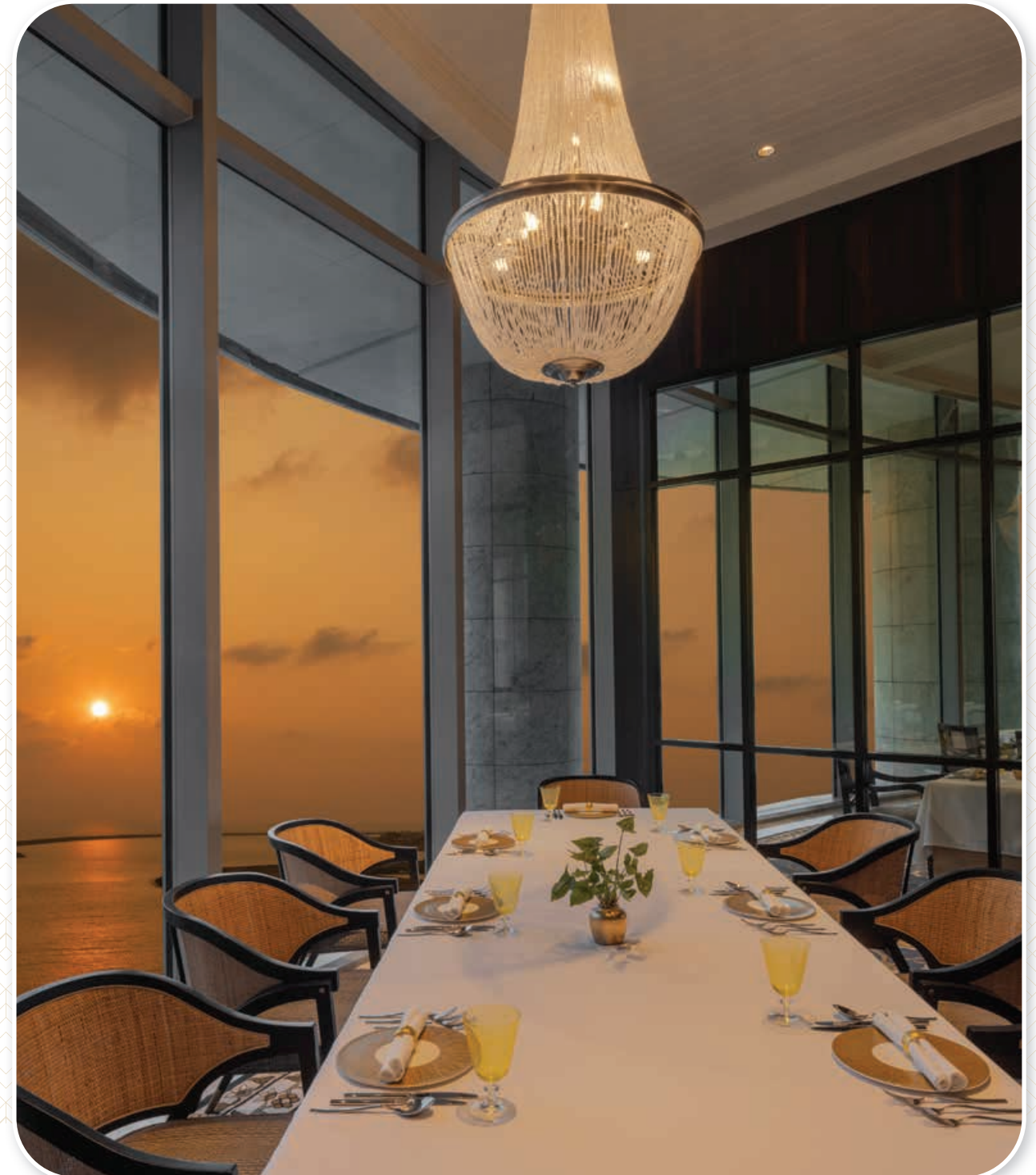
This iconic restaurant beckons you to partake in a royal experience, as it recreates the 200-year-old culinary legacy from the kitchens of the majestic Awadhi Nawabs.



📍 New Delhi, Mumbai, Kolkata, Bengaluru, Hyderabad



Exemplifies an exclusive blend of traditional and progressive renditions of Southern Indian cuisine, which is rooted to the gravitas of the unique tastes, aromas and flavours of southern Indian spices.



📍 Chennai, New Delhi, Mumbai, Kolkata, Colombo





## Royal Vega

Luxury Vegetarian Cuisine of India

An exclusive restaurant with an opulent décor that brings you a fine collection of vegetarian dishes based on the ancient Indian system of seasonal cooking.



Chennai, Kolkata, Ahmedabad, Udaipur

## PESHAWRI

An award-winning restaurant brand that brings alive the robust flavours of the North-West Frontier. Savour a delectable selection of delicacies like succulent kebabs, signature breads and lentil within a rustic chic ambience.



Ahmedabad, Mumbai, Chennai, Kolkata, Agra, Jaipur, Hyderabad, Vadodara, Bhubaneshwar, Colombo





Inspired by the rugged earthiness of North India, this signature restaurant has a delectable menu that brings you authentic styles of cooking designed for the discerning gourmet.



Goa, Mumbai, Bengaluru, Hyderabad, Amritsar, Udaipur



Showcases the rich diversity of South Indian tradition through specialty cuisine offerings from states of Tamil Nadu, Kerala, Andhra Pradesh, Karnataka and Telangana.



Bengaluru, Hyderabad, New Delhi, Mumbai, Visakhapatnam



## 意境 YI JING

Rooted in contemporary interpretations of time-honoured recipes from across the diverse regions of China, Yi Jing offers refreshing flavours with a special focus on Sichuan and Hunan provinces.



📍 Mumbai, Ahmedabad, Hyderabad, Colombo

## Ottimo Cucina Italiana

A traditional Italian kitchen has been recreated with an authentic array of antipasti, wood-fired oven baked pizzas, artisanal pastas and much more.



📍 New Delhi, Goa, Chennai, Kolkata, Hyderabad





Edo brings alive the concept of Japan's after-hours culture, with authentic sushi, sashimi, succulent robatayaki, crisp tempura and artful bento meals, accompanied by premium Japanese beverages culminating in a grand finale of delectable desserts, perfected by our chefs.



📍 Bengaluru

## BANQUETING

With a legacy of hosting dignitaries, large-scale events, and bespoke gatherings, ITC Hotels' banqueting capabilities are supported by elegant décor, award-winning cuisines and business services.







## SIGNATURE WELLNESS

One of India's leading Spa brands, Kaya Kalp showcases India's ancient wellness sciences through indigenous spa therapies along with global wellness treatments for the complete rejuvenation of the mind, body and soul.



ITC Mughal, Agra



ITC Grand Goa





## CHEF CRAFTED CURATIONS

Crafted with care and handled with utmost hygiene & safety, the mindfully curated menus bring signature food experiences from our award-winning kitchens to your doorstep.



A selection of bed linen, pillows and embroidered duvets, especially made for ITC Hotels, now available for your home.



📍 New Delhi, Mumbai, Bengaluru, Hyderabad, Chennai, Kolkata



# CLUB ITC

ENRICHING REWARDING EXPERIENCES

## BENEFITS & PRIVILEGES

### Simplicity & Transparency

Earn a percentage of the eligible spends as Green Points

1 Green Point = INR 1

### Member Only Rates

Additional savings for all direct bookings

### Reward Nights

Unlock exceptional experiences at your favourite hotels using your Green Points

### Contactless Redemption

Redeem Green Points for stays, dining experiences, spa and more using your mobile phone

### International Getaways

Redeem Club ITC Green Points for award nights at more than 9500+ Marriott Hotels and Resorts worldwide

### E-Vouchers

Receive a bouquet of e-vouchers on achieving/retaining higher tier status

### Rollover Nights

Carry forward excess room nights & eligible spends to the next year to enable upgrades to the next tier faster

### Points Never Expire

Green Points never expire for active members

## CLUB ITC

Club ITC is one of India's most transparent, flexible and easy to use **Loyalty Programme** for over three decades. Club ITC Members gain access to a wide range of exclusive member benefits across 140+ hotels pan India with acknowledged award winning restaurants and rejuvenating wellness centres for memorable experiences and contactless redemption for hotel experiences like reward nights, spa, laundry, dining and more.

In the Middle East & Asia/Oceania region at the 34th Freddie awards ceremony held in 2025 in Chicago, Club ITC was recognised for **Best Customer Service** and **Best Redemption Ability**.



Welcomhotel by ITC Hotels, The Savoy, Mussoorie



Welcomhotel by ITC Hotels, Pine N Peak, Pahalgam



## CLUB ITC culinaire

Culinary Indulgences & More

### A MEMBERSHIP FOR THE GOURMET AFICIONADO

Discover an array of exceptional gastronomic delights and award winning cuisines at 140+ hotels. Club ITC Culinaire has been especially designed to cater to your fine culinary palate and provide experiences that complement your distinguished taste and lifestyle.

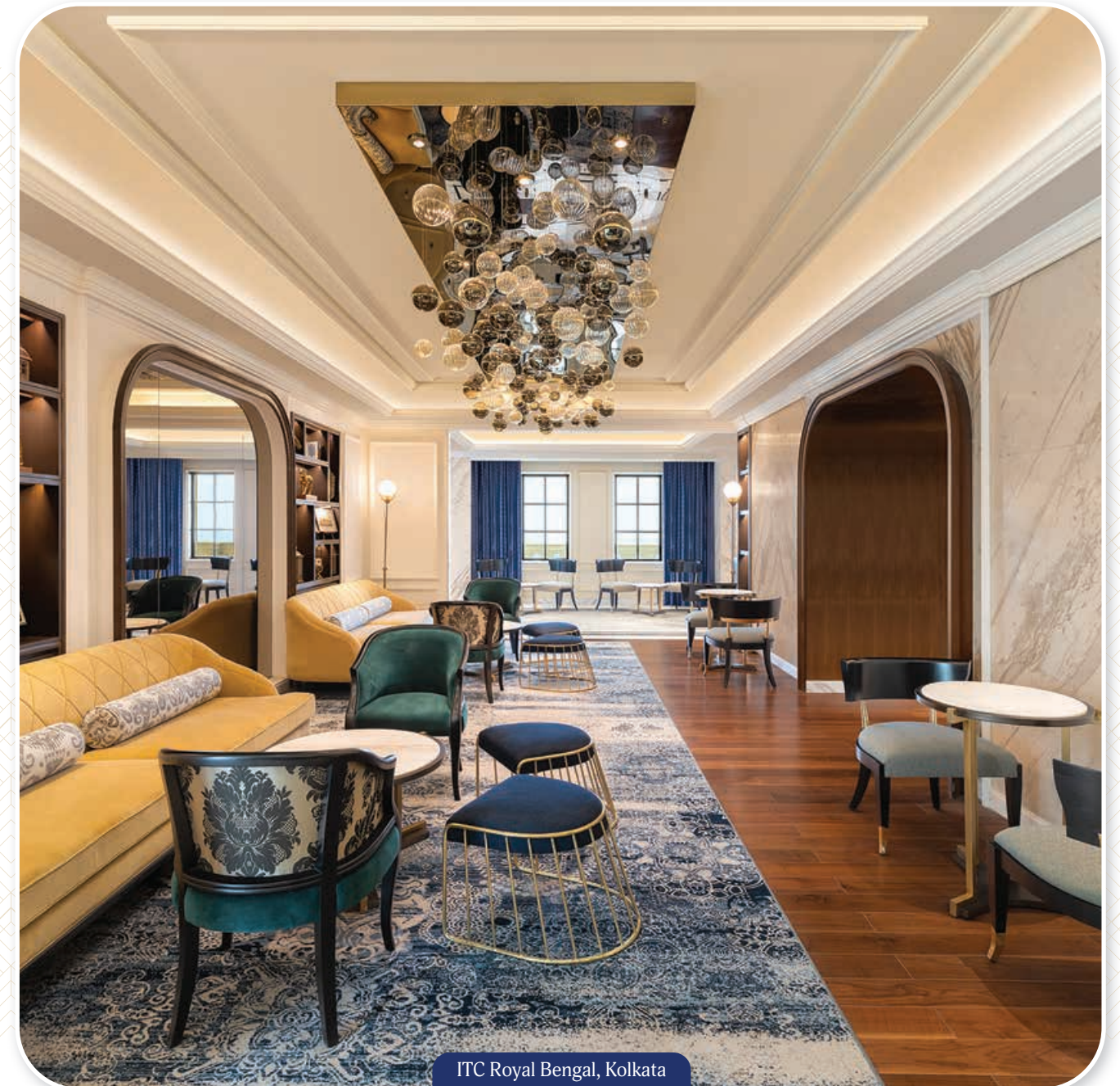


Storii by ITC Hotels, The Kaba Retreat, Solan

## ITC Club Privé

### A WORLD APART

An exclusive membership spanning across our entire spectrum of hospitality offerings, customised for the discerning traveller.



ITC Royal Bengal, Kolkata

📍 New Delhi, Mumbai, Kolkata, Hyderabad, Ahmedabad, Bengaluru



## EXPANDING HORIZONS WITH PURPOSE

Growth and Development initiatives are focused on expanding our footprint across India and proximal markets, through the asset right strategy, in line with the country's vibrant and evolving hospitality landscape. Through a strategic mix of owned properties and a managed, franchised, and leased portfolio, we continue to enhance our presence across metropolitan hubs, emerging cities, and distinctive leisure destinations.

Our differentiated brand portfolio allows us to cater to a wide spectrum of guest preferences - from luxury and upper-upscale offerings to upscale and mid-market experiences. This architecture empowers us to enter diverse markets with the right value proposition, while staying true to our ethos of excellence, sustainability, and authentic Indian hospitality.



**140+ HOTELS**



**90+ DESTINATIONS**



**13,300+ KEYS**



**6 DISTINCT HOTEL BRANDS**



**ICONIC F&B BRANDS**



**STRONG SUSTAINABILITY CREDENTIALS**



**ROBUST OPERATIONAL PERFORMANCE**



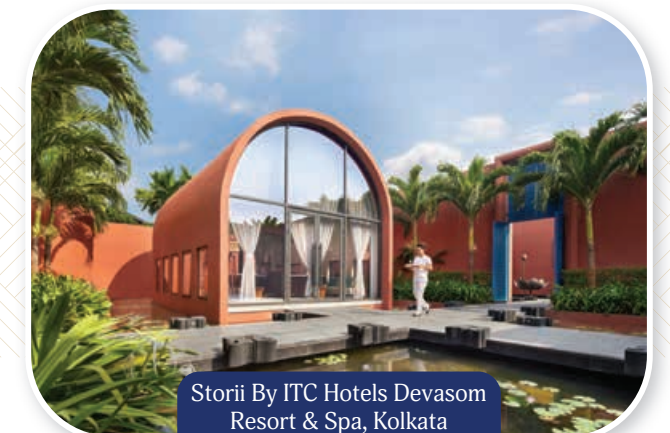
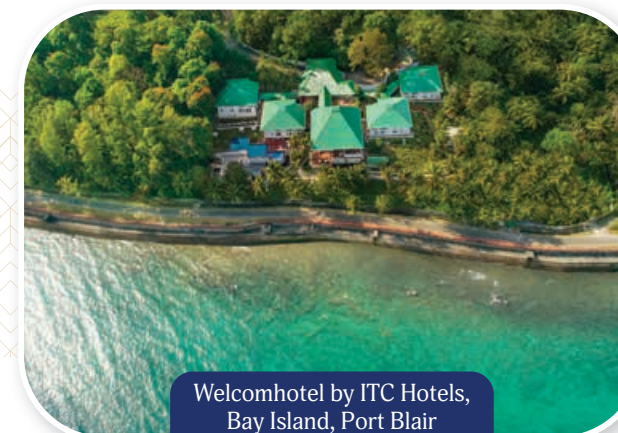
**STRONG PARTNERSHIPS**

## LUXURY PORTFOLIO



**18 Hotels, 4970 Keys**

## UPPER UPSCALE & BOUTIQUE PORTFOLIO



**35 Hotels, 3280 Keys**

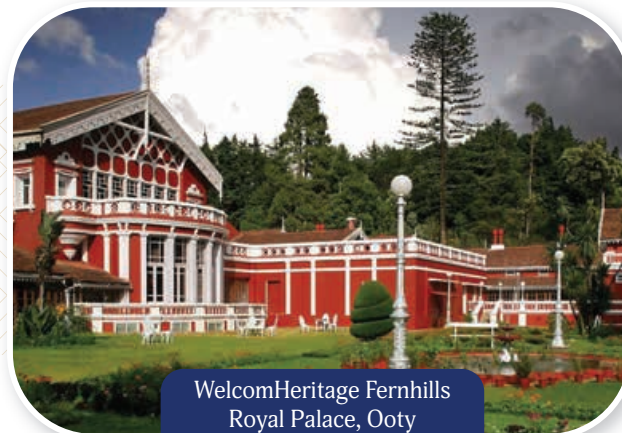
Status as on 31st Mar '25



## MIDSCALE TO UPSCALE & HERITAGE PORTFOLIO



56 Hotels, 4133 Keys



34 Hotels, 999 Keys

## EXPANDING OUR FOOTPRINT

**220 Hotels  
20,000+ Keys**  
(Owned / Managed Mix By % Keys: 30% / 70%)

BY 2030

## CURRENT PIPELINE ACROSS BRANDS



**2 Hotels  
420 Keys**



**12 Hotels  
1592 Keys**



**11 Hotels  
615 Keys**



**22 Hotels  
1765 Keys**

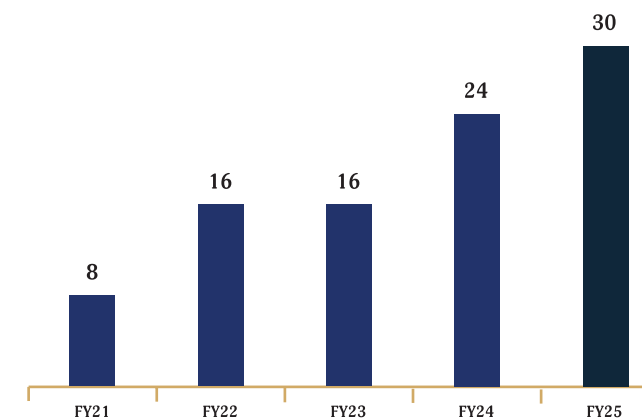


**3 Hotels  
130 Keys**

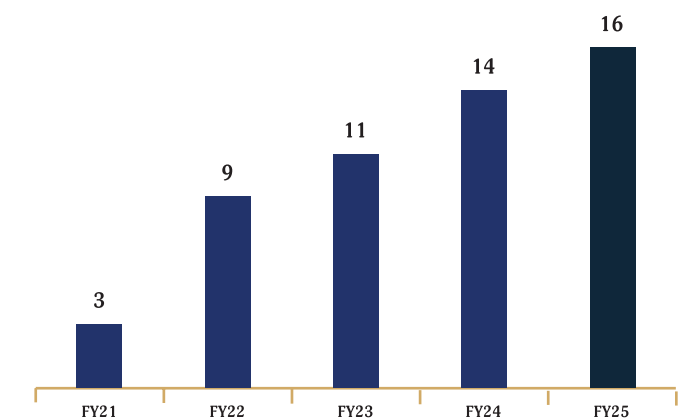
Status as on 31st Mar' 25 | Managed portfolio includes hotels under franchise model.

## 54 HOTELS SIGNED & 30 HOTELS OPENED IN LAST 2 YEARS

NEW HOTEL SIGNINGS



NEW HOTEL OPENINGS



## STRATEGIC LEVERS

5 Decades of  
Hospitality  
Expertise

Bouquet of Brands  
across Segments

Sustainability  
Leadership

Food & Beverage  
Supremacy

Smart Revenue  
Management

Strong Loyalty &  
Distribution

Robust Processes &  
Brand Standards

World Class Digital  
Infrastructure

Strong Partner  
Ecosystem  
Network Effects

## HOTEL PROJECTS COMMENCED IN FY 24-25.

Expansion & New Build	
Expansion Project: Welcomhotel Bhubaneshwar	Addition of 100 Keys + Refurbishment of select areas - Target 2027
New Build Project: Welcomhotel Puri	New hotel with 118 keys + Banquet Complex -Target 2027



## DIGITAL TRANSFORMATION: TECHNOLOGY AS A CATALYST

FY2024–25 marked a pivotal year for ITC Hotels Limited, establishing a strong foundation as an independent, technology-driven hospitality leader. A robust digital transformation agenda has been set in motion to drive operational excellence, guest-centric innovation, and scalable growth.

### PLATFORM THINKING: BUILDING A PLATFORM FOR THE FUTURE OF HOSPITALITY

The Company is transitioning from standalone, property-specific systems to a unified platform comprising interoperable digital modules.



### INTELLIGENT OPERATIONS: EMBEDDING AUTOMATION AND INSIGHT ACROSS FUNCTIONS

- **CRM:** A modern, enterprise-grade guest relationship management (CRM) platform has been deployed across the organisation.
- **RPA & Gen AI:** Furthermore, the introduction of Robotic Process Automation (RPA) for administrative functions has reduced manual workloads and improved accuracy.

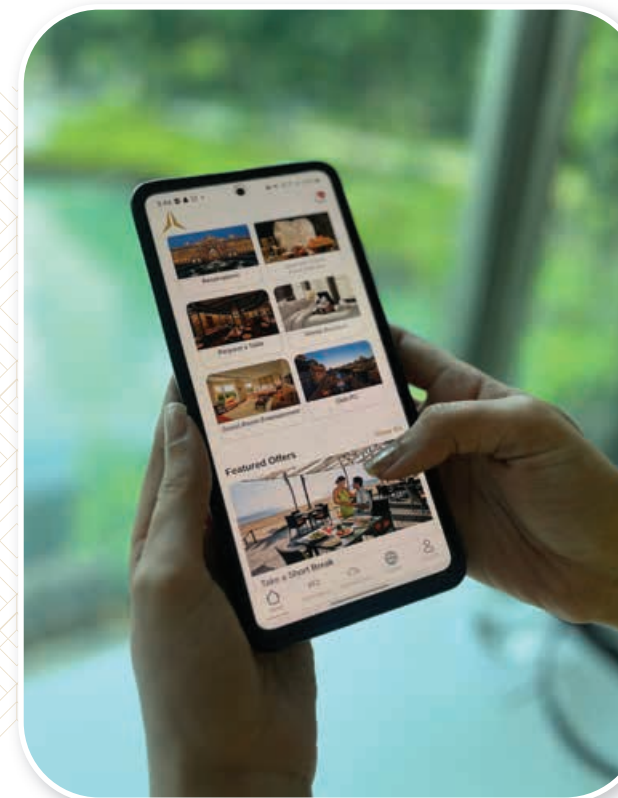
### GUEST EXPERIENCE: ENHANCING PERSONALISATION AND DIGITAL CONVENIENCE

The ITC Hotels mobile application continues to evolve as a central interface for guests. Complementing this is the revamped website of the Company.

### INFORMATION SECURITY AND DATA GOVERNANCE: ENSURING RESILIENCE

The deployment of robust information security tools and processes reflects the Company's commitment to adopting future-ready technologies for enterprise-grade security.

Select luxury properties now feature in-room tablets and mobile integrations for personalised control of lighting, climate, entertainment, and service requests—designed to offer convenience with discretion.





## PEOPLE FIRST: EMPOWERING OPPORTUNITIES

Your Company's Human Resources (HR) approach is anchored in its core values and a people-first philosophy, driving a high-performance culture and sustainable growth. In FY 2024–25, your Company continued to invest in its talent through comprehensive initiatives spanning culture building, talent acquisition, employee development and career growth, as well as employee well-being and engagement. These core HR pillars collectively strengthen the organisation's human capital, supported by specific programmes, policies, and metrics, with benchmarking against industry best practices to ensure that your Company remains an employer of choice in the hospitality sector.

### CULTURE AND VALUES

Your Company nurtures a culture grounded in strong values, inclusivity, and excellence—aligned with the heritage of its warm, personalised, and bespoke hoteliering. This rich culture, rooted in respect for people and a belief in empowerment, has fostered a customer-focused, high-performance environment that delivers value to all stakeholders.

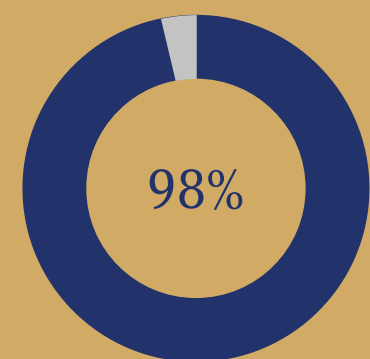
### DIVERSITY, EQUITY & INCLUSION

  
**19.3%**  
Gender  
Diversity

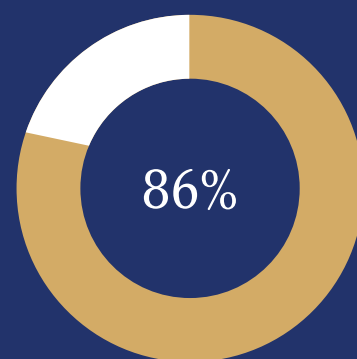
  
**2.4%**  
Persons with  
Disabilities

#### The key differentiators are:

- Highlights the importance of employee well-being and growth
- Leadership demonstrates a caring approach, reinforcing trust and loyalty
- Committed to enhancing gender diversity and including persons with disabilities
- Ensures no discrimination in compensation, career growth, or benefits
- Committed to sustainable and ethical business practices
- Integrates luxury hospitality with environmental stewardship and community responsibility



of Employees feel Proud to be with  
ITC Hotels



Employee Engagement — 7% higher  
than the industry average

### TALENT ACQUISITION

Your Company has established a strong campus connect programme as a key differentiating pillar in building its talent pipeline.

The Company recognises that attracting young talent from premier hospitality and management institutes is vital for injecting fresh ideas, energy, and future leadership into the organisation.

#### During the previous year, your Company has:

- Implemented an online proctored assessment for campus recruitment, reaching over 10,000 students across 300+ institutes
- Developed partnerships with hospitality skill development institutes and recruitment agencies to create alternate talent pipelines



### CAMPUS TALENT PIPELINE

**300+**

Hotel Management Schools Engaged

**10000+**

Students Connected

**5000+**

Applicants





## EMPLOYEE DEVELOPMENT & GROWTH

Your Company has a longstanding reputation for excellence in employee growth and development, underpinned by structured learning programmes and a culture of continuous improvement.

Over 2024–25, your Company has:

- Reinforced its structured learning programmes and culture of continuous improvement
- Ensured that a large pool of in-house talent received career growth opportunities
- Provided world-class development programmes to build future-ready capabilities



**38.6%**

of vacancies closed through internal growth.

## EMPLOYEE REWARDS AND WELL BEING

Your Company adopts a holistic rewards philosophy, offering its employees a balance between monetary compensation and non-monetary elements such as benefits, well-being, and purposeful engagement.

The key highlights of this rewards philosophy are:

- Compensation is benchmarked against industry standards to ensure it remains competitive
- The Company's benefits policies often exceed statutory requirements, such as extended maternity leave and childcare support
- In addition, the Company continuously reviews and implements practical measures to enhance work-life integration for its associates



**4.60 lakh+**

hours of training conducted.



## CELEBRATING EXCELLENCE



*At ITC Hotels Limited, employee recognition is a fundamental pillar of its people-first philosophy, ensuring that dedication, excellence, and high performance are continuously acknowledged and celebrated. The Spotlight Awards, ITC Hotels Limited's annual gala recognition ceremony stands as the pinnacle of its comprehensive recognition framework, designed to honour individuals and teams who consistently deliver exceptional results while embodying the Company's core values. This prestigious event plays a crucial role in reinforcing your Company's commitment to meritocracy and performance-driven culture, celebrating & promoting excellence.*





## RESPONSIBLE LUXURY

### SPEARHEADING BEST IN CLASS SUSTAINABILITY INITIATIVES

For over a decade, ITC Hotels has been a trailblazer in sustainability, achieving several “first-in-the-world” distinctions for its environmental performance. A cornerstone of ITC Hotels’ sustainability success is its pioneering leadership in green buildings.

During the year, four more properties - namely Sheraton New Delhi, ITC Kohenur, ITC Maratha, and ITC Grand Chola—were certified as LEED® Zero Water Hotels.

**23**

Hotel chain with the world’s largest number of USGBC LEED® Platinum certified hotels

**12**

World’s First USGBC LEED® Zero Carbon Certified Hotels

**8**

World’s First USGBC LEED® Zero Water Certified Hotels

- **Enhancing Renewable Energy Footprint:** ITC Hotels’ renewable energy portfolio now stands at 47.9 MW, and more than half of its electricity requirement is met through renewable sources.
- **Water Stewardship:** Aiming to reduce, reuse, and replenish water through innovative and distinctive initiatives such as atmospheric water generators (AWGs), low-flow fixtures, and water-efficient treatment processes and systems.
- **Sustainable Transportation:** Carbon-neutral EV charging stations have been installed across properties, contributing to sustainable mobility solutions.

### Decarbonisation Performance

The Company has surpassed the 2030 sectoral emission targets for owned hotels, set by the ITP - Hotel Decarbonisation Report in line with COP21, for the fifth consecutive year.

Emissions (kg CO<sub>2</sub>e per room night stay): 45.32 (Actual) vs 64.9 (2030 Target as per ITP Report)

- **Plastics Mitigation:** A signatory to the Global Tourism Plastics Initiative (GTPI), led by the United Nations Environment Programme (UNEP), ITC Hotels continues to step forward as an industry leader in mitigating single-use plastic pollution.



- **Responsible Luxury in Gastronomy:** Creating culinary experiences that address the needs of holistic wellbeing, in harmony with the environment.



Root to Shoot

Pathway to Zero waste and Optimum utilization of ingredients across cuisine offerings



Mighty Millets

Offering Millet centric preparations in buffet and ala carte across local, Indian and global cuisines



Local Love

Preserving & showcasing indigenous ingredients, cooking traditions & local culinary legacy

### Circular Economy - Organic Waste

Segregation, quantification, and measurement of food waste at source. Residual food waste is repurposed and converted into organic manure and biogas through Organic Waste Converters and biogas plants.

### EHS LEADERSHIP: EXCELLENCE IN SAFETY & COMPLIANCE

ITC Hotels’ safety strategies focus on providing a safe and healthy environment for guests, employees, and service providers.

With the aim of embedding safety more deeply into operational practices and achieving the ‘Zero Accident’ goal, ITC Hotels has adopted a comprehensive EHS strategy founded on two key pillars: **Safety by Design** and **Safety by Culture**.

#### Safety By Design

- Adoption of best-in-class engineering standards and codes
- Continuous technological advancements
- Identification and elimination of workplace hazards

#### Safety By Culture

- EHS training and development
- Case studies and learnings
- Structured conversations with stakeholders on safe and unsafe acts
- Embedding safety as a shared value

Together these approaches create a resilient & sustainable safety system



## CELEBRATING EXCELLENCE

### PUTTING INDIA ON THE GLOBAL MAP



2024  
**ITC Royal Bengal**  
 Best Energy Efficient Commercial Buildings/Hotels  
 CII National Energy Efficiency  
 Circle Competition

2024  
**ITC Maratha**  
 Favorite Hotel for Sustainable Practices  
 Condé Nast Traveller  
 Readers' Travel Awards

2024  
**Avartana (Chennai & Kolkata),  
 Bukhara & Dum Pukht (Delhi)**  
 Culinary Culture  
 Ultimate Restaurant Ratings

2024  
**Bukhara, ITC Maurya**  
 Favorite Restaurant in an Indian Hotel  
 Condé Nast Traveller  
 Readers' Travel Awards

## KEY AWARDS & ACCOLADES

  
 2024  
 Gold List  
**Welcomhotel Mussoorie**  
 Condé Nast Traveller

  
 2024  
 #1  
**Avartana, ITC Grand Chola**  
 Condé Nast Traveller  
 TOP Restaurant Awards

  
 2024  
 Hot List  
**Mementos Udaipur**  
 Condé Nast Traveller

  
 LEED® Platinum  
 certification by USGBC  
**ITC Ratnadipa**  
 LEED® Certification

  
 2024  
 First Indian Hotel chain to  
 receive Leadership Award  
 for Organizational Excellence  
**ITC Hotels**  
 US Green Building Council  
 (USGBC)

  
 2024  
 Best Service  
**ITC Hotels**  
 Travel + Leisure  
 Delicious Dining Awards

  
 Best Luxury  
 Hotel Chain  
**ITC Hotels**  
 Travel + Leisure  
 India's Best Awards

  
 2024  
 Best Bleisure Hotel  
**ITC Grand Chola**  
 Travel + Leisure  
 India's Best Awards

  
 2024  
 Best Luxury Hotel  
**ITC Maurya**  
 Travel + Leisure  
 India's Best Awards

  
 2024  
 Best New Hotel/Resort (International)  
**ITC Ratnadipa**  
 Travel + Leisure  
 India's Best Awards



  
 2024  
**Avartana,**  
 ITC Grand Chola, Chennai  
 Featured in  
**Asia's 50 Best Restaurants**

  
 2024  
**Avartana,**  
 ITC Grand Chola, Chennai  
 Featured in  
**Tatler Best Restaurants Asia**



## LISTING CEREMONY

ITC Hotels Limited announced a historic milestone with its listing on the National Stock Exchange of India Ltd. and BSE Ltd. on 29<sup>th</sup> January, 2025.



### Board of Directors

**Chairperson and Non-Executive Director**  
Sanjiv Puri

**Managing Director**  
Anil Chadha

### Non-Executive Directors

Kamal Bali  
Indu Bhushan  
Supratim Dutta  
Mukesh Gupta  
Tablesh Pandey  
Prathivadibhayankara Rajagopalan Ramesh  
Vrinda Sarup  
Rajendra Kumar Singhi

### Board Committees

#### Audit Committee

P. R. Ramesh	Chairperson
K. Bali	Member
M. Gupta	Member
A. Thakar	Invitee
A. Chandak (Head of Internal Audit)	Invitee
Representative of the Statutory Auditors	Invitee
D. Dinesh	Secretary

#### Securityholders Relationship Committee

T. Pandey	Chairperson
I. Bhushan	Member
R. K. Singhi	Member
D. Dinesh	Secretary

### Strategic and Executive Management Committee

A. Chadha	Chairperson
S. Bose	Member
A. Thakar	Member
D. Dinesh	Secretary

#### Chief Financial Officer

Ashish Thakar

#### Company Secretary

Diwaker Dinesh

#### General Counsel

Ashish Rao

#### Statutory Auditors

S. R. Batliboi & Co. LLP  
Chartered Accountants  
Gurugram

### CSR and Sustainability Committee

S. Puri	Chairperson
I. Bhushan	Member
A. Chadha	Member
V. Sarup	Member
D. Dinesh	Secretary

### Nomination and Remuneration Committee

V. Sarup	Chairperson
S. Puri	Member
P. R. Ramesh	Member
D. Dinesh	Secretary

### Independent Directors Committee

K. Bali	Member
I. Bhushan	Member
M. Gupta	Member
P. R. Ramesh	Member
V. Sarup	Member

### Registered Office and Corporate Office

**Registered Office:** Virginia House, 37 Jawaharlal Nehru Road  
Kolkata 700 071

Telephone no.: 033 2288 9371

**Corporate Office:** ITC Green Centre

10 Institutional Area, Sector 32

Gurugram 122 001

Telephone no.: 0124 417 1717

**CIN:** L55101WB2023PLC263914

**Website:** www.itchotels.com

**e-mail:** investorservices@itchotels.in

### Registrar and Share Transfer Agent

**KFin Technologies Limited**

Selenium Building, Tower B

Plot Nos. 31 & 32, Financial District

Nanakramguda, Serilingampally, Rangareddy

Hyderabad 500 032

Telephone nos.: 040 7961 1000 and 1800 309 4001 (toll free)

e-mail: einward.ris@kfintech.com

Website: www.kfintech.com



## Your Directors

### Sanjiv Puri

Mr. Sanjiv Puri (62), DIN: 00280529, was appointed as the Chairperson & Non-Executive Director of the Company with effect from 24th April, 2024. He is an alumnus of the Indian Institute of Technology Kanpur, and the Wharton School of Business, USA.

Mr. Puri is the Chairperson & Managing Director of ITC Limited ('ITC'). He joined ITC in January 1986 and during his career of close to four decades at ITC and its subsidiaries, he has held several business leadership positions and handled a wide range of responsibilities in manufacturing, operations and information & digital technology. He also served as the Managing Director of ITC Infotech India Limited, a wholly owned subsidiary of ITC, from May 2006 to August 2009, and that of Surya Nepal Private Limited, a joint venture subsidiary company of ITC in Nepal, between October 2001 and April 2006.

Mr. Puri is the Immediate Past President of CII, the apex business and industry association in the country. He is the Chairman of the Board of Governors of the Indian Institute of Technology Gandhinagar, and Chairman of the Advisory Council of the CII-ITC Centre of Excellence for Sustainable Development. He is a Director on the Board of US-India Strategic Partnership Forum, Member of the BRICS Business Council - India Chapter, and also a Member of the Governing Body of the National Council of Applied Economic Research.

Mr. Puri has served as the Chairman of the Expert Group constituted by the Fifteenth Finance Commission of the Government of India to promote agri-exports and a Member of the technology discussion group 'Farm to Table - driving India's agriculture sector digitally' constituted by the NITI Aayog. He was also the Chairman of the 'Action Council on ESG in Business' under the aegis of Business 20 India, the official dialogue forum with the global business community as part of India's G20 Presidency, as well as the Co-Chair of the 'Business Commission to Tackle Inequality' set up by the World Business Council for Sustainable Development, Geneva.

During the year, Mr. Puri was conferred with the 'AIMA - JRD TATA Corporate Leadership Award' by the All India Management Association (AIMA), and 'Sir Jehangir Ghandy Medal for Industrial and Social Peace' by XLRI Jamshedpur. In 2024, he was honoured with the 'Business Leader of the Year Award' by the AIMA, 'Best CEO Award' by Business Today, and 'Transformational Leader Award 2022-23' by the Asian Centre for Corporate Governance and Sustainability; he also featured in the list of 'India's Best CEOs 2024' in the 'Diversified Conglomerate' category published by Fortune India. He has earlier been conferred with the 'IMPACT Person of the Year Award, 2020' by exchange4media, a leading online news platform, 'Distinguished Alumnus Award of the year 2018' by the Indian Institute of Technology Kanpur, and was also bestowed with an Honorary Doctorate by the XIM University, Bhubaneswar.

### Other Directorships

Name of the entity	Position
ITC Limited *	Chairperson & Managing Director
ITC Infotech India Limited	Chairperson & Non-Executive Director
ITC Infotech Limited, UK #	Chairperson & Non-Executive Director
ITC Infotech (USA), Inc. #	Chairperson & Non-Executive Director
Surya Nepal Private Limited #	Chairperson & Non-Executive Director
Indian School of Business	Member, Governing Board and Executive Board

### Committee Membership of other entities

Name of the entity	Committee	Position
ITC Limited	CSR and Sustainability Committee	Chairperson
	Nomination & Compensation Committee	Member

### Kamal Bali

Mr. Kamal Bali (66), DIN: 00688141, was appointed as an Independent Director of the Company with effect from 14th December, 2024.

An engineering graduate from the Indian Institute of Technology Roorkee and an alumnus of St. Joseph's Academy Dehradun, Mr. Bali began his professional career as a management trainee with the Eicher Group in 1981. He has an illustrious career spanning nearly four decades in the automotive industry. Prior to spearheading the Volvo Group India as its Managing Director, he has worked with leading Indian and multi-national organisations such as Escorts, SAME Deutz Fahr etc., in senior executive positions.

Mr. Bali is presently a Member of the Board of Governors of the Indian Institute of Technology Gandhinagar, and of the Governing Board of Shri Dharmasthala Manjunatheshwara Institute for Management Development, Mysuru. He is also an Invitee Member on the Board of Governors of XIM University, Bhubaneswar.

In December 2019, Mr. Bali was knighted with one of Sweden's highest honour in the Royal Order of the Polar Star, Commander by their Majesties, the King and Queen of Sweden. He is recipient of the prestigious '2019 Machinist Lifetime Achievement Award' by the Times of India Group and was also felicitated with the 'Bharat Ratna Sir M. Visvesvaraya Memorial Award 2023' by the Governor of Karnataka and the 'Economic Times Inspiring CEO 2021 Award' by the Economic Times.

### Other Directorships

Name of the entity	Position
Volvo Group India Private Limited	President & Managing Director
Swedish Chamber of Commerce India	Chairperson & Non-Executive Director
Antrix Corporation Limited	Independent Director
Volvo Financial Services (India) Private Limited	Non-Executive Director
Federation of European Business in India	Non-Executive Director

### Committee Membership of other entities

Name of the entity	Committee	Position
Volvo Group India Private Limited	Corporate Social Responsibility Committee	Chairperson
	Audit Committee	Chairperson
Antrix Corporation Limited	Corporate Social Responsibility Committee	Member
Volvo Financial Services (India) Private Limited	Audit Committee	Chairperson
	Corporate Social Responsibility Committee	Member

### Indu Bhushan

Dr. Indu Bhushan (64), DIN: 09302960, was appointed as an Independent Director on the Board of the Company with effect from 14th December, 2024.

Dr. Bhushan is a retired IAS Officer (1983 batch) with over four decades of experience across governance, global development and health systems. He holds Degrees of Doctorate of Philosophy in Health Economics and Masters in Health Sciences from the Johns Hopkins University, USA, besides being a Chartered Financial Analyst from the CFA Institute, USA. He is an alumnus of the Indian Institute of Technology Banaras Hindu University ('IIT - BHU') and Indian Institute of Technology Delhi, from where he completed his B. Tech in Electrical Engineering and Post Graduate Diploma in Control, Systems and Instrumentation, respectively.

Dr. Bhushan began his career in the Indian Administrative Service in Uttar Pradesh and Rajasthan. He has also worked as a senior economist with the World Bank Group in Washington D.C., and then joined the Asian Development Bank ('ADB'), Manila, where he held several leadership roles, including Director General of East Asia and Strategy & Policy Departments. After ADB, he served as the founding Chief Executive Officer of Ayushman Bharat Pradhan Mantri Jan Arogya Yojana.

Dr. Bhushan is the recipient of numerous accolades including the 'Population Award' from the Government of Vietnam, the 'Global Achievement Award' from Johns Hopkins University, the 'E-Governance Gold Medal' from the Government of India, and the Distinguished Alumnus Award from IIT - BHU.

### Other Directorships

Name of the entity	Position
United Spirits Limited *	Independent Director
Colgate-Palmolive (India) Limited *	Independent Director
Balrampur Chini Mills Limited *	Independent Director
Godrej Properties Limited *	Independent Director
HDFC Securities IFSC Limited	Non-Executive Director
Godrej Projects Development Limited	Non-Executive Director
Apollo Healthco Limited	Non-Executive Director
Vidhi Centre For Legal Policy	Non-Executive Director
Swasth Digital Health Foundation	Non-Executive Director
Nathealth Foundation	Non-Executive Director



## Committee Membership of other entities

Name of the entity	Committee	Position
United Spirits Limited	Corporate Social Responsibility & Environment, Social and Governance Committee	Chairperson
	Nomination and Remuneration Committee	Member
Colgate-Palmolive (India) Limited	ESG & Corporate Social Responsibility Committee	Chairperson
	Audit Committee	Member
Balrampur Chini Mills Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
Godrej Properties Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
Apollo Healthco Limited	Corporate Social Responsibility Committee	Chairperson
	Audit Committee	Member
	Nomination and Remuneration Committee	Member

## Supratim Dutta

Mr. Supratim Dutta (58), DIN: 01804345, was appointed as a Non-Executive Director of the Company with effect from 24th April, 2024.

Mr. Dutta is the Wholetime Director & Chief Financial Officer ('CFO') of ITC. A qualified Chartered Accountant and Cost Accountant, Mr. Dutta joined ITC in November 1990. In a career spanning over three decades at ITC, he has held various senior roles in the finance function, both at the business and corporate level. Before becoming the CFO,

he held the position of the Corporate Financial Controller of ITC. He has handled various aspects of finance including Planning, Treasury, M&A, Accounting, Taxation, Information Technology, Investor Relations and business strategy. He has also served as a Member of the World Business Council for Sustainable Development CFO Network.

Mr. Dutta is a Member of the CII National Committee on Financial Reporting. During the year, he was honoured with the 'Group CFO of the Year - Large Enterprise Award' at the Economic Times CFO Awards 2025.

## Other Directorships

Name of the entity	Position
ITC Limited *	Wholetime Director & Chief Financial Officer
Russell Credit Limited	Chairperson & Non-Executive Director
ITC Integrated Business Services Limited	Chairperson & Non-Executive Director
Gold Flake Corporation Limited	Chairperson & Non-Executive Director
Greenacre Holdings Limited	Chairperson & Non-Executive Director
ITC Infotech India Limited	Non-Executive Director
ITC Infotech Limited, UK #	Non-Executive Director
ITC Infotech (USA), Inc. #	Non-Executive Director
Surya Nepal Private Limited #	Non-Executive Director
WelcomHotels Lanka (Private) Limited #	Non-Executive Director

## Committee Membership of other entities

Name of the entity	Committee	Position
ITC Limited	Securityholders Relationship Committee	Member
	Audit Committee	Chairperson
	CSR Committee	Chairperson
	Nomination and Remuneration Committee	Member
Russell Credit Limited	Audit Committee	Chairperson
	CSR Committee	Chairperson
	Nomination and Remuneration Committee	Member
ITC Infotech India Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member

## Mukesh Gupta

Mr. Mukesh Gupta (63), DIN: 06638754, was appointed as an Independent Director on the Board of the Company with effect from 26th November, 2024.

Mr. Gupta holds a Bachelors Degree in Science and a Masters Degree in Business Administration (Human Resources).

Mr. Gupta joined the Life Insurance Corporation of India ('LIC') as a Direct Recruit Officer in 1984 and retired as its Managing Director on 30th September, 2021. During his long tenure of 37 years, he worked across diverse set of roles building multi-dimensional experience in different capacities, especially in Insurance and Marketing. He has held prominent positions in the Corporate Office and five major zones of LIC, including Executive Director (Personnel) and Executive Director (Bancassurance) at Corporate Office, Marketing Manager of Bikaner Division, Senior Divisional Manager of two Divisions viz., Amritsar and Hyderabad, Regional Manager (Bancassurance & Alternate Channels) of LIC's South Central Zone, Regional Manager (Marketing) of Western Zone, and Zonal Manager of the Central Zone.

## Other Directorships

Name of the entity	Position
Runwal Enterprises Limited	Independent Director
CFM Asset Reconstruction Private Limited	Independent Director
Runwal Residency Private Limited	Independent Director
WelcomHotels Lanka (Private) Limited #	Non-Executive Director

## Committee Membership of other entities

Name of the entity	Committee	Position
Runwal Enterprises Limited	Nomination and Remuneration Committee	Chairperson
	Audit Committee	Member
	Stakeholders Relationship Committee	Member
CFM Asset Reconstruction Private Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

## Tablesh Pandey

Mr. Tablesh Pandey (59), DIN: 10119561, was appointed as a Non-Executive Director on the Board of the Company with effect from 14th December, 2024.

Mr. Pandey holds a B. Tech Degree in Agricultural Engineering and is an Associate Member of the Institute of Actuaries of India.

Mr. Pandey retired as the Managing Director of LIC on 31st May, 2025. During his career at LIC of more than 36 years, he has held several key positions notably as Regional Manager (IT) in the Central, East Central, and South Zones. In May 2015, he joined the Central Office in Mumbai, serving initially as Secretary (Actuarial) and subsequently as Secretary (Pension and Group Schemes). He has also held positions of Zonal Manager (Ordinary Scale), Chief (Actuarial), Chief (Pension and Group Schemes), Zonal Manager (Selection Scale), Executive Director (Investment-mid Office) and Executive Director (Enterprise Risk Management).

## Other Directorships

Name of the entity	Position
Life Insurance Corporation of India *	Managing Director
LIC Mutual Fund Trustee Private Limited	Nominee Director
National Stock Exchange of India Limited	Non-Executive Director
LIC Cards Services Limited	Non-Executive Director

Life Insurance Corporation (Nepal) Limited # Non-Executive Director

## Committee Membership of other entities

Name of the entity	Committee	Position
National Stock Exchange of India Limited	Stakeholders Relationship Committee	Chairperson
	Audit Committee	Member
	Nomination & Remuneration Committee	Member



Prathivadibhayankara Rajagopalan Ramesh

Mr. Prathivadibhayankara Rajagopalan Ramesh (70), DIN: 01915274, was appointed as a Non-Executive Director of the Company with effect from 30th April, 2024, and as an Independent Director with effect from 26th November, 2024.

Mr. Ramesh, a Commerce Graduate from the Osmania University, Hyderabad, and a Fellow Member of the Institute of Chartered Accountants of India ('ICAI'), has over 40 years of experience in the accounting profession. He has served as the Chairman of Deloitte India and also as a Member of Deloitte Global Board and Deloitte Asia Pacific Board.

Mr. Ramesh has been associated with various regulatory & industry bodies and the ICAI. He was a Member of Securities and Exchange Board of India's ('SEBI') High Powered Advisory Committee dealing with settlements of enforcement actions, SEBI Committee on Disclosures and Accounting Standards, Insurance Regulatory and Development Authority of India - Standing Committee on Accounting Issues and the Committee for Reforming the Regulatory Environment for doing Business in India set up by the Ministry of Corporate Affairs, Government of India.

Mr. Ramesh is an empanelled expert on International Financial Reporting Standards with the International Monetary Fund, Chairman of the Insolvency Research Foundation, and Member of the Committees on Corporate Governance and Regulatory Affairs of CII.

Other Directorships

Name of the entity	Position
Cipla Limited *	Independent Director
Nestle India Limited *	Independent Director
Crompton Greaves Consumer Electricals Limited *	Independent Director
Tejas Networks Limited *	Independent Director
Larsen & Toubro Limited *	Independent Director
NSE Investments Limited	Independent Director
Air India Express Limited	Independent Director
Air India Limited	Independent Director
Forum for Indian Accounting Research	Non-Executive Director

Committee Membership of other entities

Name of the entity	Committee	Position
Cipla Limited	Audit Committee	Chairperson
Nestle India Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
Crompton Greaves Consumer Electricals Limited	Audit Committee	Member
Tejas Networks Limited	Nomination and Remuneration Committee	Chairperson
	Audit Committee	Member
Larsen & Toubro Limited	Audit Committee	Chairperson
NSE Investments Limited	Nomination and Remuneration Committee	Chairperson
	CSR Committee	Chairperson
	Audit Committee	Member
Air India Express Limited	CSR Committee	Member
Air India Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member

Vrinda Sarup

Ms. Vrinda Sarup (68), DIN: 03117769, was appointed as an Independent Director on the Board of the Company with effect from 26th November, 2024.

A Masters in History from Delhi University, she is a retired IAS Officer with administrative experience of more than 38 years. She joined the Indian Administrative Service in 1981 and was the Secretary - Food and Public Distribution and also Union Secretary - School Education and Literacy in the Government of India. She has held eminent positions in the Government of Uttar Pradesh including posts of Principal Secretary - Finance and Principal Secretary - Technical & Vocational Education. She has worked closely with various International Organisations including the World Bank, Department of International Development of U.K., UNICEF, the European Union and the World Food Programme.

She is currently the Managing Trustee of the World Food Programme Trust for India.

Other Directorships

Name of the entity	Position
International Travel House Limited *	Independent Director
SIS Limited *	Independent Director

Committee Membership of other entities

Name of the entity	Committee	Position
International Travel House Limited	Nominations & Remuneration Committee	Chairperson
	Audit Committee	Member
	Stakeholders Relationship Committee	Member
SIS Limited	Corporate Social Responsibility Committee	Member

Rajendra Kumar Singhi

Mr. Rajendra Kumar Singhi (60), DIN: 00009931, was appointed as a Non-Executive Director of the Company with effect from 24th April, 2024.

Mr. Singhi is the Executive Vice President and Company Secretary of ITC. He is a Fellow Member of the Institute of Company Secretaries of India ('ICSI') and a Law Graduate. He joined ITC in August 1988 and has close to four decades of experience in corporate laws and governance related matters.

Mr. Singhi is a Member of the CII - National Committee on Regulatory Affairs. He has been the Chairman of the Corporate Governance Committee of The Bengal Chamber of Commerce and Industry, Co-Chairman of the Governance Committee of the CII Eastern Region, and a Member of the Secretarial Standards Board of ICSI. In 2020-21, he was awarded with the 'Governance Professional of the Year Award' by ICSI for his contribution towards adoption of effective governance processes in ITC.

Other Directorships

Name of the entity	Position
Russell Credit Limited	Non-Executive Director
ITC Infotech India Limited	Non-Executive Director
WelcomHotels Lanka (Private) Limited #	Non-Executive Director
Surya Nepal Private Limited #	Non-Executive Director
ITC Infotech Limited, UK #	Non-Executive Director
ITC Infotech (USA), Inc #	Non-Executive Director

Committee Membership of other entities

Name of the entity	Committee	Position
Russell Credit Limited	Nomination and Remuneration Committee	Chairperson
	Audit Committee	Member
	CSR Committee	Member
ITC Infotech India Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

Anil Chadha

Mr. Anil Chadha (55), DIN: 08073567, was appointed as a Non-Executive Director of the Company with effect from 24th April, 2024, and as the Managing Director with effect from 1st January, 2025.

An alumnus of the Welcomgroup Graduate School of Hotel Administration, Manipal, Mr. Chadha joined ITC in 1992. He was appointed as the Divisional Chief Executive of the erstwhile Hotels Business of ITC in 2021, and prior to that he was the Chief Operating Officer of the Business since December 2019.



Apart from a brief hiatus of one and a half years, he has spent his entire career with ITC heading key hotel properties of ITC in New Delhi, Agra, Chennai, Kolkata and Bengaluru. He was also responsible for the Southern region as Area Manager. In 2017, he was elevated to Vice President (South) and later took over as Vice President - Operations of the Hotels Business in April 2019.

Mr. Chadha is presently a Member of the Executive Committee of the Hotel Association of India and the CII National Committee on Tourism and Hospitality.

Mr. Chadha has received several recognitions in the hospitality industry including the ‘Distinguished ITC Chairman Alumni Award 2022’ by the Welcomgroup Graduate School of Hotel Administration, Manipal, ‘Best CEO 2022’ by WE Global Employees Choice Award, ‘Hotelier of the Year’ by BBC Food Awards 2018, ‘General Manager of the Year’ by Business World Hotelier in 2016, ‘Hotelier of the Year’ by Vir Sanghvi in Hindustan Times (Brunch) 2014 and ‘Food & Beverage Manager of the Year’ by Federation of Hotel & Restaurant Associations of India in 2001.

\* Denotes Indian entity whose securities are listed on a recognised stock exchange.  
# Denotes foreign entity.

Notes:  
1. Other Directorships and Committee Memberships of Directors are as on 15th May, 2025.  
2. Committee Memberships cover Committees under the Companies Act, 2013 viz., Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Indian entities.

Other Directorships

Name of the entity	Position
International Travel House Limited *	Chairperson & Non-Executive Director
Gujarat Hotels Limited *	Chairperson & Non-Executive Director
Fortune Park Hotels Limited	Chairperson & Non-Executive Director
WelcomHotels Lanka (Private) Limited #	Chairperson & Non-Executive Director
Maharaja Heritage Resorts Limited	Non-Executive Director

Committee Membership of other entities

Name of the entity	Committee	Position
International Travel House Limited	Nominations & Remuneration Committee	Member
Gujarat Hotels Limited	Nominations and Remuneration Committee	Member

Report on Corporate Governance

The Directors present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

This Report should be viewed in the context of applicability of the Listing Regulations to the Company with effect from 29th January, 2025 i.e., the date of listing of the Company’s Equity Shares.

GOVERNANCE PHILOSOPHY

The Company defines Corporate Governance as a systemic process by which companies are directed and controlled to enhance their wealth-generating capacity and to ensure that the organisation is managed in a manner that meets stakeholders’ aspirations and societal expectations.

The Company’s Corporate Governance structure is based on two core principles, namely -

- (i) Management must have the executive freedom to drive the enterprise forward without undue restraints; and
- (ii) This freedom of management should be exercised within a framework of effective accountability.

The Company believes that any meaningful policy on Corporate Governance must empower the executive management of the Company. At the same time, Governance should create a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management should be used with care and responsibility to meet stakeholders’ aspirations and societal expectations.

From this definition and core principles of Corporate Governance emerge the cornerstones of the Company’s governance philosophy, namely trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. The Company believes that the practice of each of these creates the right corporate culture that fulfils the purpose of Corporate Governance.

Trusteeship	<b>Trusteeship</b> represents a coalition of interests, namely those of the shareholders, other providers of capital, business associates, customers, guests, employees and society at large. This belief therefore casts a responsibility of trusteeship on the Board to protect and enhance shareholder value as well as to ensure that the Company fulfils its obligations and responsibilities to the other stakeholders. Inherent in the concept of trusteeship is the responsibility to ensure equity, namely that the rights of all shareholders, large or small, are protected.
Transparency	<b>Transparency</b> means explaining the Company’s policies and actions to those to whom it has responsibilities. Externally, this means maximum appropriate disclosures without compromising the Company’s strategic interests and internally, this means openness in the Company’s relationship with its employees and the conduct of its business. The Company believes transparency enhances accountability.
Empowerment and Accountability	<b>Empowerment</b> is an essential concomitant of the Company’s first core principle of governance that management must have the freedom to drive the enterprise forward. The Company believes that empowerment is a process of actualising the potential of its employees. It unleashes creativity and innovation throughout the organisation by truly vesting decision-making powers at the most appropriate levels in the organisational hierarchy. The Company believes that empowerment combined with <b>accountability</b> provides an impetus to performance and improves effectiveness, thereby enhancing shareholder value.
Control	<b>Control</b> is a necessary concomitant of the Company’s second core principle of governance that freedom of management should be exercised within a framework of appropriate checks and balances. Control prevents misuse of power, facilitates timely management response to change and ensures that business risks are pre-emptively and effectively managed.
Ethical Corporate Citizenship	<b>Ethical Corporate Citizenship</b> means setting high standards of ethical behaviour, both internally within the organisation as well as in external relationships. Ethical standards should be adhered to ensure integrity, transparency and accountability in dealing with all the stakeholders. Unethical behaviour corrupts organisational culture and undermines stakeholder value. Corporate Governance processes in the Company continuously reinforce and help actualise the Company’s belief in ethical corporate citizenship.



## THE GOVERNANCE STRUCTURE

The practice of Corporate Governance in the Company takes place at two interlinked levels:

- Strategic supervision by the Board of Directors; and
- Strategic and executive management by the Strategic and Executive Management Committee headed by the Managing Director and supported by Senior Managers.

The two-tier governance structure ensures that:

- Strategic supervision (on behalf of the Shareholders), being free from involvement in the task of strategic management of the Company, can be conducted with objectivity, thereby sharpening accountability of management; and
- Strategic and executive management of the Company remains focused on enhancing the quality, efficiency, and effectiveness of the business to achieve best-in-class performance within the direction and framework approved by the Board.

The day-to-day operational management of an individual hotel unit vests with the respective General Manager.

The core roles of the key entities flow from this structure. These roles, in turn, determine the core responsibilities of each entity. In order to enable them to discharge their core responsibilities, the governance process empowers each entity with the requisite delegated powers.

The Governance Document that sets out the structure, policies and practices of Corporate Governance is available on the Company's website at <https://www.itchotels.com/corporate/essential-information>.

## ROLES OF VARIOUS ENTITIES

**Board of Directors ('Board'):** The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic supervision of the Company and its wholly owned subsidiaries. As trustees, the Board ensures that the Company has clear goals aligned to shareholder value and its growth. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and societal expectations. The Board, as part and parcel of its functioning, annually reviews its role and also evaluates its performance and that of the Board Committees & the Directors, including the Managing Director.

**Board Committees:** The roles of the Board Committees are determined by the Board from time to time, synopsis of which is provided under the heading 'Committees of the Board'.

### Strategic and Executive Management Committee ('SEMC')

The primary role of the SEMC is strategic and executive management of the Company within Board approved direction / framework, and realisation of the Company goals. The SEMC operates under the strategic supervision of the Board.

**Chairperson:** The primary role of the Chairperson of the Company is to provide leadership to the Board, and support management of critical external relationships including shareholder issues. He presides over the Board Meetings and leads & assists the Board in setting and realising the Company's strategic vision and related short & long-term goals. He ensures that the Directors are enabled and encouraged to play a full part in the activities of the Board. He also presides over General Meetings of the Shareholders.

**Managing Director:** The Managing Director holds overall responsibility for the strategic and executive management of the Company. His primary role is to provide leadership to the SEMC for realising the Company goals in accordance with the charter approved by the Board, and to ensure that the SEMC functions in accordance with the Company's Governance policies and in compliance with the Board directives, with guidance from the Chairperson of the Company, wherever necessary. He ensures that the SEMC Members are enabled and encouraged to play a full part in the activities of the Committee. He is also responsible to ensure that the Board is kept informed on all matters of importance to enable it to discharge its role and responsibilities.

**Non-Executive Director:** Non-Executive Directors, including Independent Directors, play a critical role in imparting balance to the Board processes by bringing independent judgement on issues of strategy, performance, resources, standards of Company conduct, etc.

**SEMC Member:** The SEMC Member contributes to the strategic and executive management of the Company within Board approved direction / framework. A SEMC Member accountable for a unit / function (Line SEMC Member), assumes responsibility for its strategic and executive management, including governance processes and senior management effectiveness.

## BOARD OF DIRECTORS

### Composition

The Company's Board is a balanced Board with Independent Directors representing at least 50% of the total strength of the Board. The Non-Executive Directors, including Independent Directors, are all drawn from amongst eminent professionals, with experience in business / finance / law / public administration and enterprises. The Board is also required to have balance of skills, competencies, experience and diversity of perspectives appropriate to the Company and its business. The Directors of the Company possess the skills, expertise and competencies, as identified by the Board and provided in the Annexure forming part of this Report.

In terms of the applicable regulatory requirements read with the Articles of Association of the Company, the strength of the Board shall not be fewer than six nor more than fifteen. The present strength of the Board is ten comprising the Chairperson, three other Non-Executive Non-Independent Directors, five Non-Executive Independent Directors, including a Woman Director, and the Managing Director.

### Composition of the Board as on 31st March, 2025

Category		No. of Directors	Percentage to total no. of Directors
Non-Executive Directors	Independent	5	50.00
Non-Executive Non-Independent Directors		4	40.00
Managing Director		1	10.00
Total		10	100.00

Director	Category	No. of other Directorships as on 31st March, 2025 *	No. of Membership(s)/ Chairpersonship(s) of Audit Committee/ Stakeholders Relationship Committee of other Indian public limited companies as on 31st March, 2025	
			Member	Chairperson
S. Puri	Chairperson & Non-Executive Director	6	Nil	Nil
K. Bali	Independent Director	5	1	1
I. Bhushan	Independent Director	10	4	2
M. Gupta	Independent Director	4	2	Nil
P. R. Ramesh	Independent Director	9	7	4
V. Sarup	Independent Director	2	2	Nil
S. Dutta	Non-Executive Director	10	3	2
T. Pandey	Non-Executive Director	5	2	1
R. K. Singhi	Non-Executive Director	6	2	Nil
A. Chadha	Managing Director	5	Nil	Nil

\* Details with respect to other Directorships are provided under the section 'Your Directors' in the Report and Accounts.

## Meetings and Attendance during the financial year 2024-25

The Company's Governance Policy requires the Board to meet at least five times in a financial year. During the financial year 2024-25, the intervening period between two Board Meetings was well within the maximum gap of 120 days prescribed under the Listing Regulations.

### Details of Board Meetings

Nine meetings of the Board were held, as follows:

Sl. No.	Date	Board Strength	No. of Directors Present
1	23rd April, 2024	4	4
2	15th July, 2024	5	5
3	17th October, 2024	5	4
4	19th November, 2024	5	5
5	13th December, 2024	7	7
6	31st December, 2024	10	10
7	11th January, 2025	10	10
8	25th January, 2025	10	9
9	24th March, 2025	10	10

## Attendance at Board Meetings and at Annual General Meeting ('AGM') during the financial year 2024-25

Sl. No.	Director	No. of Board Meeting(s) attended	Attendance at last AGM
1	S. Puri <sup>1</sup>	7	Yes
2	K. Bali <sup>2</sup>	4	N.A.
3	I. Bhushan <sup>2</sup>	4	N.A.
4	A. Chadha <sup>3</sup>	8	No
5	S. Dutta <sup>4</sup>	8	Yes
6	M. Gupta <sup>5</sup>	5	N.A.
7	T. Pandey <sup>6</sup>	3	N.A.
8	P. R. Ramesh <sup>7</sup>	8	No
9	V. Sarup <sup>5</sup>	5	N.A.
10	R. K. Singhi <sup>4</sup>	8	Yes
11	U. Das <sup>8</sup>	1	N.A.
12	M. Dogra <sup>8</sup>	1	N.A.
13	B. Karthik <sup>8</sup>	1	N.A.
14	R. Poddar <sup>8</sup>	1	N.A.

<sup>1</sup> Appointed as Chairperson & Non-Executive Director w.e.f. 24th April, 2024.

<sup>2</sup> Appointed as Independent Director w.e.f. 14th December, 2024.

<sup>3</sup> Appointed as Non-Executive Director w.e.f. 24th April, 2024 and as Managing Director w.e.f. 1st January, 2025.

<sup>4</sup> Appointed as Non-Executive Director w.e.f. 24th April, 2024.

<sup>5</sup> Appointed as Independent Director w.e.f. 26th November, 2024.

<sup>6</sup> Appointed as Non-Executive Director w.e.f. 14th December, 2024.

<sup>7</sup> Appointed as Non-Executive Director w.e.f. 30th April, 2024 and as Independent Director w.e.f. 26th November, 2024.

<sup>8</sup> Resigned as Non-Executive Director w.e.f. close of work on 24th April, 2024.



### Board Agenda

Meetings are governed by a structured agenda. The Board Members, in consultation with the Chairperson, may bring up any matter for the consideration of the Board.

All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. Agenda papers are circulated seven days prior to the Board Meeting.

### Information placed before the Board

In terms of the Company's Governance Policy, all statutory and other significant & material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of Shareholders. The following in particular are tabled for the Board's approval / periodic review or information:

- Annual Business Plan.
- Quarterly, half-yearly and annual performance.
- External Audit Reports (through the Audit Committee).
- Half-yearly reports on progress of CSR programmes, projects and activities (through the CSR and Sustainability Committee).
- Status of business risk exposures, their management and related action plans (through the Risk Management Committee).
- Succession planning for senior management (through the Nomination and Remuneration Committee).
- Statutory compliance reports.
- Show cause, demand, prosecution and adjudication notices, if any, from revenue authorities which are considered materially important, including any exposure that exceeds 1% of the Company's net worth and their outcome.
- Default, if any, in payment of dues to any major creditor.
- Transactions involving substantial payment towards goodwill, brand equity or intellectual property.
- Any possible product or service related liability claims of a substantial nature that exceed 1% of the Company's net worth and their outcome.
- Information on strikes, lockouts, retrenchment, fatal or serious accidents, material pollution issues, etc.
- Significant court judgement or order passing strictures, if any, on the conduct of the Company or a subsidiary of the Company or any employee, which could negatively impact the Company's image.

- Significant development in Human Resources / Industrial Relations.
- Write-offs / disposals of fixed assets, inventories, receivables, advances, claims, etc., as part of the Financial Results / Financial Statements on a half-yearly basis.
- Non-compliance of any regulatory, statutory or listing requirements and in relation to shareholders' services.

### COMMITTEES OF THE BOARD

Currently, there are five Board Committees viz., the Audit Committee, the Nomination and Remuneration Committee, the Securityholders Relationship Committee, the CSR and Sustainability Committee and the Independent Directors Committee. The terms of reference of these Committees are determined by the Board, other than the Independent Directors Committee, the terms of reference of which are as prescribed under law. Meetings of Board Committees are normally convened by the respective Committee Chairperson. Matters requiring the Board's attention / approval, as emanating from the Board Committee Meetings, are placed before the Board with clearance of the Committee Chairperson. All recommendations made by the Board Committees during the year were accepted by the Board. Minutes of the Board Committees Meetings are placed before the Board. The Company Secretary of the Company is the Secretary to these Committees, other than the Independent Directors Committee. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

#### I. AUDIT COMMITTEE

The Audit Committee provides reassurance to the Board on the existence of an effective internal control environment that ensures:

- efficiency and effectiveness of operations;
- safeguarding of assets and adequacy of provision for all liabilities;
- reliability of financial and other management information and adequacy of disclosures; and
- compliance with all relevant statutes.

The role of the Committee includes the following:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

- To recommend the appointment, remuneration and removal of the Auditors;
- To recommend the appointment of the Chief Financial Officer of the Company;
- To approve transactions with related parties, including modifications thereto;
- To evaluate the Company's internal financial controls and risk management systems;
- To review with the management, the following:
  - Annual financial statements and Auditor's Report thereon;
  - Quarterly and half-yearly financial results and Auditor's Report / Limited Review Report thereon;
- To review the following:
  - Management discussion and analysis of financial condition & results of operations, and matters required to be included in the Directors' Responsibility Statement;
  - Adequacy of internal control systems and the Company's statement on the same, in consultation with the management, the Statutory Auditors and the Internal Auditors;
  - Adequacy and effectiveness of internal control systems laid down in the Company for compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - Internal Audit Reports including any significant findings and follow-up thereon;
  - Statutory Auditors' independence and performance, and effectiveness of the audit process;
  - System for maintenance, storage, retrieval, security, etc. of books of accounts in the electronic form;
  - Functioning of Whistleblower mechanism in the Company;
  - Annual Financial Statements, including investments, of subsidiary companies; and
  - Utilisation of loans and / or advances and investments by the Company to / in the subsidiary companies.

### Composition

The Audit Committee was constituted with effect from 14th December, 2024 and presently comprises three Independent Directors. The Chairperson of the Committee is also an Independent Director. The Chief Financial Officer, the Head of Internal Audit and the representative of the Statutory Auditors are Invitees to the meetings of the Audit Committee. All members of the Committee are financially literate; the Chairperson of the Committee has accounting and financial management expertise.

The names of the members of the Audit Committee, including its Chairperson, are provided under the section 'Board of Directors and Committees' in the Report and Accounts.

### Meetings and Attendance during the financial year 2024-25

#### Details of Audit Committee Meetings

Three meetings of the Audit Committee were held, as follows:

Sl. No.	Date	Committee Strength	No. of Members present
1	30th December, 2024	3	3
2	11th January, 2025	3	3
3	25th January, 2025	3	3

#### Attendance at Audit Committee Meetings

Member	No. of Meetings attended
P. R. Ramesh	3
K. Bali	3
M. Gupta	3

### II. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee, inter alia, identifies persons qualified to become Directors and recommends to the Board the appointment, remuneration and removal of the Directors and senior management. The Committee's role also includes formulation of criteria for evaluation of performance of the Directors & the Board as a whole, and administration of the Employee Stock Option Scheme of the Company.

### Composition

The Nomination and Remuneration Committee was constituted with effect from 14th December, 2024 and presently comprises two Independent Directors and the Chairperson of the Company. The Chairperson of the Committee is an Independent Director.



The names of the members of the Nomination and Remuneration Committee, including its Chairperson, are provided under the section ‘Board of Directors and Committees’ in the Report and Accounts.

Meetings and Attendance during the financial year 2024-25

Details of Nomination and Remuneration Committee Meetings

Three meetings of the Nomination and Remuneration Committee were held, as follows:

Sl. No.	Date	Committee Strength	No. of Members present
1	31st December, 2024	3	3
2	25th January, 2025	3	3
3	24th March, 2025	3	3

Attendance at Nomination and Remuneration Committee Meetings

Member	No. of Meetings attended
V. Sarup	3
S. Puri	3
P. R. Ramesh	3

Remuneration Policy

The Company’s Remuneration strategy is a key and vital component of the broader Human Resource strategy of the Company. The Remuneration strategy, whilst focusing on remuneration and related aspects of performance management, is aligned with and reinforces the employee value proposition of a superior quality of work life that includes an enabling work environment, an empowering and engaging work culture and opportunities to learn and grow. The underlying objective is to create a high performance culture that inspires employees to deliver the Company’s promise to its stakeholders. The Company’s Remuneration strategy is anchored on being market competitive, performance driven and long term oriented, while recognising the enduring impact of talent on business performance.

The Company’s Remuneration Policy, as approved by the Board, may be accessed on its website at <https://www.itchotels.com/RemunerationPolicy.pdf>. There has been no change in the said Policy during the year.

Remuneration of Directors

Remuneration of the Managing Director is determined by the Board on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Shareholders. Apart from fixed elements of remuneration and benefits / perquisites, the Managing Director is eligible for performance bonus which is linked to his individual performance and the overall performance of the Company. He is also eligible for Long Term Incentives, as may be determined by the Nomination and Remuneration Committee / the Board, based on financial measures and strategic priorities of the Company.

Non-Executive Directors, including Independent Directors, are entitled to remuneration by way of commission for each financial year, ranging between ₹ 25,00,000/- and ₹ 40,00,000/-, individually, as approved by the Shareholders. Non-Executive Directors’ commission is determined by the Board, based, inter alia, on the Company’s performance and regulatory provisions. Non-Executive Directors are also entitled to sitting fees for attending the meetings of the Board and its Committees. The sitting fees, as fixed by the Board, are ₹ 50,000/- for each meeting of the Board, ₹ 40,000/- for each meeting of the Audit Committee, Nomination and Remuneration Committee, CSR and Sustainability Committee and Independent Directors Committee, and ₹ 10,000/- for each meeting of the Securityholders Relationship Committee; sitting fees for each meeting of the Risk Management Committee is ₹ 40,000/-.

Details of Remuneration paid to the Directors during the financial year ended 31st March, 2025

(₹ in lakhs)					
Director	Basic / Consolidated Salary	Allowances	Perquisites and other benefits	Sitting Fees	Total
S. Puri <sup>#</sup>	-	-	-	-	-
K. Bali <sup>1</sup>	-	-	-	3.60	3.60
I. Bhushan <sup>1</sup>	-	-	-	2.80	2.80
S. Dutta <sup>#</sup>	-	-	-	-	-
M. Gupta <sup>2</sup>	-	-	-	4.50	4.50
T. Pandey <sup>1</sup>	-	-	-	1.50	1.50
P. R. Ramesh <sup>3</sup>	-	-	-	6.80	6.80
V. Sarup <sup>2</sup>	-	-	-	4.50	4.50
R. K. Singhi <sup>#</sup>	-	-	-	-	-
A. Chadha <sup>4</sup>	14.93	25.27	5.14	-	45.34

<sup>#</sup> Have waived their right to receive sitting fees from the Company.

<sup>1</sup> Appointed w.e.f. 14th December, 2024.

<sup>2</sup> Appointed w.e.f. 26th November, 2024.

<sup>3</sup> Appointed w.e.f. 30th April, 2024.

<sup>4</sup> Appointed as the Managing Director w.e.f. 1st January, 2025.

During the year, there were no other pecuniary relationships or transactions of the Non-Executive Directors with the Company.

Special Purpose Employee Stock Option Scheme

During the financial year, in accordance with the Scheme of Arrangement for demerger, the Company granted 7,68,535.8 Stock Options under the ‘ITC Hotels – Special Purpose Employee Stock Option Scheme’ to the Optionees holding Stock Options under the employee stock option schemes of ITC Limited (‘ITC ESOP Schemes’) as on the Record Date i.e., 6th January, 2025.

Each Option entitles the holder thereof to apply for and be allotted ten Equity Shares of the Company of ₹ 1/- each upon payment of the exercise price during the exercise period.

The vesting period of the Stock Options granted by the Company is stated below, which is as per ITC ESOP Schemes:

From the date of grant of the Options *	% of Options vest
On completion of 12 months	30%
On completion of 24 months	30%
On completion of 36 months	40%

\* The vesting period will be adjusted with the period during which the Optionees held corresponding Options granted under ITC ESOP Schemes.

Shareholding and Stock Options of Directors

Director	No. of Equity Shares of ₹ 1/- each held (singly / jointly) as on 31st March, 2025	No. of Options granted during the financial year
S. Puri	40,284	84,745
K. Bali	10	Nil
I. Bhushan	Nil	Nil
A. Chadha	8,565	3,366.5
S. Dutta	86,818	19,029
M. Gupta	Nil	Nil
T. Pandey	8	Nil
P. R. Ramesh	Nil	Nil
V. Sarup	Nil	Nil
R. K. Singhi	42,696	8,158.8

Service Contract, Severance Fee and Notice Period

The appointment of the Managing Director is governed by the resolutions passed by the Board and the Shareholders, read with the service rules of the Company. The terms of his appointment are also governed by the Service Contract entered into by ITC Limited with him, which continue to be in force post transfer of his services to the Company consequent to the demerger. Letters of appointment are issued by the Company to the Independent Directors detailing their roles, duties, responsibilities, etc.

There is no separate provision for payment of severance fee under the resolutions governing the appointment of the Managing Director. The statutory provisions will however apply. With respect to notice period, the service rules of the Company read with the statutory provisions will apply.

Performance Evaluation

During the year, the Nomination and Remuneration Committee has formulated the Policy for evaluation of performance of the Board, its Committees and individual Directors; brief details of such evaluation are provided in the ‘Report of the Board of Directors & Management Discussion and Analysis’, forming part of the Report and Accounts.

III. SECURITYHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board, under the nomenclature ‘Securityholders Relationship Committee’, primarily oversees redressal of shareholder and investor grievances, approves rematerialisation of shares and issuance of letters of confirmation, and allots shares upon exercise of Options under the Company’s Employee Stock Option Scheme. The Committee also reviews adherence to the service standards adopted by its Registrar and Share Transfer Agent and related activities, and the measures taken for effective exercise of voting rights by the Shareholders.

Composition

The Securityholders Relationship Committee was constituted with effect from 14th December, 2024 and presently comprises three Non-Executive Directors, including one Independent Director. The Chairperson of the Committee is a Non-Executive Director.

The names of the members of the Securityholders Relationship Committee, including its Chairperson, are provided under the section ‘Board of Directors and Committees’ in the Report and Accounts.

There was no occasion to hold any meeting of the Securityholders Relationship Committee during the period from 14th December, 2024 to 31st March, 2025.

IV. CSR AND SUSTAINABILITY COMMITTEE

The role of the CSR Committee of the Board, under the nomenclature ‘CSR and Sustainability Committee’, is inter alia to review, monitor and provide strategic direction to the Company’s CSR and Sustainability practices and guide the Company in integrating its social and environmental objectives with the business strategies. Formulating and monitoring the CSR Policy and the annual CSR Action Plan, including making recommendation to the Board as necessary, form part of the role of the Committee.

Composition

The CSR and Sustainability Committee was constituted with effect from 14th December, 2024 and presently comprises the Chairperson of the Company, the Managing Director and two Independent Directors. The Chairperson of the Company is the Chairperson of the Committee.

The names of the members of the CSR and Sustainability Committee, including its Chairperson, are provided under the section ‘Board of Directors and Committees’ in the Report and Accounts.



Meeting and Attendance during the financial year 2024-25

Details of CSR and Sustainability Committee Meeting

One meeting of the CSR and Sustainability Committee was held, as follows:

Date	Committee Strength	No. of Members present
31st December, 2024	4	4

Attendance at CSR and Sustainability Committee Meeting

Member	Attendance at the Meeting
S. Puri	Yes
I. Bhushan	Yes
A. Chadha	Yes
V. Sarup	Yes

V. INDEPENDENT DIRECTORS COMMITTEE

The statutory role of the Independent Directors Committee of the Board is to review the performance of the non-Independent Directors, including the Chairperson of the Company, and the Board, and also to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

Composition

The Independent Directors Committee was constituted with effect from 14th December, 2024 and presently comprises all the Independent Directors of the Company.

The names of the members of the Independent Directors Committee are provided under the section 'Board of Directors and Committees' in the Report and Accounts.

Meeting and Attendance during the financial year 2024-25

Details of Independent Directors Committee Meeting

One meeting of the Independent Directors Committee was held during the financial year 2024-25, as follows:

Date	Committee Strength	No. of Members present
24th March, 2025	5	5

Attendance at Independent Directors Committee Meeting

Member	Attendance at the Meeting
K. Bali	Yes
I. Bhushan	Yes
M. Gupta	Yes
P. R. Ramesh	Yes
V. Sarup	Yes

OTHER COMMITTEES

RISK MANAGEMENT COMMITTEE

The role of the Risk Management Committee of the Company is, inter alia, to approve the risk management framework of the Company, and review the results of risk identification, prioritisation & risk mitigation plans and the measures taken for cyber security. Formulation of the Risk Management Policy and review of implementation, effectiveness and adequacy of the risk management plans, systems & processes of the Company form part of the role of the Committee.

Composition

The Risk Management Committee was constituted with effect from 14th December, 2024 and presently comprises two Non-Executive Directors including one Independent Director, the Managing Director and the Chief Financial Officer of the Company. The Head of Risk is the Secretary to the Committee.

The names of the members of the Risk Management Committee, including its Chairperson, are provided below:

Member	Position
S. Dutta	Chairperson
A. Chadha	Member
M. Gupta	Member
A. Thakar	Member

Meeting and Attendance during the financial year 2024-25

Details of Risk Management Committee Meeting

One meeting of the Risk Management Committee was held, as follows:

Date	Committee Strength	No. of Members present
27th December, 2024	4	4

Attendance at Risk Management Committee Meeting

Member	Attendance at the Meeting
S. Dutta	Yes
A. Chadha	Yes
M. Gupta	Yes
A. Thakar	Yes

STRATEGIC AND EXECUTIVE MANAGEMENT COMMITTEE

The primary role of the SEMC is strategic and executive management of the Company within Board approved direction / framework and realisation of the Company goals. The SEMC, inter alia, formulates the Company's Business Plan, including objectives and strategies, capex and investments, organisational policies, systems and processes, monitors performance of hotel units / corporate functions, allocates resources and operates under the strategic supervision of the Board.

Composition

The SEMC was constituted with effect from 1st January, 2025 and presently comprises the Managing Director, the Chief Financial Officer and the Executive Vice President - HR and Learning & Development. The Managing Director is the Chairperson of the Committee. The composition of the SEMC is determined by the Board on the recommendation of the Nomination and Remuneration Committee. The Company Secretary is the Secretary to the SEMC.

The names of the members of the SEMC, including its Chairperson, are provided under the section 'Board of Directors and Committees' in the Report and Accounts.

Meetings

The SEMC normally meets once a month. Minutes of SEMC Meetings are placed before the Board. Matters requiring the Board's attention / approval, as emanating from the SEMC Meetings, are placed in the form of notes backed by comprehensive background information.

SUBSIDIARY COMPANIES

All subsidiaries of the Company are managed by their respective Board of Directors in the best interest of those companies and their shareholders. The annual financial statements of the subsidiary companies are reviewed by the Audit Committee of the Company. Performance review reports of the subsidiary companies are placed before the Board on a half-yearly basis. The Minutes of Board Meetings of the subsidiary companies, including details of significant transactions & arrangements entered into by them, are also placed before the Board.

The Company's Policy for determination of a material subsidiary, as approved by the Board, may be accessed on its website at <https://www.itchotels.com/MaterialSubsidiary.pdf> .

The Company has one material subsidiary in terms of the aforesaid Policy, required details of which are given below:

Name of the material subsidiary	WelcomHotels Lanka (Private) Limited
Date of incorporation	23rd April, 2012
Place of incorporation	Colombo, Sri Lanka
Name of the Statutory Auditors	Messrs. Deloitte Associates, Chartered Accountants
Date of appointment of the Statutory Auditors	27th September, 2024

FAMILIARISATION PROGRAMME FOR DIRECTORS

The Company believes that a Board, which is well informed / familiarised with the Company and its affairs, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors of the Company are updated on material changes / developments in the socio-economic environment and on matters significantly affecting the Company to enable them to take well informed and timely decisions.

Further details may be accessed on the Company's website at <https://www.itchotels.com/Familiarisation-Program.pdf> .

MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable, relevant and reliable information on the Company's financial performance is at the core of good governance. Towards this end, the Company has taken the following initiatives:

Website	The Company's website <a href="http://www.itchotels.com">www.itchotels.com</a> provides comprehensive information on the Company's business, sustainability initiatives, official news releases, key Company Policies, shareholding pattern, and contact details of persons responsible for assisting investors and handling investor grievances. An exclusive section on 'Investor Relations' serves to inform and service Shareholders, enabling them to access information at their convenience.
Email id for investors	The Company has a designated email id, i.e. <a href="mailto:investorservices@itchotels.in">investorservices@itchotels.in</a> , for investor services.
Other disclosures / filings	All material events and important information relating to the Company are submitted to the Stock Exchanges and also made available on the Company's website.
Media Releases	The 'Investor Relations' section of the Company's website includes all major media releases from the Company and relevant media reports.
Annual Report	The Report and Accounts, including the Standalone and Consolidated Financial Statements, the Report of the Board of Directors and the Auditors' Reports, will be sent to the Shareholders of the Company, and will also be made available on the Company's website. The Report of the Board of Directors, forming part of the Report and Accounts, includes all aspects of Management Discussion and Analysis as required under the Listing Regulations.
Financial Results	The quarterly, half-yearly and annual financial results are sent to the Shareholders. The results are also available on the Company's website. Extracts of these results are published in 'Business Standard' on an all India basis and 'Aajkaal' from Kolkata.



## CODE OF CONDUCT

The Code of Conduct, as adopted by the Board, is applicable to the Directors, senior management and employees of the Company. The Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct in relation to the Company's business and reputation. The Code covers the Company's commitment to sustainable development, concern for health, safety and environment, a gender friendly workplace, transparency and auditability, legal compliance, avoidance of conflict of interest, and the philosophy of leading by example. The Code is available on the Company's website.

### Declaration as required under the Listing Regulations

All Directors and senior management of the Company have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2025.

A. Chadha  
New Delhi, 15th May, 2025      Managing Director

## WHISTLEBLOWER POLICY

Synopsis of the Whistleblower Policy of the Company is provided in the 'Report of the Board of Directors & Management Discussion and Analysis', forming part of the Report and Accounts. The Whistleblower Policy, as approved by the Board, may be accessed on the Company's website at <https://www.itchotels.com/Whistleblower-Policy.pdf>.

## POLICY ON RELATED PARTY TRANSACTIONS

The Policy, as approved by the Board, may be accessed on the Company's website at <https://www.itchotels.com/Policy-on-RPTs.pdf>.

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Code of Conduct for Prevention of Insider Trading, as approved by the Board, inter alia, prohibits trading in the securities of the Company by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company.

## DETAILS OF SENIOR MANAGEMENT

The details of senior management of the Company as on 31st March, 2025 are provided below:

Sl. No.	Name	Designation
1	Ashish Thakar	Chief Financial Officer
2	Sanjay Bose	Executive Vice President - HR and Learning & Development
3	Mohit Aggarwal	Vice President - Finance
4	Bhaskar Malla Bujor Baruah	Chief Development Officer
5	Atul Bhalla	Vice President – Operations (North and West)
6	Diwaker Dinesh	Company Secretary
7	Vidyaprakash Prabhakaran Menon	Vice President - Projects
8	Arif Musa Patel	Chief Commercial Officer
9	Zubin Sarosh Songadwala	Vice President - Operations (South and East)
10	Hebbagilu Chandrashekara Vinayaka	Vice President - Technical Services, EHS and Sustainability

Since the date of listing i.e., 29th January, 2025, there were no changes in the Company's senior management upto 31st March, 2025.

## OTHER DISCLOSURES / CONFIRMATIONS

- Since the Company's incorporation, there was neither any instance of non-compliance by the Company nor any penalty / stricture imposed on the Company by the Stock Exchanges / Securities and Exchange Board of India ('SEBI') / Statutory Authorities with respect to any matter related to the capital markets.
- There are no inter-se relationships between the Directors and Key Managerial Personnel of the Company.
- During the year, the Company has not entered into any materially significant related party transaction which may have potential conflict with the interest of the Company at large.
- The senior management of the Company did not enter into any material financial and commercial transaction during the year, in which they had personal interest that may have had potential conflict with the interest of the Company at large.
- During the year, the Company was not required to obtain credit rating for any debt instrument, fixed deposit programme or any other scheme involving mobilisation of funds.

- The Company has not raised any funds through preferential allotment or qualified institutions placement.
- None of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director by the SEBI / Ministry of Corporate Affairs / Statutory Authorities; Certificate from the Company's Secretarial Auditors confirming the same is annexed to this Report.
- During the year, the Company or its subsidiaries have not provided any loans or advances (being in the nature of loans) to firms / companies in which Directors of the Company are interested.
- Details with respect to Secretarial Auditors of the Company and confirmation by the Board regarding independence of the Independent Directors are provided in the 'Report of the Board of Directors & Management Discussion and Analysis', forming part of the Report and Accounts.
- During the year, the Company did not receive any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further no complaint was pending at the beginning of the year.
- The total fees paid during the financial year 2024-25 by the Company and its subsidiaries to Messrs. S. R. Batliboi & Co. LLP, Statutory Auditors, and all entities in the network firm / network entities which are part of the network of which the Statutory Auditors are a member firm, aggregate ₹ 0.41 Crore.
- Mr. Diwaker Dinesh, Company Secretary, is the Compliance Officer under the Listing Regulations.
- The Company has not been informed of any agreement and there are no agreements with the Company that require disclosure under Regulation 30A(1) of the Listing Regulations.
- The Company does not deal in commodities and hence the disclosure pursuant to the SEBI Master Circular dated 11th November, 2024 is not required to be given. The details of foreign exchange exposures and hedging activities of the Company are provided in the 'Notes to the Financial Statements', forming part of the Report and Accounts.

## DISCRETIONARY REQUIREMENTS UNDER THE LISTING REGULATIONS

The status of compliance with the discretionary requirements under the Listing Regulations is provided below:

- Separate posts of Chairman and the Managing Director or the Chief Executive Officer:** The Company has a Chairperson in non-executive capacity and a Managing Director.

- Chairman's Office:** The Chairperson's Office is maintained by the Company and expenses towards performance of the Chairperson's duties, if any, are borne by the Company.
- Shareholder Rights:** The financial results and significant events of the Company are being posted on the Company's website under the 'Investor Relations' section.
- Audit Opinion:** The Statutory Auditors have issued an unmodified audit opinion on the Company's Financial Statements for the year ended 31st March, 2025.
- Internal Audit:** The Head of Internal Audit reports to the Audit Committee of the Board.
- Meeting of Independent Directors Committee:** As stated above, one meeting of the Independent Directors Committee of the Board was held during the year.
- Risk Management Committee:** The Company has a Risk Management Committee, details of which are given under the heading 'Other Committees – Risk Management Committee'.

## CONFIRMATION OF COMPLIANCE

It is confirmed that the Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

The certificate from the Company's Secretarial Auditors, Messrs. S. M. Gupta & Co., Company Secretaries, confirming compliance with the conditions of Corporate Governance is annexed to the 'Report of the Board of Directors & Management Discussion and Analysis', forming part of the Report and Accounts.

## SHAREHOLDER INFORMATION

### Details of Annual General Meeting

Date	Monday, 11th August, 2025
Venue	The AGM will be held on electronic platform
Time	10:30 a.m. (IST)

Since the Company's incorporation, only one AGM was held, details of which are given below:

AGM	Financial Year	Venue	Date	Time	Special Resolution passed
1st	2023-24	Virginia House 37 Jawahar Lal Nehru Road Kolkata 700 071	25th July, 2024	10:30 a.m. (IST)	None



Postal Ballot through e-voting

During the financial year, the Ordinary Resolutions for approving material related party transactions of the Company and its subsidiaries were passed by the Shareholders with requisite majority. The Board of Directors of the Company appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer for scrutinizing the postal ballot through e-voting. Brief details pertaining to the said postal ballot are provided below:

Date of Postal Ballot Notice	25th January, 2025
Date of completion of despatch of Postal Ballot Notice	24th February, 2025
Period of e-voting	25th February, 2025 to 26th March, 2025
Date of declaration of Voting Results	27th March, 2025

The results of the postal ballot were as follows:

Ordinary Resolution	Votes in favour of the Resolution		Votes against the Resolution	
	Number of Shares for which valid votes cast	% of votes to total number of valid votes cast	Number of Shares for which valid votes cast	% of votes to total number of valid votes cast
Resolution No. 1 - Material related party transactions of the Company	62,55,10,446	88.54	8,09,62,093	11.46
Resolution No. 2 - Material related party transactions of the subsidiaries of the Company	70,23,66,786	99.40	42,33,993	0.60

Neither any Special Resolution was passed through postal ballot during the financial year 2024-25 nor any such resolution is proposed to be passed through postal ballot.

Financial Calendar

Financial Year 2025-26 (1st April – 31st March)		
1	First Quarter Results	July / August 2025
2	Second Quarter and Half-Year Results	October / November 2025
3	Third Quarter Results	January / February 2026
4	Fourth Quarter and Annual Results	May 2026

Listing of Shares on Stock Exchanges with Stock Code

Stock Exchange	Stock Code
<b>BSE Limited ('BSE')</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 <b>Telephone nos. :</b> 022-2272 1233 / 34; <b>Facsimile no. :</b> 022-2272 1919 <b>e-mail :</b> is@bseindia.com; <b>Website :</b> www.bseindia.com	<b>544325</b>
<b>National Stock Exchange of India Limited ('NSE')</b> Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 <b>Telephone nos. :</b> 022-2659 8100 / 14; <b>Facsimile no. :</b> 022-2659 8191 <b>e-mail :</b> ignse@nse.co.in ; <b>Website :</b> www.nseindia.com	<b>ITCHOTELS</b>

The Listing Fees for the financial year 2025-26 have been paid to BSE and NSE.

Shareholder / Investor complaints

During the year, one complaint was received and promptly resolved. No complaint was pending at the time of listing of the Company's shares and at the end of the year.

The designated e-mail ID of the Company for investor complaints is [investorservices@itchotels.in](mailto:investorservices@itchotels.in) .

The Company also monitors investor complaints made through the BSE Listing Portal, NSE Electronic Application Processing System (NEAPS) Portal, SEBI Complaints Redressal System (SCORES) Portal and Online Dispute Resolution (ODR) Portal.

Registrar and Share Transfer Agent

Messrs. KFin Technologies Limited are the Registrar and Share Transfer Agent ('RTA') of the Company. They manage all the relevant corporate registry services for the Equity Shares of the Company. The correspondence details of the Company and the RTA are given hereunder:

Address for Correspondence

Company	RTA
<b>Registered Office:</b> Virginia House, 37 Jawahar Lal Nehru Road, Kolkata 700 071 Telephone no.: 033 2288 9371	KFin Technologies Limited Unit: ITC Hotels Limited Selenium Building, Tower B Plot Nos. 31 and 32 Financial District Nanakramguda Serilingampally, Rangareddy Hyderabad 500 032 Telephone nos.: 040-7961 1000 and 1800 309 4001 (toll free)
<b>Corporate Office:</b> ITC Green Centre 10 Institutional Area, Sector 32 Gurugram 122 001 Telephone no.: 0124 417 1717 e-mail: <a href="mailto:investorservices@itchotels.in">investorservices@itchotels.in</a> Website: <a href="http://www.itchotels.com">www.itchotels.com</a>	e-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a>

Shareholders holding shares in the dematerialised form should address their correspondence to the respective Depository Participant, other than for Report and Accounts, which should be addressed to the Company or the RTA.

Shareholders are requested to provide their DP ID & Client ID / folio number, e-mail address and contact number to facilitate prompt and efficient investor servicing.

Share Transfer System

No share transfers in the certificate form were required to be effected by the Company from the date of listing of Company's Equity Shares.

Dematerialisation of Shares and liquidity

The shares of the Company are traded in the dematerialised form under both the Depository Systems in India - National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The International Securities Identification Number (ISIN) allotted to the Company's shares under the Depository System is INE379A01028.

The Company's Equity Shares are liquid and regularly traded on BSE and NSE.

The status of dematerialisation of the Company's shares as on 31st March, 2025 is given below:

Mode of Holding	No. of Equity Shares	% of total issued share capital
Demat with NSDL	1,99,34,05,971	95.78
Demat with CDSL	8,77,65,067	4.22
Certificate form	2	-
<b>Total</b>	<b>2,08,11,71,040</b>	<b>100.00</b>

Depository Services

Shareholders may write to the respective Depository / Depository Participant or to the RTA for guidance on depository services. The contact details of the Depositories are given below:

<b>National Securities Depository Limited</b> 3rd Floor, Naman Chambers Plot C-32, G-Block Bandra Kurla Complex Bandra East Mumbai 400 051 Telephone no.: 022-4886 7000 e-mail : <a href="mailto:info@nsdl.com">info@nsdl.com</a> Website : <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>	<b>Central Depository Services (India) Limited</b> Marathon Futurex A-Wing, 25th Floor NM Joshi Marg Lower Parel Mumbai 400 013 Telephone no.: 08069144800 e-mail : <a href="mailto:helpdesk@cdslindia.com">helpdesk@cdslindia.com</a> Website : <a href="http://www.cdslindia.com">www.cdslindia.com</a>
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Distribution of Shareholding as on 31st March, 2025

No. of Shares Slab	No. of Shareholders	%	No. of Shares	%
1 - 5000	26,78,599	99.75	15,90,68,858	7.64
5001 - 10000	3,857	0.14	2,74,73,756	1.32
10001 - 20000	1,664	0.06	2,32,61,045	1.12
20001 - 30000	464	0.02	1,14,40,808	0.55
30001 - 40000	209	0.01	72,70,629	0.35
40001 - 50000	111	0.00	51,07,363	0.25
50001 - 100000	223	0.01	1,58,27,005	0.76
100001 and above	313	0.01	1,83,17,21,576	88.01
<b>Total</b>	<b>26,85,440</b>	<b>100.00</b>	<b>2,08,11,71,040</b>	<b>100.00</b>

There are no outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or any Convertible Warrants issued by the Company as on date.



Hotel Locations

The Company and its subsidiaries & associate operates various hotels, details of which are annexed to this Report.

Service of Documents

In conformity with the regulatory requirements, the Notice of the 2nd AGM of the Company and the Report and Accounts 2025 will be sent through electronic mode to those Shareholders who have registered their e-mail address with the Company or the Depositories. Physical copies of the Notice and the Report and Accounts will be provided to the Shareholders upon request.

Shareholders holding shares in dematerialised form are requested to register / update their e-mail address with their respective Depository Participant. Shareholders holding shares in the certificate form are requested to register / update their e-mail address by submitting duly filled and signed Form ISR-1, along with documents prescribed in the form, with the Company / RTA.

Transfer of shares to the Investor Education and Protection Fund

Pursuant to the Scheme of Arrangement for demerger, the Company has transferred 39,59,274 shares to the Investor Education and Protection Fund established by the Central Government ('IEPF'), in respect of those shareholders of ITC Limited ('ITC') whose shares were earlier transferred to the IEPF and were lying unclaimed as on the Record Date i.e., 6th January, 2025. The Company has also transferred to the IEPF, the net proceeds from sale of fractional entitlements in respect of such shareholders. Such shares and proceeds can be claimed from the IEPF by applying in the prescribed Form No. IEPF-5. Steps for filing the said form are available on the Company's website at <https://www.itchotels.com/dividend-iepf>.

Disclosures with respect to shares lying in Unclaimed Suspense / Escrow Demat Accounts

Particulars	Unclaimed Suspense Demat Account <sup>1</sup>		Escrow Demat Account <sup>2</sup>	
	No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares held as on 1st April, 2024	-	-	-	-
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense / Escrow Demat Accounts during the year pursuant to allotment in terms of the Scheme of Arrangement for demerger	690	1,48,967	8,930	44,92,356
Number of shareholders who approached the Company for transfer of shares	-	-	-	-
Aggregate number of shareholders and the outstanding shares held as on 31st March, 2025	690	1,48,967 *	8,930	44,92,356 *

<sup>1</sup> The Equity Shares were transferred to the Unclaimed Suspense Demat Account in respect of the ordinary shares held by ITC in its Unclaimed Suspense Account as on the Record Date.

<sup>2</sup> The Equity Shares in respect of those Shareholders (i) holding ordinary shares of ITC in the certificate form and who had not provided details of their demat accounts, in accordance with the Scheme of Arrangement for demerger, and (ii) whose shares could not be credited due to rejection by the Depositories, were credited to the Escrow Demat Account.

\* The voting rights in respect of these shares will remain frozen till the rightful owners claim the shares.

Annexure to the Report on Corporate Governance

SKILLS, EXPERTISE AND COMPETENCIES OF DIRECTORS

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board is required to identify the skills, expertise, and competencies of the Directors in the context of the Company's business.

Accordingly, the skills, expertise, and competencies of the Board as applicable to its business are identified as stated below:

1. Organisational Purpose

Ability to comprehend the socio-economic, regulatory, and competitive environment, both domestic and global, in which the Company is operating and insight to identify opportunities and challenge for the Organisation.

Ability to appreciate Company's philosophy of building synergy between serving the society and creating economic value for the Company, and contribute towards the same.

2. Strategic Insight

Ability to evaluate competitive corporate and business strategies and, based thereon, contribute towards progressive refinement of the Company's strategies for fulfilment of its goals.

Ability to comprehend strategy of organisation, in the context of its unique sources of competitive advantage and assess its strengths and weaknesses.

3. Organisational Capacity Building

Acumen to evaluate organisational capacity and readiness across relevant parameters and provide guidance on bridging gaps in capacity building.

Ability to understand the talent market and the Company's talent quotient so as to help fine tune strategies to attract, retain and nurture competitively superior talent.

Ability to appreciate and critique business critical areas such as finance, marketing, legal, information technology, public advocacy, human resources, general management capabilities, etc.

4. Stakeholder Value Creation

Ability to understand the organisation processes for shareholder value creation and its contributory elements and critique interventions towards value creation for the other stakeholders.

5. Commercial and Financial Acumen

Commercial and Financial acumen to understand and critique the Company's financial performance and evaluate the Company's strategies and action plans in the context of their financial outcomes.

6. Risk Management

Ability to appreciate key risks impacting the Company's business and contribute towards development of systems and controls for risk mitigation while reviewing and refining the same periodically.

7. Compliance

Ability to appreciate compliance systems and processes of the Company and contribute towards further strengthening the same.

8. Sustainability

Ability to appreciate the Sustainability Strategies, Goals, and Initiatives of the Company and to support the Company's commitment in this area.

9. Policy Evaluation

Ability to comprehend the Company's governance philosophy and contribute towards its refinement periodically. Ability to evaluate policies, systems, and processes in the context of the Company's business and review the same periodically.

10. Culture Building

Ability to contribute to the Board's role towards promoting an ethical and collaborative organisational culture, eliminating conflict of interest, and setting & upholding the highest standards of ethics, integrity, and organisational conduct.

11. Board Cohesion

Ability to comprehend the statutory roles and responsibilities of a Director and of the Board as a whole.

Ability to encourage and sustain a cohesive working environment through collective wisdom and to listen to multiple views and thought processes and synergise the same for organisational benefit.



Annexure to the Report on Corporate Governance

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members  
ITC HOTELS LIMITED  
CIN: L55101WB2023PLC263914  
Virginia House, 37 Jawaharlal Nehru Road  
Russel Street, Kolkata 700 071  
West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ITC HOTELS LIMITED bearing CIN: L55101WB2023PLC263914 and having registered office at Virginia House, 37 Jawaharlal Nehru Road, Russel Street, Kolkata 700071, West Bengal (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	Mr. Sanjiv Puri	00280529	24/04/2024
2	Mr. Kamal Bali	00688141	14/12/2024
3	Dr. Indu Bhushan	09302960	14/12/2024
4	Mr. Anil Chadha	08073567	24/04/2024
5	Mr. Supratim Dutta	01804345	24/04/2024
6	Mr. Mukesh Gupta	06638754	26/11/2024
7	Mr. Tablesh Pandey	10119561	14/12/2024
8	Mr. Prathivadibhayankara Rajagopalan Ramesh	01915274	30/04/2024
9	Ms. Vrinda Sarup	03117769	26/11/2024
10	Mr. Rajendra Kumar Singhi	00009931	24/04/2024

Ensuring the eligibility of the Directors for appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

(S.M.Gupta)  
Proprietor  
  
S.M.GUPTA & CO.  
Company Secretaries  
Firm Registration No.: S1993WB816800  
Membership No: FCS–896  
CP No: 2053  
Peer Review No: 2464/2022  
UDIN: F000896G000346648

Date : 15.05.2025  
Place: Kolkata

Annexure to the Report on Corporate Governance

OWNED HOTELS

Agra

- ITC Mughal  
Taj Ganj, Agra  
Uttar Pradesh 282 001

Ahmedabad

- ITC Narmada  
Judges Bungalow Road  
Vastrapur, Ahmedabad  
Gujarat 380 015

Amritsar

- Welcomhotel Amritsar  
Raja Sansi, Ajnala Road  
Amritsar, Punjab 143 101

Bengaluru

- ITC Gardenia  
1, Residency Road, Bengaluru  
Karnataka 560 025
- ITC Windsor  
25, Windsor Square  
Golf Course Road, Bengaluru  
Karnataka 560 052
- Welcomhotel Bengaluru  
46, Richmond Road, Bengaluru  
Karnataka 560 025

Bhubaneswar

- Welcomhotel Bhubaneswar  
D/1, Mz. Dumuduma  
District Khordha  
Bhubaneswar  
Odisha 751 019

Chennai

- ITC Grand Chola  
63, Mount Road, Guindy  
Chennai, Tamil Nadu 600 032
- Welcomhotel Chennai  
Cathedral Road, Chennai  
Tamil Nadu 600 086

Coimbatore

- Welcomhotel Coimbatore  
1266/14, West Club Road  
Race Course Area  
Coimbatore  
Tamil Nadu 641 018

Goa

- ITC Grand Goa Resort & Spa  
Arossim Beach Road, Cansaulim  
Goa 403 712

Guntur

- Welcomhotel Guntur  
4-5-10 Vidyanagar Ring Road  
Guntur, Andhra Pradesh 522 007

Hyderabad

- ITC Kohenur  
Plot No. 5, Hyderabad Knowledge City  
Madhapur, Hyderabad  
Telangana 500 081

Jaipur

- ITC Rajputana  
Palace Road, Jaipur  
Rajasthan 302 006

Kolkata

- ITC Sonar  
1, JBS Haldane Avenue  
Kolkata, West Bengal 700 046
- ITC Royal Bengal  
1, JBS Haldane Avenue  
Kolkata, West Bengal 700 046

Mumbai

- ITC Maratha  
Sahar, Mumbai  
Maharashtra 400 099

New Delhi

- ITC Maurya  
Sardar Patel Marg  
Diplomatic Enclave  
New Delhi 110 021
- Sheraton New Delhi  
District Centre, Saket  
New Delhi 110 017



## LICENSED HOTELS

## Ahmedabad

20. Fortune Park, Ahmedabad  
Ellis Bridge, Ahmedabad  
Gujarat 380 006

## Gurugram

21. ITC Grand Bharat\*  
P.O. Hasanpur, Tauru  
District Mewat, Gurugram  
Haryana 122 105

## Port Blair

22. Welcomhotel Bay Island\*  
Marine Hill, Port Blair  
Andaman & Nicobar Islands 744 101

## Vadodara

23. Welcomhotel Vadodara#  
R. C. Dutt Road, Alkapuri  
Vadodara,  
Gujarat 390 007

HOTELS UNDER OPERATING SERVICES /  
FRANCHISING AGREEMENTS

## Ahmedabad

24. Welcomhotel Ahmedabad  
15 Ashram Road, Dandi Kuch Circle  
Ahmedabad  
Gujarat 380 013

## Aurangabad

25. Welcomhotel Rama International  
R - 3, Chikalthana, Jalna Road  
Aurangabad  
Maharashtra 431 003

## Belagavi

26. Welcomhotel Belagavi  
Sy No-167, Plot Nos. 20 & 20 Part  
Kakati Industrial Area, Kakati, Belagavi  
Karnataka 591 113

## Chail

27. Welcomhotel Chail  
Tavleen Chail, Bhalawag Forest  
Kandaghat-Chail-Kufri Road  
Near Janedghat, Shimla  
Himachal Pradesh 173 217

## Chennai

28. Welcomhotel GST Road Chennai  
1, GST Road, SP Koil  
Maraimalai Nagar  
Chennai  
Tamil Nadu 603 204

## Colombo

29. ITC Ratnadipa\*  
21 Galle Face Center Road  
Colombo 001 00  
Sri Lanka

## Dharamshala

30. Storii Amoha Retreat  
Village Diktu, P.O. Jheol  
District Kangra  
Tehsil Dharamshala  
Himachal Pradesh 176 001

## Goa

31. Storii Shanti Morada  
8/123, Bairo Alto Vaddo  
Saligao, North Goa  
Goa 403 511
32. Storii Moira Riviera Goa  
Tin Manas Bambordem  
Moirra, Bardez North Goa  
Goa 403 507

## Hyderabad

33. ITC Kakatiya\*  
6-3-1187, Begumpet  
Hyderabad  
Telangana 500 016

## Jabalpur

34. Welcomhotel Jabalpur  
Old Tilwara Road, Bargi Hills  
Sagra, Jabalpur  
Madhya Pradesh 482 003

## Jaipur

35. Mementos Jaipur  
Village Natata, Near Kukas, Jaipur  
Rajasthan 302 028

## Jaisalmer

36. Storii Jaisalmer  
Plot No. 7, Jodhpur-Jaisalmer Road  
Jaisalmer  
Rajasthan 345 001

## Jim Corbett

37. Welcomhotel Jim Corbett  
Village Kyari, Tehsil Salt  
Ramnagar Betalghat Road  
District Almora  
Uttarakhand 263 646

## Jodhpur

38. Welcomhotel Jodhpur  
Khasra No. 53  
Uchiyada Village, Jodhpur  
Rajasthan 342 027

## Katra

39. Welcomhotel Katra  
9 Shrine View, SMVD Chowk  
Katra, Reasi  
Jammu & Kashmir 182 301

## Khimsar

40. Welcomhotel Khimsar Fort & Dunes  
P.O. Khimsar, District Nagaur  
Rajasthan 341 025

## Kolkata

41. Storii Kolkata  
RR Plot No. 10, Basanti Highway  
P.O. Bhojerhat, Kolkata  
West Bengal 743 502

## Mamallapuram

42. Welcomhotel Kences Palm Beach  
No. 53, Devaneri Village, East Coast Road  
District Kanchipuram, Mamallapuram  
Tamil Nadu 603 104

## Manali

43. Welcomhotel Hamsa  
Village Burawa, Manali  
Himachal Pradesh 175 103

44. Storii Urvashi's Retreat  
Shanag Road  
P. O. Bahang, Manali  
Himachal Pradesh 175 103

## Mashobra

45. Welcomhotel Shimla  
Village Patengali (Tarapur)  
P.O. Mashobra, Shimla  
Himachal Pradesh 171 007

## Mumbai

46. ITC Grand Central®  
287, Dr. B. Ambedkar Road  
Parel, Mumbai  
Maharashtra 400 012

## Mussoorie

47. Welcomhotel The Savoy  
Library Bazar, Gandhi Chowk  
P.O. Savoy, Mussoorie  
Uttarakhand 248 179

## New Delhi

48. Welcomhotel Dwarka  
Plot No. 3, Sector - 10  
District Centre, Dwarka  
New Delhi 110 075
49. Welcomhotel Delhi-Gurugram Highway  
49/2/1, Kapashera, NH - 48  
New Delhi 110 037

## Pahalgam

50. Welcomhotel Pine-n-Peak  
Aru Road, Near Amusement Park  
Pahalgam  
Jammu & Kashmir 192 126

## Panchkula

51. Welcomhotel Bella Vista  
SM - 8, City Center  
Sector - 5, Panchkula  
Haryana 134 109

## Solan

52. Storii Solan  
Village - Kaba Dhar Guda  
Solan, Himachal Pradesh 173 229

## Udaipur

53. Mementos Ekaya Udaipur  
Raya, Near Eklingji Temple  
Udaipur, Rajasthan 313 324

## Visakhapatnam

54. Welcomhotel Deveen Grand Bay  
Beach Road, Visakhapatnam  
Andhra Pradesh 530 002

## HOTEL UNDER CONSTRUCTION

## Puri

55. Welcomhotel Puri  
Plot Nos. 360 (P) & 321 (P)  
New Marine Drive Road, Sipasarubali, Puri  
Odisha 752 001

\* owned by subsidiaries of the Company.

# owned by associate of the Company.

® owned by ITC Limited of which the Company is an associate.



**HOTELS UNDER OPERATING SERVICES /  
FRANCHISING AGREEMENTS OF SUBSIDIARY**
**Fortune Park Hotels Limited**
**Ahmedabad**

1. **Fortune Landmark, Ahmedabad**  
Ashram Road, Ahmedabad  
Gujarat 380 013
2. **Fortune Select SG Highway**  
Near Palladium Mall  
SG Highway, Ahmedabad  
Gujarat 380 054

**Amritsar**

3. **Fortune Inn Heritage Walk, Amritsar**  
Chowk Fawara  
Amritsar, Punjab 143 001
4. **Fortune Ranjit Vihar, Amritsar**  
Opp. Rose Garden  
Ranjit Vihar Loharka Road  
Amritsar Punjab 143 008

**Aligarh**

5. **Fortune Park Aligarh**  
3747/1, Agrasen Sewa Sadan  
G.T. Road, Aligarh,  
Uttar Pradesh 202 001

**Bengaluru**

6. **Fortune Park JP Celestial**  
5/43, Race Course Road  
Bengaluru, Karnataka 560 009
7. **Fortune Select J P Cosmos Bengaluru**  
No.49 Cunningham Crescent Road  
Behind Fortis Hospital, Bengaluru  
Karnataka 560 052

**Bhubaneswar**

8. **Fortune Park Sishmo Bhubaneswar**  
86/A-1, Gautam Nagar  
Bhubaneswar  
Odisha 751 014

**Chennai**

9. **Fortune Beach Resort ECR Chennai**  
3/314, Raja Road  
Suddhanandapuram  
ECR, Uthandi, Chennai 600 119

**Dahej**

10. **Fortune Park Dahej**  
Plot No. Z/4/3, SEZ Part 1 Tal  
Vagra, Dahej, District Bharuch  
Gujarat 392 130

**Dalhousie**

11. **Fortune Park Dalhousie**  
Near Gandhi Chowk  
Subhash Bowli Road  
District Chamba, Dalhousie  
Himachal Pradesh 176 304

**Delhi**

12. **Fortune Park, East Delhi**  
Plot D Community Center  
Vivek Vihar, Opp. IP University (East  
Delhi Campus), Near Yamuna Sports  
Complex, New Delhi, 110 092

**Durgapur**

13. **Fortune Park Pushpanjali Durgapur**  
C71/A, Shahid Khudiram Sarani  
City Center, Durgapur  
West Bengal 713 216

**Gandhinagar**

14. **Fortune Inn Haveli Gandhinagar**  
Plot No 235, Sector 11  
Gandhinagar  
Gujarat 382 011

**Ghaziabad**

15. **Fortune District Centre, Ghaziabad**  
Plot No.1, Sector-23, Sanjay Nagar  
District Centre, Ghaziabad  
Uttar Pradesh 201 002

**Goa**

16. **Fortune Miramar Goa**  
Off Miramar Beach  
Panaji  
Goa 403 001
17. **Fortune Resort Benaulim Goa**  
1795/H, Calwaddo  
Benaulim, Salcete  
Goa 403 716
18. **Fortune Select Candolim Goa**  
Sy no. 20/1-C & 1-D  
Baman Vaddo, Candolim, Bardez  
Goa 403 515

**Gurugram**

19. **Fortune Select Global Gurgaon**  
Global Arcade, MG Road  
Gurgaon, Haryana 122 002

**Haldwani**

20. **Fortune Walkway Mall**  
Nainital Road, PO  
Kathgodam, Nainital  
Haldwani  
Uttarakhand 263 126

**Haridwar**

21. **Fortune Park Haridwar**  
Plot No. 296/2, NH 58, Sidcul Turn  
Bahadarabad, Haridwar  
Uttarakhand 249 402

**Hoshiarpur**

22. **Fortune Park, Hoshiarpur**  
Bharwain Road VPO Chohal  
opp. Mata Vaishno Devi Temple  
Hoshiarpur, Punjab 146 024

**Hosur**

23. **Fortune Hosur**  
422/2A, Sipcot Phase II  
Krishnagiri Highway, Hosur  
Tamil Nadu 635 109

**Hubballi**

24. **Fortune Park**  
Gokul Rd, Opp. Hubballi Airport  
Gokul, Hubballi  
Karnataka 580 027

**Jalandhar**

25. **Fortune Avenue Jalandhar**  
296-297, Lajpat Nagar  
Jalandhar, Punjab 144 001

**Kalimpong**

26. **Fortune Resort Kalimpong**  
Basuripul, Upper Cart Road  
Kalimpong  
West Bengal 734 301

**Kasauli**

27. **Fortune Select Forest Hill Mahiya Kasuali**  
Village Mahiya, P.O, Bhojnagar  
District Solan,  
Himachal Pradesh 173 229

**Katra**

28. **Fortune Park Katra**  
Railway Station Road  
Katra, Jammu & Kashmir 182 301

**Ekta Nagar**

29. **Fortune Statue of Unity Ekta Nagar**  
Statue of Unity, Main Road  
near Rewa Bhavan  
Ekta Nagar, Gujarat 393 151

**Khajjiar**

30. **Fortune Khajjiar**  
Khajjiar, Dist. Chamba  
Himachal Pradesh 176 304

**Kolkata**

31. **Fortune Park Panchwati**  
Kona Expressway  
Howrah, Kolkata  
West Bengal 711 403

**Kufri**

32. **Fortune Park Kufri**  
Kufri Valley, PO-Fagu  
New Kufri, Tehsil-Theog  
Himachal Pradesh 171 209

**Lucknow**

33. **Fortune Park BBD Lucknow**  
29/7, Rana Pratap Marg  
Lucknow  
Uttar Pradesh 226 001

**Madurai**

34. **Fortune Pandiyan Hotel Madurai**  
Race Course, Madurai  
Tamil Nadu 625 002

**Manipal**

35. **Fortune Valley View Manipal**  
Madhav Nagar, Udupi, Manipal  
Karnataka 576 104

**Mcleod Ganj**

36. **Fortune Park Moksha Mcleodganj**  
Strawberry Hills, Satobari  
Near Dal Lake Mcleod Ganj  
Dharamshala Cantt.  
Himachal Pradesh 176 216

**Mumbai**

37. **Fortune Select Exotica Navi Mumbai**  
Plot No. 16, Sector 19-D, Vashi  
Navi Mumbai  
Maharashtra 400 705



38. **Fortune Park Lakecity Thane**  
Jupiter Medi-park  
Eastern Express Highway  
Thane West  
Maharashtra 400 601

#### Mussoorie

39. **Fortune Resort Grace Mussoorie**  
Library Bazaar, Gandhi Chowk  
Mussoorie, Uttarakhand 248 179

#### Mysuru

40. **Fortune JP Palace Mysore**  
No. 3, Abba Road  
Nazarbad, Mysore  
Karnataka 570 007

#### Noida

41. **Fortune Sector 27 Noida**  
Block I, Plot 1A  
Sector 27, Noida  
Uttar Pradesh 201 301

#### Nepal

42. **Fortune Resort & Wellness Spa**  
Bhaktapur Nepal  
10, Bhaktapur, Sanga  
Nepal 448 00

#### Ooty

43. **Fortune Resort Sullivan Court Ooty**  
123, Selbourn Road, Ooty  
Tamil Nadu 643 001

#### Pahalgam

44. **Fortune Pahalgam**  
Circuit Road  
Ganshibal Pahalgam  
Jammu & Kashmir 192 126

#### Palampur

45. **Fortune Park Palampur**  
Main Bazar, Palampur Road  
Berachah, Palampur, Distt. - Kangra  
Himachal Pradesh 176 061

#### Puri

46. **Fortune Beachfront Puri**  
Sipasarubali, Baliapanda  
Puri, Odisha 752 001

#### Rajkot

47. **Fortune Park JPS Grand**  
150 Feet Ring Road  
Near Mavdi Circle, Rajkot  
Gujarat 360 004

#### Srinagar

48. **Fortune Resort Heevan Srinagar**  
Gupt Ganga, Ishber Nishat  
Srinagar, Jammu & Kashmir 191 121

#### Tiruppur

49. **Fortune Park, Tiruppur**  
SF. No. 331/4T1A, 15 Velampalayam  
Road, Anupparpalayam Pudur  
Tiruppur, Tamil Nadu 641 652

#### Tirupati

50. **Fortune Select Grand Ridge Tirupati**  
Shilparamam  
Tiruchanoor Rd  
Tirupati  
Andhra Pradesh 517 501

#### Vadodara

51. **Fortune Inn Promenade Vadodara**  
Near Akota Gardens  
Vadodara  
Gujarat 390 020

#### Vapi

52. **Fortune Park Galaxy**  
National Highway Number 48  
GIDC, Vapi, Gujarat 396 195

#### Vellore

53. **Fortune Park Vellore**  
7th East Main Road  
Gandhi Nagar, Vellore  
Tamil Nadu 632 006

#### Vijayawada

54. **Fortune Murali Park Vijayawada**  
40-1-28, MG Road  
Labbipet, Vijayawada  
Andhra Pradesh 520 010

#### Visakhapatnam

55. **Fortune Inn Sree Kanya Visakhapatnam**  
47-10-34 & 35, Dwaraka Nagar  
Diamond Park-Sreekanya Road  
Visakhapatnam  
Andhra Pradesh 530 016

#### Landbase India Limited

##### OWNED GOLF CLUB

##### Gurugram

1. **Classic Golf & Country Club**  
P.O. Hasanpur, Tauru  
Dist. Mewat  
Haryana 122 105

##### HOTELS UNDER OPERATING SERVICES / FRANCHISING AGREEMENTS OF JOINT VENTURE

##### Maharaja Heritage Resorts Limited

##### Ahmedabad

1. **WelcomHeritage Mani Mansion**  
Shantikunj, Paldi Cross Roads, Paldi  
Ahmedabad  
Gujarat 380 006

##### Amritsar

2. **WelcomHeritage Ranjit Vilas**  
Village Heir Airport Road  
Amritsar  
Punjab 143 001

##### Bera

3. **WelcomHeritage Cheetahgarh Resort & Spa**  
Rotela Lake, Varawal Circle, Bera  
Pali  
Rajasthan 306 126

##### Corbett

4. **WelcomHeritage Tarangi Ramganga Resort**  
Village Jhamaria, P.O. Sankar, Marchula, NH-121  
Corbett  
Uttarakhand 244 715

##### Dharamshala

5. **WelcomHeritage Grace Hotel**  
558, Old chari, Road, Kotwali Bazar Road  
Dharamshala  
Himachal Pradesh 176 215

##### Hissar

6. **WelcomHeritage Sheikhpura Kothi**  
VPO Sheikhpura, Petwar Road, Hansi  
Hissar  
Haryana 125 033

##### Jaipur

7. **WelcomHeritage Traditional Haveli**  
AC-4-C, Gayatri Marg, Sawai Jai Singh Highway  
Bani Park  
Jaipur  
Rajasthan 302 016

#### Jaisalmer

8. **WelcomHeritage Kalyan Bhawan**  
Gandhi Chowk Road, Sadar Bazar, Kishan Ghat  
Jaisalmer  
Rajasthan 345 001
9. **WelcomHeritage Mandir Palace**  
Gandhi Chowk Road, Sadar Bazar, Kishan Ghat  
Jaisalmer  
Rajasthan 345 001
10. **WelcomHeritage Mohangarh Fort**  
Mohangarh Road, Shri Mohangarh  
Jaisalmer  
Rajasthan 345 033

#### Jodhpur

11. **WelcomHeritage Bal Samand Lake Palace**  
BSF STC, Mandore Road, Mandore  
Jodhpur  
Rajasthan 342 026

#### Kasauli

12. **WelcomHeritage Santa Roza**  
Mauza kot, District Solan  
Kasauli  
Himachal Pradesh 173 204

#### Mount Abu

13. **WelcomHeritage Connaught House**  
Rajendra Marg  
Mount Abu  
Rajasthan 307 501

#### Mcleod Ganj

14. **WelcomHeritage Natraj**  
Ward No.3, Mcleod Ganj, Upper Dharamshala  
Kangra  
Himachal Pradesh 176 219

#### Mussoorie

15. **WelcomHeritage Kasmanda Palace**  
The Mall Road  
Mussoorie  
Uttarakhand 248 179

#### Nainital

16. **WelcomHeritage Ashdale**  
High Court Road, Sherwani  
Nainital  
Uttarakhand 263 002

#### Ooty

17. **WelcomHeritage Ayatana Ooty**  
Athigaratty, Muttinadu  
Ooty  
Tamil Nadu 643 003



18. WelcomHeritage Fernhills Royal Palace  
Fernhills Post Nilgiris  
Ooty  
Tamil Nadu 643 003
- Palampur
19. WelcomHeritage Taragarh Palace  
PO Taragarh, Kangra Valley, Baijnath  
Palampur  
Himachal Pradesh 176 081
- Panchmarhi
20. WelcomHeritage Golf View  
Mahadev Road  
Panchmarhi Cantt.  
Madhya Pradesh 461 881
- Panchkula
21. WelcomHeritage Ramgarh  
The Quila, NH-73, near Sector 28, Ramgarh  
Panchkula  
Haryana 134 111
- Panjim
22. WelcomHeritage Panjim Inn  
E-212, 31st January Road, Fontainhas, Altinho  
Panaji  
Goa 403 001
- Pench
23. WelcomHeritage Jungle Home  
Post Avarghani, Turiya Gate,  
Nagpur Jabalpur Highway Pench National Park  
Madhya Pradesh 480 881
- Pragpur
24. WelcomHeritage Judge's Court  
Jai Bhawan  
Pragpur  
Himachal Pradesh 177 107
- Prayagraj
25. WelcomHeritage Badi Kothi  
918/572 Nirala Marg, Buxi Khurd, Daraganj  
Prayagraj (Allahabad)  
Uttar Pradesh 211 006
- Ranakpur
26. WelcomHeritage Maharani Bagh Orchard Retreat  
Sadri, Pali  
Ranakpur  
Rajasthan 306 702
- Ranikhet
27. WelcomHeritage Windsor Lodge  
Kalika Estate, Dadgallia  
Ranikhet  
Uttarakhand 263 645

- Ranthambore
28. WelcomHeritage Mount Valley Resort  
Vivekanandapuram Colony, Sawai Madhopur, Bhuderda  
Ranthambhore  
Rajasthan 322 001
- Sandur
29. WelcomHeritage Shivavilas Palace  
No: 97, Palace Road, Bellary  
Sandur  
Karnataka 583 119
- Shimla
30. WelcomHeritage Elysium Resort & Spa  
Near Geeta Mandir, Tutikandi  
Shimla  
Himachal Pradesh 171 004
- Srinagar
31. WelcomHeritage Grand  
Parraypora, Airport Road, Baghat  
Srinagar  
Jammu and Kashmir 190 005
32. WelcomHeritage Gurkha Houseboats  
Opp. Nageen Club, Nageen Lake  
Srinagar  
Jammu and Kashmir 190 006
- Solan
33. WelcomHeritage Parv Vilas Resort & Spa  
Gandhigram, Kasauli Hills  
Solan  
Himachal Pradesh 173 229
- Tadoba
34. WelcomHeritage Tadoba Vanya Vilas Resort & Spa  
Khasra No 41, Chaiti Tukum, Kolara Gate  
Tadoba, Chimur  
Chandrapur  
Maharashtra 442 903

# Report of the Board of Directors & Management Discussion and Analysis For the Financial Year ended 31st March, 2025

## MACRO-ECONOMIC ENVIRONMENT

- Global Economy**

Global economic growth remained muted at 3.3%<sup>1</sup> in 2024 – 20 bps below 2023 and 40 bps below long-term trend rates<sup>2</sup>. Advanced economies recorded a growth of 1.8% (vs. 1.7% in 2023) while Emerging Markets & Developing Economies witnessed deceleration in growth to 4.3% (vs. 4.7% in 2023). The services sector grew ahead of manufacturing, particularly in Europe and Asia.

As per IMF's World Economic Outlook of April '25, the global economy is expected to grow at a slower pace of 2.8% in 2025. Advanced Economies are now projected to grow at a lower rate of 1.4% and Emerging Markets and Developing Economies are estimated to grow at 3.7% in 2025. Global headline inflation is expected to decline to 4.3% in 2025 from 5.7% in 2024.

Rising geopolitical tensions, geoeconomic developments and extreme weather events have resulted in heightened uncertainty and volatility in the operating environment. Timely conclusion of trade agreements between the US and its key trading partners, monetary policy stance of central banks and evolving geopolitical dynamics remain some of the key monitorables in the near term.
- Indian Economy**

The Indian economy remains a bright spot amidst global slowdown and is expected to sustain its position as the fastest growing large economy. As per the provisional estimates released by Ministry of Statistics and Programme Implementation (MoSPI), India's real GDP is projected to have grown by 6.5% in FY 2024-25. Going forward, while real GDP is expected to grow at a similar pace in FY 2025-26, Private Consumption Expenditure is expected to pick up a result of disposable incomes accruing from easing of inflation, interest rate cuts, liquidity support from RBI and tax cuts announced in the recent Union Budget.

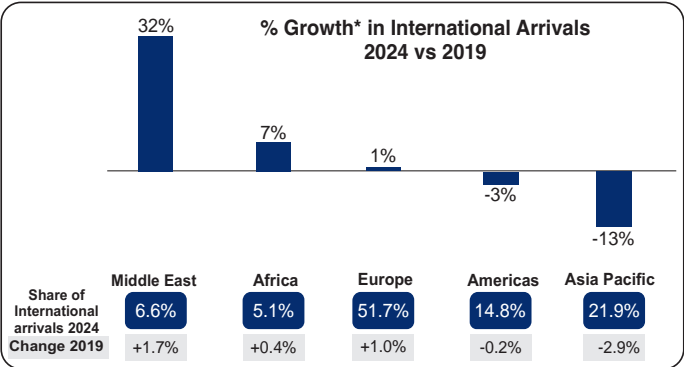
Fundamentals of the Indian economy continue to remain healthy across sectors. The positive outlook is anchored on rising urbanisation, favourable demographics and sustained growth of the services sector, which are all expected to continue driving expansion of the economy.

As per IMF, over the next 5 years, India's per capita nominal GDP is expected to grow at a CAGR of 9.2%. Sustenance of economic growth momentum amidst global slowdown and heightened uncertainty caused by geopolitical events and broad-based increase in infrastructural capex are some of the key monitorables going forward.

## INDUSTRY INSIGHTS

- Global Tourism & Hospitality Industry**

The Global Travel & Tourism industry remains well poised for expansion following remarkable recovery from the Covid-19 pandemic. During the year, the industry continued to witness resurgence in both leisure and business travel. As per UN Tourism, tourist arrivals worldwide grew by 11% in 2024 over the previous year, registering a 99% recovery from pre-pandemic levels. Most destinations exceeded their 2019 levels; however, arrival of tourists in Americas and Asia Pacific remained slightly behind their pre-pandemic levels.



Source: UN Tourism Barometer Report January 2025 \*Rounded off

The year 2024 saw robust growth in tourism earnings. As per UN Tourism, the total international tourism receipts in real terms reached \$ 1.6 trillion growing by 3% over the previous year and 4% over 2019. As per World Travel and Tourism Council (WTTC), the Travel & Tourism sector accounted for 10.0% (US\$ 10.9 trillion) of the global GDP and 10.6% (356.6 million jobs) of total jobs in 2024. Strong demand for travel & tourism, robust performance in large source markets, increased air connectivity and enhanced visa facilitation have contributed to the impressive recovery in global travel & hospitality industry.

<sup>1</sup> IMF WEO April '25  
<sup>2</sup> Average Global Real GDP growth from 2010 to 2019



### Indian Hospitality Industry

In FY 2024-25, Indian Hospitality industry sustained its strong growth momentum, establishing new benchmarks. Growth continued to be driven by economic stability, favorable demographics, robust domestic demand outpacing supply and the government's thrust on improving infrastructure and connectivity in the country.

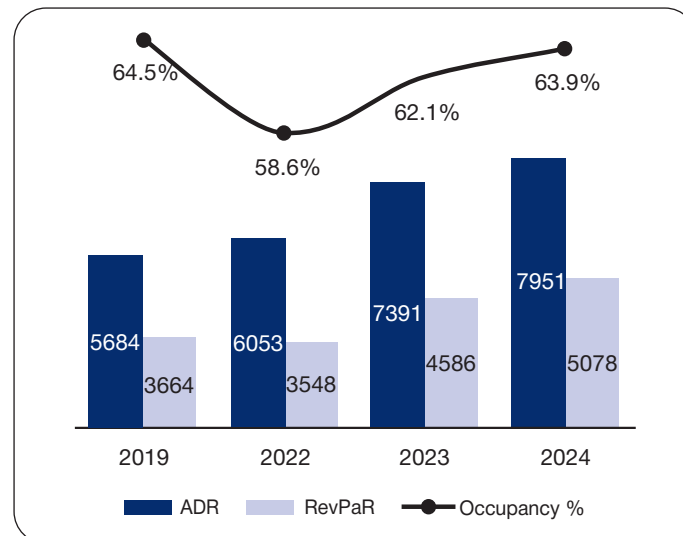
India's tourism sector, rich in heritage, culture, and diversity, is emerging as a key driver of economic growth playing a vital role in the Indian economy. As per WTTC, the direct economic contribution of the Travel & Tourism sector to the Indian GDP in 2024 was ₹ 20.9 trillion (growth of 19.9% over 2019), contributing 6.6% to the overall GDP of the country. Additionally, the sector has contributed appx. 9.1% (46.3 million jobs) of total jobs in 2024, exhibiting a healthy 16.3% growth over 2019.

During the year, the sector witnessed robust growth, with domestic air passenger traffic exceeding 2019 (pre-pandemic) levels by 12%. Foreign tourist arrivals, while growing over the previous year by 1.5%, remained below pre-pandemic levels by 12%, indicating significant headroom for growth. The Government of India reinforced its strong commitment in positioning India as a global leader in tourism by enhancing its thrust on infrastructure creation, boosting employment and promoting diverse tourism segments, including spiritual, medical and heritage tourism. Tourism sector's large economic multiplier effect is expected to contribute towards India's transition into one of the world's leading developed nations by 2047.

During 2024, the industry continued witness strong growth in supply as well as demand of hotel rooms. Branded hotels inventory in India grew at a robust 8% over the previous year (i.e., ~14,400 additional new rooms) and 32% over 2019 (i.e., ~50,000 additional new rooms). More than 2/3rd of this new supply was outside the top 10 cities of India. On the other hand, demand also witnessed a robust growth of 11% over last year (~11,000 additional rooms sold per day) and 30% over 2019 (~29,000 additional rooms sold per day). During the year, the industry Average Daily Rate (ADR) stood at ₹ 7,951 – up 40% over 2019 levels. Revenue per Available Room (RevPAR) also recorded strong growth of 39% over 2019 levels to touch ₹ 5,078 in 2024. Occupancy rates were sustained in spite of robust growth in ADRs. While ADR and RevPAR levels continue to rise, the ADRs in USD terms still remain lower than the peak levels achieved in FY 2007-08, hence providing considerable headroom for further growth.

With over 2 lakh keys across segments, India still remains significantly underpenetrated in comparison to the global hospitality industry. As of 2023, India

had 0.27 hotel keys per thousand people, which was considerably lower than the then global average of 2.2 hotel keys per thousand people. India's favorable demographic profile also presents a unique opportunity for the hospitality sector going forward. India's urban population, second largest in the world, comprised of 35-37% of its total population in 2024, significantly below the global average of 57%. The number of cities with more than 1 million population, is expected to increase from 52 in 2011 to appx. 75 in 2024. Increasing urbanisation is leading to emergence of new Tier 2 & Tier 3 cities in India with huge potential for economic activity thereby creating new jobs, attracting favorable investments and development of multiple business sectors including hospitality. The luxury segment of the hospitality sector, in particular, is experiencing substantial growth, fueled by rise in disposable incomes and a large, expanding base of travelers willing to invest in high-end travel experiences.



Source: Horwath HTL India Hotel Market Review 2024.

### BUSINESS OF THE COMPANY

Your Company's first premium hotel was launched in 1975 and the business today is established as one of India's pre-eminent hospitality chains, embodying the essence of Indian hospitality and sustainability. Rooted in Indian ethos, your Company is redefining the luxury hospitality experience and is focused towards enabling authentic indigenous experiences for the guests. From iconic luxury to intimate retreats, your Company's hotels provide diverse offerings — each deeply rooted in India's cultural fabric with an unwavering commitment of service excellence. Your Company today is renowned for its culinary excellence, with several award-winning restaurant brands and iconic food and beverage cuisines, which come together to serve indigenous dining experiences. Your Company, a global exemplar in sustainable hospitality, embodies the ethos of 'Responsible Luxury' by seamlessly integrating luxury with environmental and social responsibility.

Your Company was incorporated as a wholly-owned subsidiary of ITC Ltd. in July, 2023. The Board of Directors of ITC Ltd. and your Company, had on 14th August, 2023 approved, subject to necessary statutory and regulatory approvals, the Scheme of Arrangement amongst ITC Ltd. and your Company and their respective shareholders and creditors ('Scheme') for demerger of the Hotels Business (as defined in the Scheme) of ITC Ltd. on a going concern basis. The Scheme was approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated 4th October, 2024. The Scheme became effective on 1st January, 2025 i.e., the first day of the following month after filing of certified copy of the aforesaid NCLT Order with the Registrar of Companies, West Bengal, and fulfilling other conditions & matters referred to in the Scheme. The Appointed Date of the Scheme was the same date as the Effective Date i.e., 1st January, 2025.

Your Company is amongst the fastest growing hospitality chains in the country with 140+ properties and over 13,300 rooms under six distinctive brands – 'ITC Hotels' in the Luxury segment, 'Mementos' in the Luxury Lifestyle segment, 'Welcomhotel' in the Upper Upscale segment, 'Storii' in the Boutique Premium segment, 'Fortune' in the Mid-market to Upscale segment and 'WelcomHeritage' in the Leisure & Heritage segment.

Your Company continues to build on its strong legacy of excellence in the hospitality sector, anchored on its unparalleled service and commitment to sustainability. Your Company offers a host of curated propositions across accommodation, dining and banqueting services to augment revenues across properties.

### PERFORMANCE HIGHLIGHTS 2024-25

Your Company became the first Indian hotel chain to receive the prestigious USGBC Leadership Award for Organizational Excellence 2024, in recognition of its commitment to sustainability and environment responsibility for over 2 decades. During the year, your Company received AAA/Stable and A1+ rating from CRISIL, reflecting its strong financial position and creditworthiness. Your Company was

recognised as the 'Best Luxury Hotel Chain (Domestic)' for the 8th consecutive year at Travel + Leisure India's Best Awards 2024.

ITC Ratnadipa, Colombo, commenced operations in April 2024. The hotel, developed by WelcomHotels Lanka (Private) Ltd., a wholly owned subsidiary of your Company, is the latest addition to the 'ITC Hotels' portfolio of iconic properties comprising 352 luxurious guest rooms, suites and service apartments, each adorned with private balconies. This landmark property has established itself as a jewel in Colombo's skyline within a short span of time. Complementing its exquisite accommodations the hotel offers nine signature dining destinations that offer a repertoire of local, national and global cuisine, including marquee offerings from your Company's award-winning culinary brands. Located adjacent to ITC Ratnadipa are the magnificent Sapphire Residences offering best-in-class luxury residences and penthouses, in the city's most scenic oceanfront location with uninterrupted 180-degree panoramic views of the Indian Ocean. During the year, ITC Ratnadipa and Sapphire Residences were awarded the LEED Platinum® Certification from the USGBC. In addition, ITC Ratnadipa was recognised with several accolades including 'Outstanding Hotel Development' in the Luxury Hotel Segment at the Hotel Investment Conference South Asia 2025, 'Best New Hotel (International)' at the Travel + Leisure India's Best Awards 2024 and 'Luxury Icon of Sri Lanka' at Today's Traveller Award 2024.

### Brand Landscape

Every 'ITC Hotel' is an archetype of the culture and ethos of each destination offering authentic, indigenous luxury experiences which are in harmony with the environment and society. 'Mementos' hotels curate bespoke luxury in unique destinations, blending architectural elegance with personalised service. 'Welcomhotel' properties offer enriching experiences, infused with the warmth of Indian hospitality, perfect for the modern traveller. 'Storii' boutique hotels offer intimate, experience-led stays, while 'Fortune' hotels cater to the discerning business and leisure traveller with efficient, full-service proprieties



ITC Maurya



ITC Narmada

**HOTELS THAT DEFINE THE DESTINATIONS**



across key locations. 'WelcomHeritage' is a curated collection of palaces, forts, and havelis, preserving India's rich heritage with timeless charm.

The properties under the recently launched 'Mementos' and 'Storii' brands have received excellent response from guests. Mementos Jaipur, the second 'Mementos' property of your Company (after Mementos Ekaaya Udaipur), commenced operations during the year with a unique positioning of 'A Private Jaipur' nestled at the foot of the Aravali hills. The hotel was awarded as the 'Best Celebration Hotel/Resort (Domestic)' at Travel + Leisure India's Best Awards 2024. Further, Mementos Ekaaya Udaipur was featured in 'The Hot List 2024' by Condé Nast Traveller. Your Company's latest addition in Kolkata, Storii Devasom Resort & Spa was awarded as the 'Best Boutique Spa Resort' in Kolkata, and Storii Amoha Retreat, Dharamshala was awarded as the 'Best Hill Resort in Dharamshala' at Today's Traveller Awards 2024. With a portfolio of 22 hotels, 9 operational and 13 in the making - the two brands are well positioned to scale up their footprint rapidly across key leisure destinations in the near term.

Your Company's hotels continue to be distinguished for their award-winning culinary excellence and signature dining experiences. From bringing alive local flavors, cultures and age-old traditions to gourmet contemporary cuisine, your Company has always been at the forefront of presenting gastronomical delights to food connoisseurs for decades.

During the year, 'Avartana' at ITC Grand Chola was recognised as India's No. 1 Restaurant by the Condé Nast Traveller Top Restaurant Awards 2024. The restaurant was ranked amongst Asia's 50 Best Restaurants in 2024, featured in Tatler Best 100 Asia 2024 and secured #1 spot in the Fine Dine category for India at the TripAdvisor Best of the Best Restaurants 2024. During the year, the fourth and fifth 'Avartana' restaurants commenced

operations at ITC Ratnadipa, Colombo and ITC Maurya, New Delhi respectively. Post these openings, Avartana now features at all key metro locations in India (Chennai, Kolkata, Mumbai and Delhi) and in Colombo, Sri Lanka.

ITC Maurya's iconic restaurant 'Bukhara' has now completed 45 years of service, delivering delicious North-West Frontier cuisine and was awarded 'the Favourite Restaurant in an Indian Hotel' by Condé Nast Traveller's Readers' Travel Awards 2024 and 'Best Family Dining Restaurant' at Travel + Leisure India's Delicious Dining Awards 2024. Your Company is proud to continue the tradition of delivering exceptional catering services at prestigious events across India, including the ICC Cricket World Cup, the Indian Premier League and honoured to be designated as the official catering service provider for the G20 summit held in India. During the year, your Company was re-appointed as the official catering service provider at the Bharat Mandapam Convention Centre in New Delhi.

Your Company continued to focus on refreshing its restaurants portfolio by introducing new restaurant concepts at its hotels. A new progressive Western food brand 'Cajsa' was launched at ITC Gardenia. Translated as 'Pure', Cajsa redefines global flavors by taking diners on a culinary journey around the world. 'Islander', a Sri Lankan specialty sea food centric restaurant was launched at ITC Ratnadipa. This new seafood restaurant presents a dining experience inspired by a bounty of treasures from the country's extensive coastline and the high seas. Your Company's award-winning restaurant, 'Royal Afghan' commenced operations during the year at ITC Grand Bharat, Delhi NCR. The world-class ambience of your Company's luxury hotels continues to be leveraged to scale up the 'Fabelle' chocolate boutiques, present at select ITC Hotels

and Welcomhotels. The Fabelle Chocolate Boutique at ITC Maurya underwent significant refurbishment and upgradation during the year. All new and refurbished restaurants of your Company have been very well received by food connoisseurs and consumers.

A leading destination for holistic health and wellness, your Company's hotels offer a range of comprehensive services that enhance every aspect of the stay. Your Company's highly acclaimed spa brand 'Kaya Kalp - The Royal Spa', and 'K by Kaya Kalp' present across owned and select managed hotels, are home to India's rich therapeutic legacies and offer bespoke treatments inspired by ancient Indian therapies and global wellness practices. Your Company operates luxurious and premium spas under the abovementioned two brands in India and Sri Lanka. During the year, Kaya Kalp - The Royal Spa at ITC Grand Bharat won the Best Destination Spa Award at GlobalSpa Awards 2024.

During the year, your Company continued to scale up the newer initiatives towards augmenting its revenue streams. Your Company's signature brand "Sleep By ITC Hotels", which offers a wide range of luxury sleep merchandise with both online and offline retail options, continued to gain traction. To further enrich the product portfolio and offerings, the brand introduced coloured bed linen and silk products during the year and also launched gifting as a new product category, creating new avenues for customers to share the gift of quality sleep. 'Sleep By ITC Hotels' products are also available on ITC Hotels app providing greater ease and convenience to guests.

Your Company's loyalty program 'Club ITC' continues to be a vital pillar in building enduring guest relationships

and driving sustained growth. Over the years, the programme has consistently grown in both scale and significance, backed by thoughtful investments in digital infrastructure, strategic alliances, and curated member experiences. The programme continues to witness strong interest with memberships increasing by appx. 3x over the last 5 years. The program offers a unique value proposition with a simple and rewarding structure—where 1 Green Point is equivalent to 1 Rupee. Members enjoy a seamless and intuitive experience that includes instant redemptions and reward nights. Strategic partnerships with premium partners across multiple industries such as Travel & Tourism, financial institutions and lifestyle platforms have further enriched the program's ecosystem, enabling members to derive value across multiple facets of their lives. This integrated approach to loyalty, where guests are both rewarded and recognised across stays, dining, and partner interactions, has cemented the program's role as a key differentiator in a competitive landscape. As your Company continues to deepen its investment in digital-first experiences and hyper-personalisation, the loyalty program stands poised to play an even more central role in driving customer retention, brand preference, and long-term growth.

Your Company's luxury dining program, 'Club ITC Culinaire' offers multiple benefits to members such as savings on dining, access to curated gourmet events, personalised gastronomic journeys, etc. The program endeavors to transform meals into cherished memories, connecting through the universal language of food.

'ITC Club Privé', a members-only business club located at 6 of your Company's iconic hotels, offers a bespoke experience matching meticulous service with



Sleep Boutique at ITC Maurya



unconditional privacy. Members enjoy unrestricted access to the state-of-the-art board rooms, business centres and lounges with exquisite menus that offer unparalleled cuisine experiences and members can also avail other hotel services, priority room and restaurant reservations, discounts etc.

Your Company has the exclusive license in India for 'The Luxury Collection' brand pursuant to license agreements with various affiliates of Marriott International Inc., USA ("Marriott")—a relationship that was initially established in 1979 (with the Sheraton brand). Your Company's hotels operate in the Luxury and Upper-Upscale segment under various license agreements with Marriott—with 16 hotels operating under 'The Luxury Collection' brand (15 in India and 1 in Sri Lanka) and 1 hotel under the 'Sheraton' brand. The alliance with Marriott provides us access to their strong global distribution network and international loyalty & rewards programme - Marriott Bonvoy.

#### • **Asset-Right Growth**

Having achieved considerable scale and market standing, in 2018 the business pivoted to an 'asset right' strategy to drive growth while reducing capital intensity of operations by focusing on strong partnerships with asset owners, leveraging brand credentials and providing operational expertise. This strategy envisages inter-alia, a substantial part of incremental room additions through management and franchising contracts. It has enabled expansion of your Company's presence to Tier 2 and 3 cities where demand for premium hospitality is rapidly increasing. Your Company aims to expand its portfolio to over 220 operating hotels with 20000+ keys by 2030, with appx. 70% share of keys operating under management contracts (including franchising). Your Company has strong strategic levers in place

to accelerate its growth through management and franchise arrangements. The Business' five decades of unparalleled experience in hospitality, bouquet of brands across segments catering to relevant need spaces, food & beverage supremacy in the industry, strong loyalty & sales/distribution provides it with a well-established base to amplify the hotels footprint in India and neighboring countries.

In the last 24 months, 30 hotels have been launched under your Company's brand portfolio, out of which 29 are managed and franchised properties in India and Nepal. Building on a healthy pipeline of hotels for the future, your Company signed 54 management and franchise contracts in the last 24 months out of which 30 contracts were signed in the last year.

Your Company is also progressing investments towards scaling up its portfolio of owned hotel rooms. A greenfield project is underway at Puri, Odisha and a new hotel block is under construction at the existing Welcomhotel in Bhubaneswar. Further, your Company also plans to leverage its strategic land bank to enhance its portfolio of owned hotels.

As on 31st March 2025, your Company has a robust pipeline of hotels with high salience of brownfield assets likely to open in next 4 years. During the year, your Company has expanded its footprint in the Luxury, Upper Upscale and Mid-market to Upscale segments of the Indian hospitality industry and expanded its operations beyond India by opening hotels in Sri Lanka and Nepal as well.

Your Company's 'Welcomhotel' brand increased its presence with hotels opening at Delhi, Jabalpur and Belagavi. As on 31st March 2025, the brand 'Welcomhotel' consists of 28 operational properties with another 12 in the pipeline.



**Welcomhotel Hamsa Manali**

The 'Fortune' brand continues to maintain its pre-eminent position in the Mid-market to Upscale segment, with positioning of 'First-class, full-service hotels', having a portfolio of 78 hotels comprising of 56 operating properties with 4,133 rooms and another 22 hotels currently in the pipeline. During the year, the brand expanded operations to Nepal with its first international property at Bhaktapur, Nepal. The 'WelcomHeritage' brand continues to create best-in-class authentic experiences with an operational inventory of 34 hotels comprising appx. 1,000 rooms.



**Fortune Resort Bhaktapur, Nepal**

#### • **Responsible Luxury**

Your Company has LEED Platinum® certification for 23 of its premium and luxury hotels, (the highest rating awarded by USGBC). Furthering your Company's Responsible Luxury ethos, 12 of its iconic hotels have been accorded LEED® Zero Carbon Certification, the first hotel chain in the world to achieve this feat. During the year, 4 properties namely, Sheraton New Delhi, ITC Grand Chola, ITC Maratha and ITC Kohenur were also certified as LEED® Zero Water Hotels, thereby distinguishing your Company as the first hotel chain globally to have 8 LEED® Zero Water Certified Hotels in the world. Your Company has surpassed the '2030 sectoral emission targets' for the fifth consecutive year and has also sustained 2050 emission level targets in line with COP 21 for 12 of its hotels.

Your Company received several sustainability accolades in FY 2024-25. ITC Maurya, New Delhi was recognised as the 'Sustainable & Environment Conscious Hotel of the Year- Northern Region' at the Hotelier India's The GM Summit & ESG Excellence Awards. ITC Grand Chola, Chennai was conferred with the Excellent Energy Efficient Unit at the CII 25th National Award for Excellence in Energy Management 2024. ITC Maratha, Mumbai and ITC Grand Chola, Chennai won the 'Best Performing Wind farm' in the Western and Southern Regions respectively, at the Indian Wind Power Association (IWPA) AGM. ITC Maratha, Mumbai received another accolade for being the 'Favorite Hotel for Sustainable Practices' in India by Condé Nast Traveller's Readers' Travel Awards 2024. ITC Royal Bengal was recognised

as a winner under the Best Energy Efficient Commercial Buildings/Hotels category and ITC Gardenia won for Best application & use of renewable energy (SME Sector) at the CII 8th National Energy Efficiency Circle Competition 2024.

Your Company continues to efficiently manage and enhance its renewable energy portfolio. The overall owned renewable energy portfolio now stands at 47.9 MW, with the commissioning of a 6.3 MW Solar project at Karnataka during the year. Currently, more than half of your Company's electricity consumption is from renewable sources. Your Company has also installed Carbon Neutral EV charging stations across its properties, contributing to sustainable transportation. Your Company continues to evaluate avenues to further enhance the share of renewable energy in its portfolio, increase the number of LEED® Zero Carbon, LEED® Zero Water Certifications and reduce carbon emission levels.

Your Company has undertaken several initiatives towards mitigating plastic waste and pollution in its areas of operations, and continues to take industry leading initiatives with Global Tourism Plastics Initiative (GTPI) led by UNEP (United Nations Environment Programme) and UN Tourism.

With a robust skill development and vocational training programme in place, your Company continues to mindfully invest in empowering students through its Culinary Training Centre in Chhindwara, Apprenticeship Training Programme, and WelcomGroup Graduate School of Hotel Administration, Manipal.

#### • **Digital First Initiatives**

Your Company's customer centric digital transformation is driven by a strong strategic intent to adopt best-in-class digital technologies. The modern application stack and robust infrastructure ensures the highest standards of guest experience, complementing superior hospitality standards. Innovative digital interventions are geared to deliver exceptional customer experience, drive productivity & operational efficiency and enhance competitiveness while maintaining high standards of security and data privacy.

Your Company's continued investment in robust technology platforms serves as a digital foundation for future growth. Standalone property-specific systems are swiftly being transitioned to a unified platform comprising interoperable digital modules. These modules covering guest engagement, staff enablement, operations, and analytics are designed to be activated as needed. This ensures enhanced flexibility, improved speed-to-market for new initiatives, and reduced upfront investments for technology enablement across properties.



The ITC Hotels’ best-in-class Mobile Application, continues to evolve as a central interface for guests, enabling room bookings, loyalty benefits, gourmet dining services, wellness offerings, and smart room controls. The refreshed ITC Hotels website offers a seamless reservation journeys, enhanced security, and integrated dining and event planning features. These combined interventions have contributed to improved traffic, conversion rates, and higher engagement from loyalty members during the year.

During the year, your Company deployed a modern, enterprise-grade customer relationship management (CRM) platform. The platform includes an intelligent, omnichannel marketing engine to support campaign segmentation across channels and guest journey stages. Further, the introduction of Robotic Process Automation (RPA) for administrative functions such as vendor onboarding and document processing has reduced manual processes and improved accuracy.

In alignment with global best practices, your Company has transitioned to a software-defined network infrastructure governed by a Zero Trust security framework. The newly established Security Operations Centre (SOC) operates on a 24/7 basis, enabling real-time monitoring, threat detection, and incident response. Enhanced security protocols—including advanced email filtering and anti-phishing layers—have been implemented to safeguard users and information.

Your Company uses advanced marketing tools and analytics at the marketing command centre to reach out to customers with the right proposition. Cutting edge technologies such as AI, IoT, and data analytics are being increasingly deployed to identify trends, anticipate needs, personalise interactions and deliver tailored services to customers. All frontline systems are fully integrated with the modern Sabre SynXis Central Reservation System, allowing seamless distribution of entire brand portfolio room inventory across all booking channels. Your Company’s own code establishes a strong brand identity across all Global Distribution systems. These platforms enable direct reservations through Website, Mobile app and the Guest Contact Centre. The modern, intuitive design powers a seamless & real-time booking experience along with a deeply integrated loyalty platform. This unified brand access drives conversions across the portfolio of owned/ licensed and managed/ franchised properties.

Your Company’s digital strategy roadmap envisions a modular, enterprise-grade hospitality platform that enables every hotel property to activate capabilities as needed, integrate with minimal effort, and operate with consistency across locations. This architecture is being built for scale, resilience, and continuous innovation.

• **Active Asset Management**

Your Company continuously undertakes smart renovations at its hotels and introduces new concepts and restaurants in its food and beverage portfolio.

Your Company’s first hotel - Welcomhotel Chennai - was taken up for a comprehensive renovation in 2023 and was re-opened in 2024. The hotel thereafter registered over 2x increase in RevPAR during the year (over 2019 levels). The iconic legacy hotel, in its new avatar, has 90 well-appointed rooms, grander banquets, signature dining experiences and a wellness centre and is an embodiment of contemporary design and smart facilities. The property is certified as a LEED Platinum® and LEED® Zero Carbon hotel.

During the year, your Company successfully completed renovation of about 5% of owned room inventory and 4 F&B outlets. Your Company’s luxury hotels in Bengaluru, Delhi, Jaipur & Hyderabad underwent extensive renovation during the year. With these renovations, the properties are able to reposition themselves and command superior ADRs and uplift guest experiences going forward.

As mentioned above, your Company continued its focus in refreshing its restaurants portfolio. Your Company’s latest additions to the portfolio, ‘Avertana’ at ITC Maurya offers progressive south Indian delicacies while ‘Cajsa’ at ITC Gardenia presents flavors from different regions of the world and ‘Royal Afghan’ restaurant at ITC Grand Bharat offers unique cuisine from the North West frontier.

These regular refurbishments of product and service portfolio have ensured that the assets remain contemporary and address the evolving needs of the guests. Renovations are planned in a phased manner during lean seasons in order to minimise the impact of unavailable inventory during renovations and at the same time, improve business performance going forward.

FINANCIAL PERFORMANCE

Results of operations for the year ended 31st March, 2025

Standalone Financial Results

Your Company delivered a strong performance during FY 2024-25, anchored on its commitment to guest service and operational excellence. Average Daily Rates (ADRs) and occupancy saw healthy year-on-year growth, supported by sustained demand across key markets and smart revenue management. The food & beverages segment also delivered a strong performance contributing significantly to the overall revenue growth of your Company. This was driven by a combination of innovative culinary offerings and strategic refresh of some of the restaurants. Additionally, the stellar performance in banqueting and event catering, especially in wedding and institutional segments, reinforced food & beverage as a key pillar of your Company’s business. Your Company’s investments in digital innovation and talent development further strengthened its competitive position, resulting in improved guest experiences and stakeholder value.

The Financial Results have been prepared in accordance with the prescribed Accounting Standards (Ind AS) including accounting for the demerger. Hence, figures for the comparative period ending 31st March, 2024, have been restated as if the Scheme had occurred from the date of incorporation of the Company i.e., 28th July, 2023. Accordingly, figures for the period ended 31st March, 2024 and year ended 31st March, 2025 include the results of the Company and the Demerged Undertaking transferred under the Scheme.

The following table sets forth financial information for your Company for the year ended 31st March, 2025.

₹ in crores		
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
I Revenue From Operations	3279.27	2124.24
II Other Income	53.72	9.12
III <b>Total Income (I+II)</b>	<b>3332.99</b>	<b>2133.36</b>
IV <b>EXPENSES</b>		
Consumption of food, beverage, etc.	318.76	202.38
Employee benefits expense	604.20	390.47
Finance costs	11.32	7.57
Depreciation and amortization expense	297.30	195.96
Other expenses	1167.48	797.60
<b>Total expenses (IV)</b>	<b>2399.06</b>	<b>1593.98</b>
V <b>Profit before exceptional items and tax (III-IV)</b>	<b>933.93</b>	<b>539.38</b>
VI Exceptional Items	-	-
VII <b>Profit before tax (V+VI)</b>	<b>933.93</b>	<b>539.38</b>
VIII <b>Tax expense:</b>		
Current Tax	212.47	119.02
Deferred Tax	23.05	16.37
IX <b>Profit for the period (VII-VIII)</b>	<b>698.41</b>	<b>403.99</b>

Major head wise analysis of income and expenses is as below:

Income

Total Income for FY 2024-25 was ₹ 3332.99 crores. The summary of total income is provided in the table below:

₹ in crores		
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Rooms	1706.97	1126.13
Food & beverages	1317.97	831.24
Management & operating fees etc.	90.52	42.19
Others (including membership fees etc.)	130.52	106.27
Gross Revenue from sale of products and services	3245.98	2105.83
Other Operating Income	33.29	18.41
<b>Revenue From Operations</b>	<b>3279.27</b>	<b>2124.24</b>
Other Income	53.72	9.12
<b>Total Income</b>	<b>3332.99</b>	<b>2133.36</b>



- (i) Room Revenue for the year stood at ₹ 1706.97 crores with an ADR of ₹ 12568, occupancy at 73% driven by robust performance across all segments like Retail, Contracted, Weddings and Crew.
- (ii) Food & Beverages Revenue for the year stood at ₹ 1317.97 crores backed by strong performance in banquets, restaurants, outdoor catering, in-room dining and takeaway verticals.
- (iii) Management & Operating Fees etc. (including reimbursements) for the year stood at ₹ 90.52 crores which is attributable to stabilisation of managed properties opened in the previous year and opening of new managed properties across key business and leisure locations such as Delhi, Kolkata, Jaipur, Jabalpur, Belagavi, Jaisalmer etc. during the year, besides ITC Ratnadipa which commenced operations during the year and ITC Grand Central.
- (iv) Others (including membership fees etc.) and Other Operating Income for the year stood at ₹ 130.52 crores and ₹ 33.29 crores respectively. These include income from spa, laundry, health club, membership income, internet revenue, retail spaces, and revenue earned from other ancillary services.
- (v) Other Income of ₹ 53.72 crores represent income from investments and bank deposits, along with dividend income from Group companies and other non-operating gains and losses.

### Expenses

Total Expenses for the year stood at ₹ 2399.06 crores. The summary of major expenses is provided in the section below:

#### (i) Consumption of food, beverage, etc.

	₹ in crores	
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Consumption of food, beverage, etc.	318.76	202.38
% of Food & beverages revenue	24%	24%

Consumption of food, beverage etc. as a % of Food & beverages revenue remained broadly in line with the previous year; supported by efficiency in procurement and operations, despite increase in input costs.

#### (ii) Employee benefit expenses

	₹ in crores	
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Employee benefit expenses	604.20	390.47
% of Revenue From Operations	18%	18%

Employee benefit expenses (excluding payment to contractors) as a percentage of Revenue From Operations remained at 18% despite increase in cost attributable to increments during the year.

#### (iii) Finance Costs

	₹ in crores	
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Finance Costs	11.32	7.57

Finance Costs primarily include interest expenses on lease liabilities arising from hotel license arrangements.

#### (iv) Depreciation and amortization expense

	₹ in crores	
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Depreciation and amortization Expense	297.30	195.96

Depreciation and amortization expense for the year comprises of depreciation on existing assets, renovations and routine capital expenditures undertaken during the year at various owned hotels.

#### (v) Other expenses

	₹ in crores	
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Other expenses	1167.48	797.60
% of Revenue From Operations	36%	38%

Other expenses include expenses such as power and fuel, repair and refurbishments, sales promotion, information technology services, etc. Power and fuel as a % of Revenue From Operations remained consistent on account of various energy saving initiatives implemented and leveraging renewable energy assets during the year. It also includes variable expenses such as consumption of stores & spares, hotel reservation and marketing expenses, bank and credit card charges, commissions etc. which are in line with increase in business activity.

### Profit for the period

	₹ in crores	
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Profit for the period	698.41	403.99
% of Total Income	21%	19%

During the year, your Company generated Profit After Tax of ₹ 698.41 crores. This was primarily driven by significant improvement in the ADRs and occupancy levels across properties, robust performance in food & beverage, management & operating fees and enhanced operating efficiency.

### PROFITS AND RETAINED EARNINGS

	₹ in crores	
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>Profit before exceptional items and tax</b>	<b>933.93</b>	<b>539.38</b>
Exceptional Items	-	-
<b>Profit before tax</b>	<b>933.93</b>	<b>539.38</b>
<b>Tax expense:</b>		
Current Tax	212.47	119.02
Deferred Tax	23.05	16.37
<b>Profit for the period</b>	<b>698.41</b>	<b>403.99</b>
<b>Other Comprehensive Income</b>	<b>0.93</b>	<b>(2.18)</b>
<b>Total Comprehensive Income for the period</b>	<b>699.34</b>	<b>401.81</b>
<b>STATEMENT OF RETAINED EARNINGS*</b>		
	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
At the beginning of the year	1.10	-
Add: Profit for the year	266.11	1.10
Add: Other Comprehensive Income	0.95	-
Add: Transfers from Share Options Outstanding Account on options lapsed <sup>#</sup>	...	-
<b>At the end of the year</b>	<b>268.16</b>	<b>1.10</b>

\*Since the Appointed Date under the Scheme was 1st January 2025, profit of the Demerged Undertaking up to 31st December 2024 has not been considered under Retained Earnings.

<sup>#</sup>Figures presented as “...” are below the rounding off norm adopted by the Company.



CONSOLIDATED FINANCIAL RESULTS

The Consolidated Financial Statements comprise your Company and its subsidiaries (referred collectively as the ‘Group’) and the Group’s interest in associates and joint venture prepared in accordance with Ind AS, as applicable to your Company. The Consolidated Financial Statements are prepared based on a line by line consolidation of the financial statements of the subsidiaries and by applying the equity method of accounting for joint venture and associates.

The Financial Results have been prepared in accordance with the prescribed Accounting Standards (Ind AS) including accounting for the demerger. Hence, figures for the comparative period ending 31st March, 2024, have been restated as if the Scheme had occurred from the date of incorporation of the Company i.e., 28th July, 2023. Accordingly, figures for the period ended 31st March, 2024 and year ended 31st March, 2025 include the results of the Company and the Demerged Undertaking transferred under the Scheme.

The following table sets forth consolidated financial information for your Company for the year ended March 31, 2025.

		₹ in crores	
		For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
I	Revenue From Operations	3559.81	2224.40
II	Other Income	66.30	12.38
III	<b>Total Income (I+II)</b>	<b>3626.11</b>	<b>2236.78</b>
IV	<b>EXPENSES</b>		
	Consumption of food, beverage, etc.	363.15	209.39
	Employee benefits expense	692.51	423.71
	Finance costs	6.64	4.64
	Depreciation and amortization expense	402.35	201.39
	Other expenses	1,293.27	841.63
	<b>Total expenses (IV)</b>	<b>2757.92</b>	<b>1680.76</b>
V	Share of profit / (loss) of Associates and Joint Venture	15.87	8.70
VI	<b>Profit before exceptional items and tax (III- IV+V)</b>	<b>884.06</b>	<b>564.72</b>
VII	Exceptional Items	-	-
VIII	<b>Profit before tax (VI+VII)</b>	<b>884.06</b>	<b>564.72</b>
IX	<b>Tax expense:</b>		
	Current Tax	220.79	120.69
	Deferred Tax	25.63	20.16
X	<b>Profit for the period (VIII-IX)</b>	<b>637.64</b>	<b>423.87</b>

NOTES ON SUBSIDIARIES

WelcomHotels Lanka (Private) Limited

WelcomHotels Lanka (Private) Limited, a wholly-owned subsidiary of your Company, was incorporated in Sri Lanka in April 2012 with the objective of developing a mixed-use development project (‘Project’) comprising of a 352 key luxury hotel (ITC Ratnadipa) and a super-premium residential apartment complex (Sapphire Residences) on 5.86 acres of prime sea-facing land in Colombo.

Sri Lanka witnessed improvement in the macro-economic fundamentals and return of political stability. During the year, restructuring of Sri Lanka’s international debt was concluded successfully, inflation moderated significantly, and healthy growths were recorded in remittances & forex reserves. The Sri Lankan Rupee also continued to be relatively stable vis-à-vis the United States Dollar. In addition, tourist arrivals recorded a marked upsurge, with India continuing to be the largest source market.

Within less than a year of its opening, ITC Ratnadipa has established itself as the leading luxury hotel in Colombo and

garnered widespread appreciation from guests. The hotel has achieved cash breakeven in the second half of FY 2024-25.

Muted recovery of the luxury real estate sector in Sri Lanka continued to impact the sales velocity of ‘Sapphire Residences’ luxury apartments. The impending completion of Sapphire Residences and its unique positioning and superior value proposition are expected to positively impact their sales velocity going forward.

During the year ended 31st March, 2025, the company recorded a Total Income of LKR 455.07 crores (previous year LKR 3.08 crores) and Total Comprehensive Loss of LKR 419.62 crores (previous year Total Comprehensive Income LKR 6.25 crores).

Your Company’s investment in WelcomHotels Lanka (Private) Limited stood at ₹ 3815 crores as at 31st March, 2025.

Landbase India Limited

The company owns and operates the Classic Golf & Country Club, a 27-hole Jack Nicklaus Signature Golf Course – which continues to enjoy strong brand equity with its members, guests and the golfing fraternity.

During the year, in addition to offering world class golfing experience to all its members, the Club hosted several prestigious tournaments & events. The Club also secured the European Challenge Tour Event, for the second year in a row, drawing participation from over 100 international players. The Club has strengthened its position as one of the leading golf courses in India and Asia.

The Club continues to make efforts to promote Junior Golf and in addition to the partnership with US Kids Golf, it entered into a partnership with JAGA (Junior Asian Golf Academy), which opened its first training academy in India during the year. JAGA offers an internationally accredited hybrid learning environment where students are taught by qualified international and local teachers, combined with practicing and competing at the highest level of golf, administered & monitored by professional staff. The club achieved a milestone of 50,000 golf rounds, for the second consecutive year in a row, which stands as a testament to the operational excellence at the course and its standing as the go-to destination for golf in NCR & beyond.

The company also owns ITC Grand Bharat – a 104 keys all-suite luxury retreat at Gurugram, which has been licensed to your Company. The retreat, an oasis of unhurried luxury, is co-located with the Classic Golf & Country Club. The retreat over the years, has established itself as a preferred venue for senior leadership meetings and large-format corporate events, and continues to reinforce its position as a premier residential wedding destination in the country. To capitalise on the growing demand from non-residential clientele in Delhi NCR, the retreat recently introduced the iconic The Royal Afghan – Poolside Barbecue, ITC Hotels’ signature North-West Frontier cuisine restaurant, which has garnered excellent reviews and is gaining increasing traction.

During the year ended 31st March, 2025, the company recorded Total Income of ₹ 47.49 crores (previous year ₹ 44.01 crores) and Net Profit of ₹ 14.44 crores (previous year ₹ 10.00 crores). Total Comprehensive Income for the year stood at ₹ 14.42 crores (previous year ₹ 10.00 crores).

Srinivasa Resorts Limited

The company owns ITC Kakatiya – a 188 keys luxury hotel located in Hyderabad, which is operated and marketed by your Company. ITC Kakatiya has received several accolades, establishing itself as one of the finest luxury hotels and F&B destination in the city. The ‘Dakshin’ restaurant was adjudged the ‘Best South Indian Fine Dining Restaurant’ at the Times Food Guide Nightlife Awards 2025.

The hotel underwent comprehensive renovation during the year with the renovation of 80 keys and expansion of the existing banquet space to cater to increasing MICE & wedding demand in the city.

During the year, the hotel witnessed a resurgence in demand, which led to robust increase in ADRs and occupancy levels. The company invested in enhancing digitalised guest experiences by upgrading its rooms to best-in-class luxury levels. The hotel also continued to focus on enhancing its operating efficiencies and continued to make focused energy

& water conservation efforts throughout the year. Several energy saving equipment were also installed during the year.

During the year ended 31st March, 2025, the company recorded Total Income of ₹ 80.94 crores (previous year ₹ 74.72 crores) and Net Profit of ₹ 9.59 crores (previous year ₹ 8.10 crores). Total Comprehensive Income for the year stood at ₹ 9.45 crores (previous year ₹ 8.15 crores).

Fortune Park Hotels Limited

The company caters to the Upscale to Midmarket segment and continues to forge new alliances and expand its footprints. During the year, seven hotels with 526 keys were launched, namely Fortune Resort & Wellness Spa, Bhaktapur, Nepal (66 keys), Fortune Statue of Unity, Ekta Nagar (144 keys), Fortune Park, Palampur (43 keys), Fortune Select Candolim, Goa (103 keys), Fortune Beach Resort ECR, Chennai (40 keys), Fortune Beachfront, Puri (63 keys) and Fortune Pahalgam (67 keys). These properties are a mix of business and leisure hotels and are scaling up operations as envisaged. The company has also signed 14 new alliances during the year and as on 31st March, 2025, it has 78 alliances with appx. 5900 keys across 65 cities of India. Of these, 56 hotels (4133 keys) are in operation while the remaining 22 hotels are in various stages of development, and are slated to be commissioned over the next 4 years.

The company has been awarded with several recognitions during the year: SATTE Awards 2024 for ‘Hotel Chain of the Year in Mid-Market Segment’, Today’s Traveller Award 2024 for ‘Best Upscale Hotel Chain’, India Travel Award West and South 2024 for ‘Best Upscale Hotel Chain’, and VETA 2025 for ‘Best Premier Business & Leisure Hotel Chain’ in India.

During the year ended 31st March, 2025, the company recorded a Total Income of ₹ 65.62 crores (previous year: ₹ 54.92 crores) and Net Profit of ₹ 17.30 crores (previous year profit: ₹ 11.22 crores). Total Comprehensive Income for the year stood at ₹ 17.23 crores (previous year: ₹ 11.09 crores).

The Board of Directors of the company has recommended a dividend of ₹ 20 per Equity Share of ₹ 10 each for the year ended 31st March, 2025 (previous year ₹ 15 per Equity Share).

Bay Islands Hotels Limited

The company owns a 46 keys hotel, Welcomhotel Bay Island in Port Blair which is licensed to your Company. The hotel continues to offer a unique gateway to the Andamans with its strategic location, excellent architectural design and superior product & service quality.

During the year ended 31st March, 2025, the company recorded a Total Income of ₹ 4.36 crores (previous year ₹ 3.79 crores) and Net Profit and Total Comprehensive Income of ₹ 3.30 crores (previous year ₹ 2.70 crores).

The Board of Directors of the company has recommended a dividend of ₹ 200 per Equity Share of ₹ 100 each for the year ended 31st March, 2025 (previous year ₹ 100 per Equity Share).



## NOTE ON JOINT VENTURE

### Maharaja Heritage Resorts Limited

Maharaja Heritage Resorts Limited, a joint venture of your Company with Jodhana Heritage Resorts Private Limited, currently operates 34 properties with appx. 1000 keys under the 'WelcomHeritage' brand.

The company's portfolio consists of palaces, forts and resorts in popular historical, nature and wildlife destinations, providing guests with distinct and differentiated experiences.

During the year ended 31st March, 2025, the company recorded a Total Income of ₹ 8.04 crores (previous year ₹ 8.12 crores) and Net Profit of ₹ 0.94 crore (previous year ₹ 0.93 crore). Total Comprehensive Income for the year stood at ₹ 0.92 crore (previous year ₹ 0.90 crore).

## NOTES ON ASSOCIATES

### International Travel House Limited

The company provides complete travel and mobility solutions to corporates and individuals with the objective of enabling a seamless experience, helping achieve more from each trip. The company's focus on quality and safety along with superior customer service has enabled consistent growth in business volume and revenue. Further, structural cost interventions over the years have enabled improvement in margins. Digital interventions remain a key focus area to enhance efficiency, productivity and improve customer experience.

The company has inducted additional 65 Electric Vehicles in its fleet during the year. The company earned the 'EcoVadis Committed Badge', reinforcing its commitment to sustainability.

The Board of Directors of the company has recommended a dividend of ₹ 5.50 per Equity Share of ₹ 10 each for the year ended 31st March, 2025 (previous year ₹ 5.00 per equity Share).

### Gujarat Hotels Limited

The company owns a 133 keys hotel, Welcomhotel Vadodara, which is operated by your Company under an Operating License Agreement.

The Board of Directors of the company has recommended a dividend of ₹ 3.00 per Equity Share of ₹ 10/- each for the year ended 31st March, 2025 (previous year ₹ 2.50 per Equity Share).

## INTERNAL FINANCIAL CONTROLS

The Corporate Governance Policy guides the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at both levels of its two-tiered governance structure and key functionaries involved in governance. The Code of Conduct guides Directors and

employees towards good corporate governance, good corporate citizenship and exemplary personal conduct in relation to the Company's business and reputation. The Corporate Governance Policy and the Code of Conduct stand widely communicated across the enterprise at all times and together with the Planning & Review Processes and the Risk Management Framework provide the foundation for Internal Financial Controls with reference to your Company's Financial Statements.

Such Financial Statements are prepared on the basis of the Material Accounting Policies that are carefully selected by management and approved by the Audit Committee and the Board. The Accounting Policies are reviewed and updated from time to time. These, in turn, are supported by a set of Policies and Standard Operating Procedures (SOPs). Your Company uses Enterprise Resource Planning (ERP) systems as a business enabler and also to maintain its books of accounts.

The SOPs, in tandem with transactional controls built into the ERP systems, ensure appropriate segregation of duties, tiered approval mechanisms and maintenance of supporting records. The Information and Digital Management Policy reinforces the control environment. The systems, SOPs and controls are reviewed by Management and adherence to the policies and procedures is audited by Internal Audit, whose findings and recommendations are reviewed by the Audit Committee and tracked through till implementation.

Your Company has in place adequate internal financial controls with reference to the Financial Statements. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial information; complying with applicable statutes; safeguarding assets from unauthorised use; ensuring that transactions are carried out with adequate authorisation and complying with defined Policies and Procedures. Such controls have been assessed during the year, after taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of such assessment carried out by the management, no reportable material weakness or significant deficiency in the design or operation of internal financial controls was observed. Nonetheless, your Company recognises that any internal control frame work, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

## RISK MANAGEMENT

The Board of Directors of your Company has constituted the Risk Management Committee effective 14th December, 2024 in line with the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board, on the recommendation of

the Risk Management Committee has approved the Risk Management Policy & Framework of your Company.

Your Company continues to focus on a system-based approach to business risk management. The key elements of your Company's Risk Management Framework are outlined below:

- The Corporate Governance Policy, approved by the Board, clearly lays down the roles and responsibilities of the various entities in relation to risk management covering a range of responsibilities, from the strategic to the operational.
- Centrally issued policies and procedures bring robustness to the process of ensuring that business risks are effectively addressed.
- Appropriate structures are in place to proactively monitor and manage the inherent risks at a property level as well as across corporate functions.
- A strong and independent Internal Audit function conducts risk focused audits across all Hotel properties and continuously verifies compliance with laid down policies and procedures, enabling identification of areas where risk management processes may need to be strengthened and assists operating management in formulation of control procedures.
- The annual planning exercise of your Company requires the Strategic and Executive Management Committee ('SEMC') to clearly identify the top risks and establish mitigation strategies and action plans along with agreed timelines and accountabilities. The SEMC regularly monitors and reviews action plans for execution of these mitigation strategies. Quarterly status updates on compliance with the risk management policies and systems are provided to the Corporate Risk Management Cell.
- The Corporate Risk Management Cell led by the Head of Risk supports the hotel properties as well as Corporate functions in assessing mitigation strategies for the prioritised risks and in developing processes for monitoring and mitigation of such risks. This includes focused interactions with managers at the Hotel properties / Corporate functions in respect of key identified risks and corresponding mitigation plans, along with review of progress against the agreed timelines for putting in place the mitigation measures.

In line with your Company's Risk Management Policy, individual hotel properties continue to manage risks, including testing of business continuity plans, for their respective units. The Corporate functions have drawn up policies and standards for risk management as relevant for their respective domains; this includes creation and testing of business continuity plans, communication of the plans within the function as well as to the Hotel properties, and monitoring compliance thereof.

Your Company has adopted the ISO 31000 Risk Management Standard and accordingly, the Risk Management systems and processes prevalent in the Business operations have been independently assessed to be compliant with the said global Standard.

Digital transformation is a key driver for future growth. Your Company is committed to evolving into a dynamic, technology-driven enterprise by leveraging advanced digital technologies and infrastructure. This initiative enhances digital marketing, commerce, and operations. Your Company has implemented strategic initiatives to improve customer experience, modernise business models, and enrich the employee experience. Technologies such as IoT, cloud computing, data analytics, AI, ML, augmented/virtual reality, RPA, and mobile platforms are being integrated across business functions. While these technologies add value, they also increase exposure to cyber risks, making cybersecurity a critical priority.

To address cyber risks, a Cyber Security Committee, led by the Chief Digital and Information Officer, has been established, with a mandate to focus on cybersecurity issues, monitor emerging threats & technologies, and provide actionable recommendations to strengthen IT infrastructure & data protection.

Your Company has deployed a multi-layered cybersecurity architecture featuring firewalls, antivirus and anti-malware systems to detect, prevent, and respond to threats across all digital touchpoints. Security protocols are aligned with global standards such as the NIST Cybersecurity Framework and ISO 27001. A key pillar of your Company's security posture is the emphasis on user awareness and secure practices.

During the year, a maturity assessment of the cybersecurity framework was conducted by an independent global cybersecurity firm. The results of the maturity assessment have confirmed that your Company's systems are aligned with global best practices and continue to remain ahead of the industry average.

To enhance your Company's detection and response capabilities, additional initiatives are being rolled out, leveraging advanced technologies and the expertise of a NextGen Cyber Security Operations Centre (SOC). As mission-critical data and transaction workloads are progressively migrated to the Cloud, your Company's network infrastructure is being modernised using state-of-the-art network and security solutions. This transformation supports a Digital-Ready, Cloud-Secure wide area network, ensuring authorised users have fast, secure, and reliable access from any device, anytime, and anywhere.

A key area of focus is enhancing the security of Operational Technology (OT) systems, including Building Management Systems (BMS), Closed-Circuit Television (CCTV), and others. To maintain strong cyber resilience, a comprehensive Risk Assessment was conducted during the year and additional protective measures viz. Vulnerability Assessments (VA)



and Penetration Testing (PT), were implemented basis the findings of the assessment.

The integration of Artificial Intelligence (AI) across your Company's business functions is being accelerated. As AI technology and its applications continue to evolve, robust governance frameworks are being established to ensure secure deployment and compliance with emerging safety, privacy, and regulatory requirements.

India ranks amongst the most vulnerable countries in the world in terms of climate change impact. Accordingly, to mitigate the impact of climate change on the operations of your Company, as part of its Sustainability vision, your Company is pursuing a multi-pronged climate strategy that entails extensive decarbonisation and building resilience against climate risk across the Hotels.

Your Company's low carbon growth approach focuses on increasing the share of renewable energy, improving energy productivity, construction of green buildings thus enabling transition to a net zero carbon economy. At the same time, your Company is actively working towards climate proofing its operations and developing site-specific adaptation strategies.

Continuing its efforts in conservation of water, rain harvesting structures/rainwater recharge structures are built in ITC Hotels. Your Company is striving to achieve Net Zero Water certification by U.S. Green Building Council (USGBC) for all its properties (eight of its properties are certified "LEED@ Zero water" by USGBC).

The Risk Management Committee was updated on the status of implementation of the risk management plans. The Audit Committee was also updated on the effectiveness of your Company's Risk Management systems and policies.

Your Company's Risk Management practices are also periodically benchmarked with best practices through interaction with industry peers. In the overall context, Risk Management practices, as reviewed through the Risk Management Cell and Internal Audit processes, have been found to be relevant and commensurate with the scale and complexity of your Company's operations.

## AUDIT AND SYSTEMS

Your Company has a well-established internal control system that is commensurate with the scale and complexity of its operations. The governance framework, with its inbuilt checks and balances, is committed to ensuring an effective internal control environment.

Your Company's internal control policies and procedures are designed to enable orderly and efficient conduct of operations, secure assets, prevent and detect frauds/errors, ensure the accuracy and completeness of financial reporting, and comply with statutory requirements. Additionally, the

segregation of duties, along with a team of well-trained employees, further enhances the effectiveness of your Company's internal control systems.

Your Company's independent and robust internal audit processes provide assurance on the existence, adequacy, and effectiveness of internal controls and compliance with policies, procedures and regulatory requirements. The primary aim of the Internal Audit function is to enhance and protect organisational value by providing risk-based assurance, advice, and insights, while driving continuous improvement of your Company's internal control systems.

The Internal Audit function comprises a contemporary team that delivers audit assurances at the highest levels. Processes in the Internal Audit function continue to be strengthened for enhanced effectiveness and productivity by leveraging best-in-class audit tools. Internal Audit function also engages subject matter experts to provide assurance in specialised areas such as project and IT audits.

Internal Audit also continues to focus on information risks, data privacy, cybersecurity and controls on digital assets in the context of your Company's IT environment. This includes assessing controls on confidentiality, integrity and availability of business information and systems. Before deployment in the operating environment, critical Information Technology systems undergo pre-implementation audits to provide assurance on implementation rigour and operational readiness.

Your Company's Internal Audit processes are in accordance with the Standards on Internal Audit (SIA) issued by The Institute of Chartered Accountants of India.

In accordance with the provisions of Section 177 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board of Directors constituted the Audit Committee during the year. The Terms of Reference of the Audit Committee, as approved by the Board of Directors of your Company, include reviewing the effectiveness of the internal control environment, evaluating your Company's internal financial controls and risk management systems, monitoring the implementation of the action plans arising from Internal Audit findings including those relating to strengthening of your Company's risk management systems and fulfilling of statutory mandates. Material observations are reviewed at the highest level by the Audit Compliance and Review Committee (ACRC) and Audit Committee. The Audit Committee met three times during the year.

## HUMAN RESOURCES DEVELOPMENT

Your Company's Human Resources (HR) strategy is anchored on its core values and a people-first philosophy, driving a high-performance culture for sustainable growth. During the year, your Company continued to invest in its talent through comprehensive initiatives spanning culture building, employee development, well-being and engagement. Your Company views its associates as critical assets, and HR programs, policies, and metrics, are benchmarked with

industry best practices to ensure that it remains an employer of choice in the hospitality sector.

## WHISTLE BLOWER POLICY

Your Company's Whistleblower Policy, approved by the Board, encourages stakeholders including Directors and employees, to promptly bring to the Company's attention, instances of illegal or unethical conduct, actual or suspected incidents of fraud, actions that affect the financial integrity of your Company, or actual or suspected instances of leak of unpublished price sensitive information, that could adversely impact the Company's operations, business performance and / or reputation. The Policy requires the Company to investigate such incidents, when reported, in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. Anonymous complaints are also entertained if the same are backed by specific allegations & verifiable facts and are accompanied with supporting evidence. It is your Company's Policy to ensure that no complainant is victimised or harassed for bringing such incidents to the attention of the Company, and to keep the information disclosed during the course of the investigation as confidential. The practice of the Whistleblower Policy is overseen by the Audit Committee and no employee was denied access to the Committee during the year. The Whistleblower Policy is available on the Company's website at <https://www.itchotels.com/Whistleblower-Policy.pdf>.

During the year, your Company did not receive any complaint under the Whistleblower Policy.

## QUALITY

Quality in the service industry is critical as it directly impacts customer satisfaction, loyalty, and business success. Unlike tangible products, services are intangible, often delivered in real-time, and heavily reliant on human interaction, making consistent quality challenging but essential. Your Company's robust operational performance is reflective in its industry leading Net Promoter Score ('NPS') score of 80 for FY25 (*Source: Revinate for 'ITC Hotels' and 'Welcomhotels'*), showcasing a high customer satisfaction index. Further, your Company has achieved a response rate of 98%, highlighting exceptional responsiveness & deep engagement with our esteemed guests.

## TREASURY OPERATIONS

Your Company's treasury operations are focused on deployment of surplus liquidity and management of foreign exchange exposures within a well-defined risk management framework. Investment decisions relating to deployment of surplus liquidity are guided by the tenets of safety, liquidity and return.

Commensurate with the size of the temporary surplus liquidity under management, treasury operations are supported by appropriate internal control systems.

## DEPOSITS

Your Company has not accepted any deposit under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the year.

## DIRECTORS

### • **Changes in Directors**

During the year, Mr. Mukesh Gupta and Ms. Vrinda Sarup were appointed, with your approval, as Independent Directors of the Company for a period of five years with effect from 26th November, 2024. Mr. Kamal Bali and Dr. Indu Bhushan were also appointed, with your approval, as Independent Directors of the Company for a period of five years with effect from 14th December, 2024. Further, Mr. Prathivadibhayankara Rajagopalan Ramesh was appointed, with your approval, as a Non-Executive Director of the Company with effect from 30th April, 2024, and later as an Independent Director of the Company for a period of five years with effect from 26th November, 2024. In the opinion of the Board, Messrs. Gupta, Bali, Bhushan, Ramesh and Ms. Sarup possess the required integrity, expertise and experience for appointment as Independent Directors of the Company.

Mr. Sanjiv Puri was appointed, with your approval, as the Chairperson & Non-Executive Director of the Company with effect from 24th April, 2024. Further, with your approval, Messrs. Supratim Dutta and Rajendra Kumar Singhi were appointed as Non-Executive Directors of the Company with effect from 24th April, 2024, and Mr. Tablesh Pandey was appointed as a Non-Executive Director of the Company with effect from 14th December, 2024.

With your approval, Mr. Anil Chadha was appointed as a Non-Executive Director of the Company with effect from 24th April, 2024 and later as the Managing Director of the Company with effect from 1st January, 2025.

Messrs. Karthik Bhanu, Mayur Dogra, Rajesh Poddar and Ms. Ushasi Das stepped down from the Board with effect from close of work on 24th April, 2024. Your Directors place on record their appreciation for the contribution made by Messrs. Bhanu, Dogra, Poddar and Ms. Das during their tenure with the Company.

### • **Retirement by Rotation**

In accordance with the provisions of Section 152 of the Act read with Article 49 of the Articles of Association of your Company, Mr. Supratim Dutta will retire by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, offers himself for re-election. The Board of Directors of your Company ('the Board') have recommended his re-election.



- **Number of Board Meetings**

Nine meetings of the Board were held during the year under review.

- **Attributes, Qualifications & Independence of Directors and their Appointment**

The Corporate Governance Policy of your Company requires that the Non-Executive Directors be drawn from amongst eminent professionals, with experience in business / finance / law / public administration and enterprises. The Nomination and Remuneration Committee ('the Committee') has laid down the criteria for determining qualifications, positive attributes and independence of Directors (including independent Directors). In case of appointment of Independent Directors, the Committee evaluates the balance of skills, knowledge and experience on the Board, and also the role and capabilities of the concerned individual.

Further, in terms of the Policy on Board Diversity, the Board is required to have balance of skills, competencies, experience and diversity of perspectives appropriate to the Company. Diversity for this purpose is considered from a number of aspects including, but not limited to, educational background, nature of professional, administrative & industry experience, skills, knowledge, and gender representation. The skills, expertise and competencies of the Directors as identified by the Board, along with those available in the present mix of the Directors of your Company, are provided in the 'Report on Corporate Governance', forming part of the Report and Accounts.

In terms of the applicable regulatory requirements read with the Articles of Association of your Company, the strength of the Board shall not be fewer than six nor more than fifteen. Directors are appointed / re-appointed with the approval of the Members for a period of three to five years or a shorter duration, as may be determined by the Board from time to time. All Directors, other than Independent Directors, are liable to retire by rotation, unless otherwise approved by the Members. One-third of the Directors who are liable to retire by rotation, retire every year and are eligible for re-election.

The Independent Directors of your Company have confirmed that (a) they meet the criteria of independence prescribed under Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (b) they are independent of the management of the Company, and (c) they are not aware of any circumstance or situation which could impair or impact their ability to discharge

duties with an objective independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors fulfil the conditions prescribed under the Act and the Listing Regulations, and are independent of the management of the Company.

- **Evaluation of Board, Board Committees and individual Directors**

Your Company has formulated the Policy on Board evaluation for evaluation of the Board, Board Committees and individual Directors, with the approval of the Nomination and Remuneration Committee.

In keeping with your Company's belief that it is the collective effectiveness of the Board that impacts the Company's performance, the primary evaluation platform is that of collective performance of the Board as a whole. Evaluation of functioning of Board Committees is based on discussions amongst Committee members and shared by the Chairperson of the respective Committee with the Board. Individual Directors are evaluated in the context of the role played by each Director as a member of the Board at its meetings, in assisting the Board in realising its role of strategic supervision of the functioning of your Company in pursuit of its purpose and goals. The peer group ratings of the individual Directors are collated by the Chairperson of the Nomination and Remuneration Committee and made available to the Chairperson of the Company.

While the Board evaluated its performance against the parameters laid down by the Committee, the evaluation of individual Directors was carried out against the laid down parameters in order to ensure objectivity. The Independent Directors Committee also reviewed the performance of the Chairperson, other non-Independent Directors and the Board, pursuant to Schedule IV to the Act and Regulation 25 of the Listing Regulations.

### REMUNERATION POLICY

Details of your Company's Policy on remuneration of Directors, Key Managerial Personnel and other employees are provided in the 'Report on Corporate Governance', forming part of the Report and Accounts.

### KEY MANAGERIAL PERSONNEL

During the year, Mr. Anil Chadha was appointed as the Managing Director of your Company with effect from 1st January, 2025.

Mr. Chandan Saboo ceased to be the Chief Financial Officer ('CFO') of your Company with effect from close of work on 13th December, 2024 and Mr. Ashish Thakar was appointed as the CFO with effect from 14th December, 2024.

Further, Mr. Diwaker Dinesh, who was appointed as the Manager and Company Secretary of your Company with effect from 11th September, 2023, ceased to be the Manager with effect from close of work on 31st December 2024; he continues to be the Company Secretary of your Company.

### AUDIT COMMITTEE & AUDITORS

The composition of the Audit Committee is provided under the section 'Board of Directors and Committees' in the Report and Accounts.

- **Statutory Auditors**

Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants ('SRBC'), were appointed, with your approval, as the Auditors of your Company for a period of four years till the conclusion of 5th AGM. The Board, on the recommendation of the Audit Committee, has recommended for the approval of the Members, the remuneration of SRBC for FY 2025-26. Appropriate resolution seeking your approval to the remuneration of SRBC is appearing in the Notice convening the 2nd AGM of your Company.

- **Secretarial Auditors**

Messrs. S. M. Gupta & Co., Company Secretaries, were appointed by the Board as the Secretarial Auditors of your Company to conduct secretarial audit for the financial year ended 31st March, 2025.

The Report of the Secretarial Auditors, pursuant to Section 204 of the Act, is provided in the Annexure forming part of this Report. The Secretarial Auditors have confirmed that the Company has complied with the applicable laws and that there are adequate systems and processes in the Company commensurate with its size and scale of operations to monitor and ensure compliance with the applicable laws.

The Board has approved, on the recommendation of the Audit Committee and subject to the approval of the Members, appointment of Messrs. S. N. Ananthasubramanian & Co., Company Secretaries ('SNA'), as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from FY 2025-26. Appropriate resolution seeking your approval to the appointment of SNA is appearing in the Notice convening the 2nd AGM of the Company.

- **Cost Auditors**

Considering the nature of business, the Company is neither required to maintain cost records nor appoint

Cost Auditors in terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

### CHANGES IN SHARE CAPITAL AND LISTING OF SHARES

During the year and in accordance with the Scheme of Arrangement, 125,11,71,040 Equity Shares of ₹ 1/- each, fully paid-up, were allotted to the shareholders of ITC Limited. Consequently, the Issued, Subscribed and Paid-up Share Capital of your Company, as on 31st March, 2025, stands at ₹ 208,11,71,040/- divided into 208,11,71,040 Equity Shares of ₹ 1/- each. The Equity Shares issued during the year rank pari passu with the existing Equity Shares of your Company.

The Equity Shares of your Company were listed on BSE Limited and the National Stock Exchange of India Limited with effect from 29th January, 2025.

### EMPLOYEE STOCK OPTION SCHEME

In accordance with the Scheme of Arrangement, your Company has formulated a Special Purpose Employee Stock Option Scheme viz., 'ITCHotels-SpecialPurposeEmployeeStockOptionScheme' to grant Stock Options to the eligible employees holding stock options of ITC Limited.

Disclosures with respect to Stock Options, as required under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('the Regulations'), are available in the Notes to the Financial Statements of the Company. The said disclosures forming part of the Financial Statements can also be accessed on your Company's website [www.itchotels.com](http://www.itchotels.com) under the section 'Investor Relations'.

The Secretarial Auditors have certified that the aforesaid Employee Stock Option Scheme has been implemented in accordance with the Regulations and the Scheme of Arrangement.

### INVESTOR RELATIONS

Messrs. KFin Technologies Limited are the Registrar and Share Transfer Agent ('RTA') of your Company. The details of the RTA and their grievance redressal system are provided in the 'Shareholders Information' section of the Report and Accounts.

The 'Investor Relations' section on your Company's website [www.itchotels.com](http://www.itchotels.com) serves as a user-friendly reference providing up-to-date information and guidance on share-related matters.



## RELATED PARTY TRANSACTIONS

All contracts or arrangements entered into by your Company with its related parties during the financial year were on arm's length basis and in accordance with the provisions of the Act and the Listing Regulations.

All such contracts or arrangements were approved by the Audit Committee. Further, material contracts or arrangements with related parties within the purview of the Listing Regulations entered into during the year under review were also approved by the Shareholders.

## DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 134 of the Act, your Directors confirm having:

- followed in the preparation of the Annual Accounts, the applicable Accounting Standards with proper explanation relating to material departures, if any;
- selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of your Company for that period;
- taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- prepared the Annual Accounts on a going concern basis;
- laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and were operating effectively; and
- devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## CONSOLIDATED FINANCIAL STATEMENTS

Your Company's Board of Directors is responsible for the preparation of the consolidated financial statements of your Company and its Subsidiaries ('the Group'), Associates and Joint Venture, in terms of the requirements of the Act and in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act.

The respective Boards of Directors of the companies included in the Group and of the Associates and Joint Venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting

frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. Such financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of your Company, as aforesaid.

## OTHER INFORMATION

- Compliance with the conditions of Corporate Governance**  
The certificate from Messrs. S. M. Gupta & Co., Company Secretaries, Secretarial Auditors of the Company, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations, is annexed.
- Going Concern Status**  
There was no significant or material order passed during the year by any regulator, court or tribunal impacting the going concern status of your Company or its future operations.
- Annual Return**  
The Annual Return of your Company is available on its website at <https://www.itchotels.com/in/en/corporate/investor-relations/annual-returns>.
- Particulars of loans, guarantees or investments**  
Details of loans and investments covered under the provisions of Section 186 of the Act are provided in Notes 5, 6, and 11 to the Financial Statements. No guarantees were outstanding as at end of the year.
- Particulars relating to Conservation of Energy and Technology Absorption**  
Particulars as required under Section 134 of the Act relating to Conservation of Energy and Technology Absorption are provided in the Annexure to this Report.
- Compliance with Secretarial Standards**  
Your Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.
- Employees**  
The total number of employees as on 31st March, 2025 stood at 3,177.  
The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of this Report.

The statement containing particulars of employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forming part of this Report, may be accessed on the Company's website [www.itchotels.com](http://www.itchotels.com).

- Dividend Distribution Policy**

The Dividend Distribution Policy of your Company may be accessed on its website at <https://www.itchotels.com/DividendDistributionPolicy.pdf>.

- Key Financial Ratios**

Key Financial Ratios for the financial year ended 31st March, 2025 are provided in the Annexure forming part of this Report.

## FORWARD-LOOKING STATEMENTS

This Report contains forward-looking statements that involve risks and uncertainties. When used in this Report, the words 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will' and other similar expressions as they relate to your Company are intended to identify such forward-looking statements. Your Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

## CONCLUSION

The Travel & Tourism sector plays a vital role in the Indian economy and holds immense potential for growth. The extensive tourism value chain spanning hotels, travel agents, airlines, tour operators, restaurants, tourist transporters and guides, etc. results in a huge economic multiplier impact, ranking it amongst the highest across industries on this count. With growing per capita income, rapid urbanisation, increasing societal aspirations and low room supply penetration levels, the sector is poised to witness a long runway of growth. The Government's thrust on infrastructure and tourism including, inter alia, development of airports, upgradation of urban infrastructure, promotion of integrated tourist destinations, world-class convention facilities etc. augurs well for the sector's accelerated growth potential.

Your Company, with its 'asset-right' strategy of achieving scalable growth while optimising capital intensity, is poised to sustain its leadership status in the Indian Hospitality industry. With its portfolio of world-class properties, strong market standing, iconic bouquet of brands and renowned cuisine expertise, your Company remains committed to providing best-in-class levels of service to its guests. The Company's leadership in quality and sustainability, as evident

from superior NPS scores along with global leadership in sustainability, provides a unique value proposition to all stakeholders. The continuous investments in enhancing and upgrading of the digital infrastructure and adopting best-in-class technologies has ensured delivery of the highest standards of guest experiences by offering industry leading features. Your Company continues to sustain its position as an 'Employer of Choice' by attracting, developing and retaining talent and creating a culture across the organisation where people are inspired, engaged and aligned to your Company's vision and strategic pillars. By remaining at the forefront of Responsible Luxury hospitality, your Company has established itself as a global exemplar amongst leading hospitality chains in the world.

Your Company is well positioned to accelerate its growth trajectory and enable sustained value creation for stakeholders by leveraging its sound financial position, comprising of a zero-debt balance sheet, significant strategic reserves and robust operational cashflows.

India continues to maintain its position as the fastest growing major economy in the world. With structural drivers of growth firmly in place, India is poised to play a larger role on the global stage in the years to come. Your Company is well placed to craft its next horizon of growth as a pure-play hospitality entity, aligned with strong prospects of the Hospitality industry going forward.

On behalf of the Board

Place: New Delhi	S. PURI	A. CHADHA
Date: 15 <sup>th</sup> May, 2025	Chairperson	Managing Director
	(DIN:00280529)	(DIN:08073567)



# Annexure to the Report of the Board of Directors

**FORM NO. MR-3**

## SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**ITC HOTELS LIMITED**  
Virginia House, 37 Jawaharlal Lal Nehru Road,  
Russel Street, Kolkata - 700071  
West Bengal, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ITC HOTELS LIMITED (CIN: L55101WB2023PLC263914)** (hereinafter called 'the Company'). Secretarial Audit was conducted in accordance with the Guidance Notes issued by the Institute of Company Secretaries of India (A statutory body constituted under the Company Secretaries Act, 1980) read with Company Secretaries Auditing Standards (CSAS) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed with the Statutory Authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, including by way of electronic mode, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has, during the audit period covering the financial year ended on 31.03.2025 complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed with the Statutory Authorities and other records maintained by the Company for the financial year ended on 31.03.2025, according to the applicable provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act; 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment to the extent applicable to the Company;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) to the extent applicable to the Company:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not applicable as there was no reportable event during the financial year under review;**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - **The Company has appointed a SEBI registered Category I Registrar and Share Transfer Agent;**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable as there was no reportable event during the financial year under review;**

- h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018- **Not applicable as there was no reportable event during the financial year under review;** and
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. The Company has complied with the following law specifically applicable to it, as reported to us:-
- Food Safety and Standards Act, 2006 and the Rules and Regulations made thereunder.
- We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards with respect to Meetings of Board of Directors (SS- 1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
  - ii. Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (Stock Exchanges);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, and Independent Directors including Women Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All the decisions of the Board and Committees thereof were carried through with requisite majority.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following specific events:

The Scheme of Arrangement amongst ITC Limited ('ITC') and the Company and their respective shareholders and creditors for the demerger of Hotels Business of ITC into the Company ('Scheme'), was sanctioned by the Hon'ble National Company Law Tribunal, Kolkata bench vide order dated 4th October, 2024. The Scheme became effective from 1st January, 2025 ('Effective Date'). Consequent to the Scheme,

- (a) the Hotels Business of ITC was transferred as going concern to the Company, and the Company ceased to be Subsidiary of ITC.
- (b) Pursuant to the Scheme, the Company had allotted 1,25,11,71,040 equity shares to the ordinary shareholders of ITC in terms of Share Entitlement Ratio (as defined in the Scheme).
- (c) All the equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited effective from 29th January, 2025.

The members of the Company at their Extra-Ordinary General Meeting held on 31st December, 2024, approved the alteration of Articles of Association of the Company.

**(S. M. Gupta)**  
**Proprietor**  
**S. M. GUPTA & CO.**  
**Company Secretaries**  
**Firm Registration No.: S1993WB816800**  
**Membership No: FCS – 896**  
**CP No.: 2053**  
**Peer Review No: 2464/2022**  
**UDIN: F000896G000339113**

**Place: Kolkata**  
**Date: 14.05.2025**

**Encl.: Annexure 'A' forming an integral part of this Report.**



Annexure-A

To  
The Members,  
**ITC HOTELS LIMITED**  
**(CIN: L55101WB2023PLC263914)**  
Virginia House, 37 Jawaharlal Nehru Road,  
Russel Street, Kolkata- 700071  
West Bengal, India

Our Report of even date is to be read along with this Annexure.

- We have followed the audit practices and processes as we considered appropriate to obtain reasonable assurance on the correctness and completeness of the secretarial records. Our verification was conducted on a test-check basis to ensure that all entries have been made as per statutory requirements. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
- Wherever required, we have obtained Management representation with respect to compliance of laws, rules and regulations and of significant events during the year.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations is the responsibility of the management. Our examination was limited to the verification of secretarial records on test-check basis to the extent applicable to the Company.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems and process to ensure the compliance with the provisions of applicable laws and regulations.
- Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

**(S. M. Gupta)**  
**Proprietor**  
**S. M. GUPTA & CO.**  
**Company Secretaries**  
**Firm Registration No.: S1993WB816800**  
**Membership No: FCS – 896**  
**CP No.: 2053**  
**Peer Review No: 2464/2022**  
**UDIN: F000896G000339113**

**Place: Kolkata**  
**Date: 14.05.2025**

Annexure to the Report of the Board of Directors  
For the Financial Year Ended 31st March, 2025

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	NONE
(b) Nature of contracts / arrangements / transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party and nature of relationship	ITC Limited – Promoter	Maharaja Heritage Resorts Limited – Joint Venture	Srinivasa Resorts Limited (SRL) – Subsidiary
(b)	Nature of contracts / arrangements/transactions	a) Sale of hotel services including ancillary services, loyalty program participation, in-room advertisements and gift cards; b) Sale of services for operating ITC's owned hotel - ITC Grand Central, Mumbai; c) Purchase of various goods (such as guest amenities, chocolates, shrimps, coffee, spices etc.) and purchase of hotel services in respect of ITC Grand Central; d) Reimbursement / recovery of remuneration and share based payments for personnel on deputation (to and from ITC), at actual cost; e) Usage of software and hardware infrastructure and transition support services in areas like Legal, Secretarial, Sustainability, Human Resources, Finance etc.; f) Royalty payment for license of trademark "ITC" (including for use in its corporate name) and certain other trademarks owned by ITC, subject to customary conditions; g) Leasing (to and from ITC) of office, retail and residential spaces for official and employee accommodation purposes; h) Sale of building maintenance and common infrastructure support services; and The aforesaid transactions are being / 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.		
			Recovery of remuneration and share based payments for personnel on deputation, at actual cost. The aforesaid transactions are being / will be undertaken at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary.	a) Sale of operating services for SRL's owned hotel property, ITC Kakatiya, Hyderabad, under an existing arrangement; b) Recovery of remuneration for personnel on deputation, at actual cost; and c) Sale / purchase of hotel services to / from SRL including ancillary services and sale of consumables. The aforesaid transactions are being / will be undertaken at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary.



(a)	Name(s) of the related party and nature of relationship	ITC Limited – Promoter	Maharaja Heritage Resorts Limited – Joint Venture	Srinivasa Resorts Limited (SRL) – Subsidiary
(c)	Duration of the contracts / arrangements/transactions	1st April, 2024 to 31st March, 2025	1st January, 2025 to 31st March, 2025	1st January, 2025 to 31st March, 2025
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Transactions as mentioned above, with an aggregate value of transactions ₹ 39.00 Crores	Transactions as mentioned above, with an aggregate value of transactions ₹ 0.11 Crores	Transactions as mentioned above, with an aggregate value of transactions ₹ 3.58 Crores
(e)	Date(s) of approval by the Board, if any	11th September, 2023, 24th July, 2024, 19th November, 2024 and 31st December, 2024	31st December, 2024	31st December, 2024
(f)	Amount paid as advances, if any	NIL	NIL	NIL

(a)	Name(s) of the related party and nature of relationship	Gujarat Hotels Limited (GHL) – Associate	International Travel House Limited (ITH) – Associate	Anil Chadha – Key Managerial Personnel (KMP)
(b)	Nature of contracts/ arrangements/transactions	<p>a) Purchase of operating license services for GHL's owned hotel property, Welcomhotel Vadodara, under an existing arrangement;</p> <p>b) Reimbursement / recovery of remuneration and share based payments for personnel on deputation (to and from GHL), at actual cost; and</p> <p>c) Sale of hotel services including ancillary services.</p> <p>The aforesaid transactions are being / 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.</p>	<p>a) Purchase of travel services, room booking services etc.;</p> <p>b) Recovery of remuneration and share based payments for personnel on deputation, at actual cost; and</p> <p>c) Sale of hotel services including ancillary services.</p> <p>The aforesaid transactions are being / will be undertaken at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary.</p>	Leasing of Company owned residential apartment at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary
(c)	Duration of the contracts / arrangements/transactions	1st January, 2025 to 31st March, 2025	1st January, 2025 to 31st March, 2025	1st January, 2025 to 31st March, 2025
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Transactions as mentioned above, with an aggregate value of transactions ₹ 3.33 Crores	Transactions as mentioned above, with an aggregate value of transactions ₹ 6.30 Crores	Transactions as mentioned above, with an aggregate value of transactions ₹ 0.06 Crores
(e)	Date(s) of approval by the Board, if any	31st December, 2024	31st December, 2024	31st December, 2024
(f)	Amount paid as advances, if any	NIL	NIL	NIL

(a)	Name(s) of the related party and nature of relationship	Indian School of Business (ISB) – Entity in which Key Managerial Personnel (KMP) has interest (Mr. S. Puri is a director of ISB)	Directors, KMP and Senior Management Personnel of the Company (including their relatives who are employees of the Company)	ITC Employees Gratuity Fund, ITC Management Staff Gratuity Fund, ITC Gratuity Fund 'C', ITC Bhadrachalam Paperboards Ltd. Gratuity Fund 'C', ITC Defined Contribution Pension Fund, ITC Pension Fund, ITC Bhadrachalam Paperboards Limited Management Staff Pension Fund and ITC Hotels Ltd. Employees Superannuation Scheme All the above are employee trusts of the Company	Remuneration and Sitting Fees to Non-Executive Directors of the Company
(b)	Nature of contracts/ arrangements/transactions	Sale of hotel services including ancillary services at prices benchmarked to similar transactions with unrelated parties with adjustment for commercial terms, as necessary	Remuneration and other entitlements to employees designated as Directors / KMPs / Senior Management Personnel of the Company (including their relatives who are employees of the Company), in line with the Company's Policy that is based on periodic market benchmarking.	Contribution towards gratuity and pension benefits to employees, as per the terms of employment and to ensure continuity of pre-existing arrangements.	Remuneration and Sitting Fees to Non-Executive Directors of the Company, as approved by the Board of Directors of the Company.
(c)	Duration of the contracts / arrangements/transactions	1st January, 2025 to 31st March, 2025	1st January, 2025 to 31st March, 2025	1st January, 2025 to 31st March, 2025	15th July, 2024 to 31st March, 2025
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Transactions as mentioned above, with an aggregate value of transactions ₹ 0.97 Crores	Transactions as mentioned above, with an aggregate value of transactions ₹ 1.75 Crores	Transactions as mentioned above, with an aggregate value of transactions ₹ 4.28 Crores	Transactions as mentioned above, with an aggregate value of transactions ₹ 0.24 Crores
(e)	Date(s) of approval by the Board, if any	31st December, 2024	31st December, 2024	31st December, 2024	15th July, 2024 and 13th December, 2024
(f)	Amount paid as advances, if any	NIL	NIL	NIL	NIL

On behalf of the Board

Place : New Delhi  
Date : 15<sup>th</sup> May, 2025

S. PURI  
Chairperson  
(DIN : 00280529)

A. CHADHA  
Managing Director  
(DIN : 08073567)



## Annexure to the Report of the Board of Directors

### INFORMATION UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE REPORT OF THE BOARD OF DIRECTORS

• **Conservation of Energy:**

ITC Hotels Limited has continued its focused efforts toward enhancing energy efficiency and increasing the share of renewable energy in line with its 2030 Goals. These goals include reduction in specific energy by 31% and specific GHG Emissions by 90% along with increasing renewable energy share to 90% and sourcing 95% of purchased electricity from renewables by 2030 (Baseline Year 2018). The Company regularly tracks its performance against these key performance indicators. The Company invests in energy conservation and renewable energy projects along with exploring innovative technologies to bring alignment with the goals. These investments are done in phases by taking into account future expansion plans, evolving regulatory frameworks, techno-commercial feasibility and socio-political aspects.

a) Steps taken or impact on conservation of energy:

Some of the energy conservation measures adopted across the Company are outlined below:

- I. Upgradation to IE5 rated Energy efficient pumping systems from IE2 and IE3 across multiple units.
- ii. Installation of energy efficient, low approach cooling towers in some units using optimized fan design and helical fills which provides better heat exchange coupled with high efficiency motors and advanced water distribution systems.
- iii. Installation of static electricity discharge nets in Air Handling Units (AHUs) to eliminate electrostatic disturbance thereby improving heat transfer efficiency in multiple units.
- iv. Retrofit of Air Handling Units with energy efficient EC fans.
- v. Upgradation to Energy efficient Chiller Plant.

b) Steps taken for utilising alternate sources of energy:

Some of the renewable energy initiatives undertaken during the year are as follows:

- I. Commissioning of 6.3MW(AC) offsite solar photovoltaic captive power plant in Karnataka for energy wheeling to Bengaluru hotels.
- ii. Continued use of renewable electricity from existing wind/ solar power plants to reduce dependency on grid electricity across units.
- iii. Continued use of bio fuels in existing boilers for thermal energy generation to reduce dependency on fossil fuels across units.

As of 31st March 2025, ITC Hotels Limited has installed 47.9 MW of solar and wind power plants.

• **Technology Absorption:**

a) Efforts made towards technology absorption:

Various technological innovations are being implemented. Key highlights are presented below:

- i. Introduced smart monitoring in-Room Air Conditioning parameters in multiple hotels ensuring comfort air conditioning and predictive maintenance.
- ii. Adoption of EC Fan Technology for energy efficiency in Exhaust and Ventilation systems.
- iii. Fuel Switch projects in few units for energy efficiency and reduction in GHG Emissions.
- iv. Onsite Atmospheric Water Harvesters installed in multiple units.
- v. Chemical-free, Bio-scale removal technology through Electrolysis for cooling tower water treatment systems which improves water and energy efficiency.
- vi. Installed EV Chargers across multiple properties.
- vii. Improved Water efficiency technology through use of automatic hydraulic filtration system.

b) Benefits derived:

- i. Improved energy efficiency and reduced emissions
- ii. Enhanced water and resource conservation
- iii. Increased operational safety and reliability
- iv. Remote monitoring enabling smarter operations.

• **Foreign Exchange Earnings**

For the period from 1st January 2025 to 31st March 2025, the foreign exchange earnings of the Company were ₹ 280.09 crores and the expenditure in foreign currency were ₹ 3.35 crores.

On behalf of the Board

Place : New Delhi  
Date : 15<sup>th</sup> May, 2025

S. PURI  
Chairperson  
(DIN : 00280529)

A. CHADHA  
Managing Director  
(DIN : 08073567)



## Annexure to the Report of the Board of Directors

For the Financial Year Ended 31<sup>st</sup> March, 2025

### A. Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Directors & Key Managerial Personnel	Designation	Ratio of Remuneration to Median Remuneration of all Employees	Increase in Remuneration over Last Year (%)
		Based on Remuneration Paid	
S. Puri	Chairperson and Non-Executive Director	NA *	-
A. Chadha	Managing Director	32:1	-
S. Dutta	Non-Executive Director	NA *	-
R. K. Singhi	Non-Executive Director	NA *	-
T. Pandey	Non-Executive Director	1:1	-
P. R. Ramesh	Independent Director	4:1	-
M. Gupta	Independent Director	3:1	-
K. Bali	Independent Director	2:1	-
I. Bhushan	Independent Director	2:1	-
V. Sarup	Independent Director	3:1	-
A. Thakar <sup>1</sup>	Chief Financial Officer	44:1	-
D. Dinesh <sup>2</sup>	Company Secretary	52:1	115 #
C. Saboo <sup>3</sup>	Chief Financial Officer	32:1	81 ##

<sup>1</sup> appointed Chief Financial Officer w.e.f. 14.12.2024.

<sup>2</sup> appointed Company Secretary w.e.f. 11.09.2023.

<sup>3</sup> appointed Chief Financial Officer w.e.f. 11.09.2023 and stepped down w.e.f. close of work on 13.12.2024.

\* have waived their right to receive the sitting fees from the Company.

# not comparable since the concerned Key Managerial Personnel ("KMP") was there only for part of the financial year 2023-24.

## not comparable since the concerned KMP was there only for part of the financial year 2023-24 and 2024-25.

#### Notes

- The number of permanent employees as on 31st March, 2025 was 3,177 (excluding employees deputed from ITC Limited).
- Compared to the financial year 2023-24 (basis the two employees who were KMPs during the financial year 2023-24), the figures for the financial year 2024-25 (basis 3,177 employees) reflect that:
  - Median remuneration of employees - Decreased by 95%.
  - Average remuneration of employees - Decreased by 91%.
  - Average remuneration of employees excluding KMPs – Not Applicable since during FY 2023-24, the Company only had two employees and both of them were designated as KMPs.
  - Remuneration of KMPs - Increased by 205% - such increase is not comparable since KMPs were there only for part of FY 2023-24 and new KMP was appointed during FY 2024-25.
- Remuneration of Directors, KMPs and other employees is in accordance with the Company's Remuneration Policy.

### B. Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The required details may be accessed on the Company's website [www.itchotels.com](http://www.itchotels.com).

On behalf of the Board

Place : New Delhi  
Date : 15<sup>th</sup> May, 2025

S. PURI  
Chairperson  
(DIN : 00280529)

A. CHADHA  
Managing Director  
(DIN : 08073567)

## Annexure to the Report of the Board of Directors

For the Financial Year Ended 31st March, 2025

### KEY FINANCIAL RATIOS

[Pursuant to Schedule V(B) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Key Financial Ratios for the Company:

S No.	Particulars	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
(i)	Operating Profit Margin (%)	29.1	26.0
(ii)	Net Profit Margin (%)	21.5	19.2
(iii)	Debtors Turnover	20.3	16.1
(iv)	Inventory Turnover	94.2	66.9
(v)	Current Ratio	2.2	0.4
(vi)	Return on Net Worth (%)	7.0	4.5

#### Notes:

- Net Profit Margin and Return on Net Worth ratios have been computed based on Profit After Tax.
- Interest Coverage Ratio and Debt-Equity ratio are not relevant for the Company as it has no debt.
- Ratios for the comparative period are for appx. 8 months (28th July, 2023 to 31<sup>st</sup> March, 2024), and hence, not strictly comparable with ratios for the FY 2024-25.
- Current Ratio for the period has improved on account of increase in Cash and cash equivalents pursuant to the Scheme.

On behalf of the Board

Place : New Delhi  
Date : 15<sup>th</sup> May, 2025

S. PURI  
Chairperson  
(DIN : 00280529)

A. CHADHA  
Managing Director  
(DIN : 08073567)



# Annexure to the Report of the Board of Directors

## Certificate on Corporate Governance Compliance

To  
**The Members**  
**ITC Hotels Limited**  
CIN: L55101WB2023PLC263914  
Virginia House, 37 Jawaharlal Nehru Road,  
Russel Street, Kolkata-700071, West Bengal

1. We have examined the compliance of conditions of corporate governance by ITC HOTELS LIMITED for the year ended March 31, 2025 as stipulated in regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the Audit conducted by us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations to the extent applicable to it.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

(S. M. Gupta)  
Proprietor

**S. M. GUPTA & CO.**  
**Company Secretaries**  
**Firm Registration No.: S1993WB816800**  
**Membership No: FCS – 896**  
**CP No.: 2053**  
**Peer Review No: 2464/2022**  
**UDIN: F000896G000346824**

**Place: Kolkata**  
**Date: 15.05.2025**

## CEO and CFO Compliance Certificate

We, A. Chadha, Managing Director and A. Thakar, Chief Financial Officer certify that:

- A. We have reviewed the financial statements and the statement of cash flows for the year ended 31st March, 2025 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2025 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) we are not aware of any instances of significant fraud during the year and involvement of the management or any employee having a significant role in the Company's internal control system over financial reporting.

New Delhi, India  
15th May, 2025

A. Chadha  
Managing Director  
(DIN:08073567)

A. Thakar  
Chief Financial Officer



## Standalone Balance Sheet as at 31st March, 2025

(Rupees in crores unless specified otherwise)

	Note	As at 31st March, 2025	As at 31st March, 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4A	5661.25	5758.41
(b) Capital work-in-progress	4B	42.83	54.52
(c) Other Intangible assets	4C	13.92	14.23
(d) Intangible assets under development	4D	1.92	0.90
(e) Right-of-use assets	4E	182.30	181.48
(f) Financial Assets			
(i) Investments	5	4535.56	3850.03
(ii) Loans	6	-	0.04
(iii) Others	7	2.86	7.92
(g) Income tax assets (Net)	8	-	0.09
(h) Other non-current assets	9	119.32	179.26
		<b>10559.96</b>	<b>10046.88</b>
<b>Current assets</b>			
(a) Inventories	10	37.46	31.48
(b) Financial Assets			
(i) Investments	11	80.00	-
(ii) Trade receivables	12	188.76	130.42
(iii) Cash and cash equivalents	13	22.69	2.56
(iv) Bank Balances other than (iii) above	14	1477.65	81.50
(v) Loans	6	0.21	0.36
(vi) Others	7	61.11	22.97
(c) Other current assets	9	94.33	54.17
		<b>1962.21</b>	<b>323.46</b>
<b>TOTAL ASSETS</b>		<b>12522.17</b>	<b>10370.34</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	15	208.12	83.00
(b) Other Equity		10839.96	8826.97
		<b>11048.08</b>	<b>8909.97</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	16	126.00	126.38
(ii) Other financial liabilities	17	10.95	8.25
(b) Provisions	18	25.18	19.04
(c) Deferred tax liabilities (Net)	19	416.41	393.04
(d) Other non-current liabilities	20	10.23	12.54
		<b>588.77</b>	<b>559.25</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	16	0.58	0.53
(ii) Trade payables			
Total outstanding dues of micro and small enterprises	21	13.39	19.45
Total outstanding dues of creditors other than micro and small enterprises	21	366.27	393.90
(iii) Other financial liabilities	17	116.33	142.20
(b) Other current liabilities	20	496.57	556.08
(c) Provisions	18	372.27	330.29
(d) Current Tax Liabilities (Net)	22	9.25	14.75
		7.23	-
		<b>885.32</b>	<b>901.12</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>12522.17</b>	<b>10370.34</b>

The accompanying notes 1 to 32 are an integral part of the Standalone Financial Statements.

### In terms of our report attached

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm Registration Number: 301003E / E300005

per Sanjay Vij

Partner

Membership No: 095169

New Delhi, 15th May, 2025

### On behalf of the Board

S. Puri

Chairman

(DIN: 00280529)

A. Thakar

Chief Financial Officer

A. Chadha

Managing Director

(DIN: 08073567)

D. Dinesh

Company Secretary

(Membership No: ACS 22282)

## Standalone Statement of Profit and Loss for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

	Note	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
I Revenue From Operations	23	3279.27	2124.24
II Other Income	24	53.72	9.12
III <b>Total Income (I+II)</b>		<b>3332.99</b>	<b>2133.36</b>
<b>IV EXPENSES</b>			
Consumption of food, beverage, etc.		318.76	202.38
Employee benefits expense	25	604.20	390.47
Finance costs	26	11.32	7.57
Depreciation and amortization expense	4	297.30	195.96
Other expenses	27	1167.48	797.60
<b>Total expenses (IV)</b>		<b>2399.06</b>	<b>1593.98</b>
V <b>Profit before exceptional items and tax (III-IV)</b>		<b>933.93</b>	<b>539.38</b>
VI Exceptional Items		-	-
VII <b>Profit before tax (V+VI)</b>		<b>933.93</b>	<b>539.38</b>
<b>VIII Tax expense:</b>			
Current Tax	28	212.47	119.02
Deferred Tax	28	23.05	16.37
IX <b>Profit for the period (VII-VIII)</b>		<b>698.41</b>	<b>403.99</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss:			
- Remeasurements of the defined benefit plans	29 (v)	1.24	(2.91)
(ii) Income tax relating to items that will not be reclassified to profit or loss:		(0.31)	0.73
X <b>Other Comprehensive Income (i+ii)</b>		<b>0.93</b>	<b>(2.18)</b>
XI <b>Total Comprehensive Income for the period (IX+X)</b>		<b>699.34</b>	<b>401.81</b>
XII Earnings per equity share (Face Value ₹ 1.00 each):	29 (ii)		
(1) Basic (in ₹)		3.36	1.94
(2) Diluted (in ₹)		3.35	1.94

The accompanying notes 1 to 32 are an integral part of the Standalone Financial Statements.

### In terms of our report attached

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm Registration Number: 301003E / E300005

per Sanjay Vij

Partner

Membership No: 095169

New Delhi, 15th May, 2025

### On behalf of the Board

S. Puri

Chairman

(DIN: 00280529)

A. Thakar

Chief Financial Officer

A. Chadha

Managing Director

(DIN: 08073567)

D. Dinesh

Company Secretary

(Membership No: ACS 22282)



# Standalone Statement of changes in equity for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

## A. Equity Share Capital

	Balance at the beginning of the reporting period	Changes in equity share capital during the period	Balance at the end of the reporting period
For the year ended 31st March, 2025	83.00	125.12	208.12
For the period from 28th July, 2023 to 31st March, 2024	-	83.00	83.00

## B. Other Equity

	Reserves and Surplus				Total
	Securities Premium	Capital Reserve	Share Options Outstanding Account	Retained Earnings	
<b>Balance as at 1st April, 2024</b>	-	-	-	<b>1.10</b>	<b>8826.97</b>
Profit for the year	-	-	-	266.11	698.41
Other Comprehensive Income (net of tax)	-	-	-	0.95	0.93
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>267.06</b>	<b>699.34</b>
Recognised pursuant to the Scheme *	-	-	-	-	1436.61
Share Options Outstanding created pursuant to the Scheme **	-	-	22.89	-	-
Issue of equity shares pursuant to the Scheme *	21908.25	-	-	-	(125.12)
Difference between fair value of equity shares and book value of net assets transferred pursuant to the Scheme *	-	(11361.50)	-	-	-
Debit balance of Capital Reserve adjusted pursuant to the Scheme *	(11361.50)	11361.50	-	-	-
Transfer from Share Options Outstanding Account on options lapsed	-	-	...	...	-
Recognition of share based payment **	-	-	2.16	-	2.16
<b>Balance as at 31st March, 2025</b>	<b>10546.75</b>	<b>-</b>	<b>25.05</b>	<b>268.16</b>	<b>10839.96</b>

# Standalone Statement of changes in equity for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

## B. Other Equity (Contd.)

	Reserves and Surplus				Total
	Securities Premium	Capital Reserve	Share Options Outstanding Account	Retained Earnings	
<b>Balance as at 28th July, 2023</b>	-	-	-	-	-
Profit for the period	-	-	-	1.10	403.99
Other Comprehensive Income (net of tax)	-	-	-	-	(2.18)
<b>Total Comprehensive Income for the period</b>	-	-	-	<b>1.10</b>	<b>401.81</b>
Recognised pursuant to the Scheme *	-	-	-	-	8425.16
<b>Balance as at 31st March, 2024</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.10</b>	<b>8826.97</b>

\* For details on the Scheme refer Note 29 (i).

\*\* For details refer Note 29 (viii).

Securities Premium: This Reserve represents the premium on issue of shares pursuant to the Scheme and can be utilized in accordance with the provisions of the Companies Act, 2013.

Capital Reserve: This Reserve represents the difference between the fair value of equity shares issued and book value of the net assets transferred under the Scheme. The same has been transferred to the Securities Premium in accordance with the provisions of the Scheme.

Share Options Outstanding Account: This Reserve relates to stock options granted by the Company pursuant to the Scheme [Refer Note 29 (i)]. This Reserve is transferred to Securities Premium or Retained Earnings on exercise or lapse of vested options.

Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Demerger Suspense Account: This account represents the book value of the net assets transferred under the Scheme, pending allotment of shares by the Company and includes the Total Comprehensive Income of the Demerged Undertaking from the date of incorporation of the Company till the Appointed Date of the demerger. The same has been used for issuance of equity shares and recognition of related Securities Premium, after suitable adjustments against Capital Reserve for giving effect to the Scheme [Refer Note 29 (i)].

The accompanying notes 1 to 32 are an integral part of the Standalone Financial Statements.

### In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership No: 095169  
New Delhi, 15th May, 2025

### On behalf of the Board

S. Puri Chairman (DIN: 00280529)	A. Chadha Managing Director (DIN: 08073567)
A. Thakar Chief Financial Officer	D. Dinesh Company Secretary (Membership No: ACS 22282)



## Standalone Statement of Cash Flows for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>A. Cash Flow from Operating Activities</b>		
PROFIT BEFORE TAX	933.93	539.38
ADJUSTMENTS FOR :		
Depreciation and amortization expense	297.30	195.96
Share based payments to employees	0.13	-
Finance costs	11.32	7.57
Interest Income	(45.82)	(4.69)
Dividend Income	(3.21)	(1.74)
(Gain) / Loss on sale of property, plant and equipment - Net	5.09	4.96
Doubtful and bad debts	(0.27)	(0.39)
Net gain arising on financial instruments measured at fair value through profit or loss	(4.28)	-
Foreign currency translations and transactions - Net	0.24	260.50
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1194.43	741.05
ADJUSTMENTS FOR :		
Trade receivables, advances and other assets	(47.98)	(29.80)
Inventories	(5.98)	(1.63)
Trade payables, other liabilities and provisions	(5.62)	(59.58)
CASH GENERATED FROM OPERATIONS	1134.85	840.90
Income tax paid (net of refunds)	(205.15)	(119.11)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>929.70</b>	<b>721.79</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of property, plant and equipment, intangibles etc.	(206.40)	(161.90)
Sale of property, plant and equipment	3.15	32.08
Purchase of current investments	(1249.09)	-
Sale / redemption of current investments	1173.37	-
Investment in subsidiaries	(334.98)	(332.95)
Purchase of non-current investments	(350.55)	-
Dividend received	3.21	1.74
Interest received	20.10	0.80
Investment in bank deposits (original maturity more than 3 months)	(1475.03)	(82.50)
Redemption / maturity of bank deposits (original maturity more than 3 months)	81.50	1.00
Loans (given) / recovered	0.19	(0.28)
<b>NET CASH (USED IN) INVESTING ACTIVITIES</b>	<b>(2334.53)</b>	<b>(542.01)</b>

## Standalone Statement of Cash Flows for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from issue of share capital	-	83.00
Principal payment of lease liabilities	(0.33)	(0.13)
Interest paid	(11.32)	(7.57)
Adjustment pursuant to the Scheme [Refer Note 29 (i)]	1436.61	(252.52)
<b>NET CASH FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>1424.96</b>	<b>(177.22)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>20.13</b>	<b>2.56</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>2.56</b>	<b>-</b>
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>22.69</b>	<b>2.56</b>

### Notes :

1. The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows"

### 2. CASH AND CASH EQUIVALENTS :

Cash and cash equivalents as above	22.69	2.56
Unrealised gain / (loss) on foreign currency cash and cash equivalents	-	-
Cash and cash equivalents (Note 13)	22.69	2.56

The accompanying notes 1 to 32 are an integral part of the Standalone Financial Statements.

### In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership No: 095169

New Delhi, 15th May, 2025

### On behalf of the Board

S. Puri Chairman (DIN: 00280529)	A. Chadha Managing Director (DIN: 08073567)
A. Thakar Chief Financial Officer	D. Dinesh Company Secretary (Membership No: ACS 22282)



Notes to the Standalone Financial Statements

1. Corporate information

ITC Hotels Limited (CIN: L55101WB2023PLC263914) is a public limited company domiciled in India and was incorporated on 28th July 2023 under the provision of the Companies Act, 2013. Pursuant to the ‘Scheme of Arrangement between ITC Limited and ITC Hotels Limited, and their respective shareholders and creditors’ (the Scheme), the Company received various assets and liabilities of the Hotels business of ITC Limited (Demerged Undertaking) [Refer Note 29 (i)]. The registered office of the Company is located at Kolkata, West Bengal, India. It is primarily engaged in the business of owning, operating & managing hotels. The Company’s shares are listed on National Stock Exchange of India Limited and BSE Limited.

2. Material Accounting Policies

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

Basis of Preparation

The comparative period includes transactions of the Demerged Undertaking from the date of incorporation of the Company i.e., 28th July, 2023 up to 31st March, 2024 and hence are not comparable with the current year.

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at amortised cost or fair value as explained in the accounting policies. The financial statements are presented in Indian Rupees (INR) which is also the Company’s functional currency. The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and /

or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 116 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of the business of the Company. The Company has identified twelve months as its operating cycle.

Property, Plant and Equipment

Property, plant and equipment (PP&E) are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. Cost is inclusive of inward freight, non-refundable duties / taxes and incidental expenses related to acquisition. In respect of major projects involving construction, directly related pre-operational expenses form part of the value of assets capitalised. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of PP&E is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of PP&E is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Notes to the Standalone Financial Statements

2. Material Accounting Policies (Contd.)

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of PP&E are depreciated in a manner that amortizes the cost of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis, except where the useful life has been re-assessed based on independent technical evaluation, taking into account the operating conditions, maintenance history etc. of the asset. Land, including perpetual lease where the Company is a lessee, is not depreciated.

The estimated useful lives of PP&E of the Company are as follows:

Buildings	60 Years
Leasehold Improvements	Shorter of lease period or estimated useful lives
Plant and Equipment	3-22 Years
Furniture and Fixtures	8-10 Years
Vehicles	8 Years
Office Equipment	5 Years

PP&E’s residual values, useful lives and method of depreciation are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- a. for assets acquired in a business combination, at fair value on the date of acquisition.
- b. for separately acquired assets, at cost comprising the purchase price (including non-refundable duties / taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated brands, websites and customer lists are not recognised as intangible assets.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law or the likelihood of technical, technological obsolescence or commercial obsolescence.

Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method from the date that they are available for use

unless it is practical to reliably determine the pattern of benefits arising from the asset. Amortization expenses and impairment losses and reversal of impairment losses are included in the ‘Depreciation and amortization expense’ in the Statement of Profit and Loss.

The estimated useful lives of intangible assets of the Company with finite lives are as follows:

Business and Commercial Rights	10 Years (unless shorter useful life is required based on contractual or legal terms)
Computer Software	5 Years

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives. The impact of such changes is accounted for as a change in accounting estimate. Amortization expenses are taken to the Statement of Profit and Loss.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss when the asset is derecognised.

Impairment of Assets

The Company assesses, at each reporting date, whether there is an indication that an asset or cash generating unit may be impaired. If any indication exists, the Company estimates the asset’s recoverable amount. Recoverable amount is higher of an asset’s fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.



# Notes to the Standalone Financial Statements

## 2. Material Accounting Policies (Contd.)

### Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to their present location and condition. Net realisable value is the estimated selling price less estimated costs necessary to make the sale.

### Foreign Currency Transactions and Derivatives

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains / losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

Derivatives are initially recognised at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognised in Statement of Profit and Loss immediately.

### Investment in Subsidiaries, Associates and Joint Ventures

Investment in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment, if any.

### Financial instruments, Financial assets, Financial liabilities and Equity Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value except for trade receivables that do not contain a significant financing component, which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

### Financial Assets

**Recognition:** Financial assets include Investments, Trade Receivables, Advances, Security Deposits,

Other Bank Balances, Cash and Cash equivalents. Such assets are initially recognised at fair value or transaction price, as applicable, when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and / or interest.
- fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value, including interest income and dividend income, if any, are recognised in 'Other Income' in the Statement of Profit and Loss in the period in which they arise.

Trade Receivables, Advances, Security Deposits, Other Bank Balances, Cash and Cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. Further, investments in equity instruments may be classified as fair value through other comprehensive income, where an irrevocable election is made for such classification at the time of initial recognition of the investment.

**Impairment:** The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for

# Notes to the Standalone Financial Statements

## 2. Material Accounting Policies (Contd.)

impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**Reclassification:** When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

**Derecognition:** Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment, in which case the cumulative fair value adjustments previously taken to reserves are reclassified within equity.

**Income Recognition:** Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

### Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled or on expiry.

### Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

### Revenue

Revenue is measured at the transaction price that the Company receives or expects to receive as consideration for goods supplied and services rendered, net of returns and estimates of variable consideration such as discounts and schemes. Revenue excludes taxes such as VAT and Goods and Services Tax which are payable in respect of sale of goods and services. Revenue is recognised when it can be measured reliably and recovery of the consideration is probable.

Revenue from room, food & beverage, banquet and allied services etc. is generally recognised at a point in time when control is transferred to the customer, which generally occurs when the room is occupied, food & beverages is sold, banquet and allied services etc. are rendered in accordance with the contract with the customer.

The Company provides hotel management services, grants license to use its trademark & other intellectual property and offers sale of memberships of loyalty programs and hotel facilities. Revenue for the same is recognised over time in accordance with the terms of the contract.

The Company also offers Loyalty Programs to eligible customers and business partners. Such programs entitle the members to rewards in accordance with the terms & conditions of the program. The revenue attributable to such reward is deferred and a contract liability is created at the time of initial sales which is measured considering the likelihood of its redemption, as evidenced by the Company's historical experience. On redemption / expiry of such reward, revenue is recognised at pre-determined rates.

### Dividend Distribution

Dividends paid (including income tax thereon, if any) are recognised in the period in which the interim



# Notes to the Standalone Financial Statements

## 2. Material Accounting Policies (Contd.)

dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders.

### Employee Benefits

Short-term employee benefits are expensed in the period in which the employee renders the related service on an undiscounted basis. A liability is recognised for the amount expected to be paid within twelve months, if the Company has a present legal or constructive obligation to pay the same as a result of past service provided by the employee and the obligation can be reliably estimated.

The Company makes contributions to both defined benefit and defined contribution schemes.

Contributions to provident fund, defined contribution pension plan and national pension system are in the nature of defined contribution schemes. The contribution payable is recognised as an expense, when an employee renders the related service. The contributions in respect of provident fund are statutorily deposited with the Employee Provident Fund Organisation.

The Company also makes contribution to defined benefit pension and gratuity plan which are mainly administered through duly constituted and approved Trusts. The cost of providing benefits under the defined benefit obligation is calculated by independent actuary using the projected unit credit method. Service costs and net interest expense or income is reflected in the Statement of Profit and Loss. Gain or Loss on account of remeasurements are recognised immediately through other comprehensive income in the period in which they occur.

The employees of the Company are entitled to compensated leave for which the Company records the liability based on actuarial valuation computed using projected unit credit method. These benefits are unfunded.

### Employee Share Based Compensation

#### Stock Options granted under ITC Employee Stock Option Scheme ("ITC ESOS") and ITC Employee Cash Settled Stock Appreciation Linked Reward Plan ("ITC ESARP")

Certain employees of the Company and those who are deputed to the Company from ITC Limited are covered under ITC ESOS and ITC ESARP. These schemes are in the nature of equity / cash settled.

In the case of equity settled awards, the fair value of the awards at the grant date is amortised on a

straight-line basis over the vesting period. In case of cash settled awards, the fair value of awards at the grant date is initially recognised and remeasured at each reporting date, until settled.

The cost in respect of such share-based payments is recognised as an employee benefit expenses in the Statement of Profit and Loss with corresponding increase in other financial liabilities.

#### Stock Options granted under ITC Hotels Special Purpose Employee Stock Option Scheme ("ITCHL SPESOS")

The cost of ITCHL SPESOS granted by the Company, pursuant to the Scheme, to the grantees of ITC ESOS is recognised based on the fair value of such stock options in accordance with applicable standards and the Scheme. The fair value of the stock options, which are equity settled, is recorded over the balance vesting term and is recognised as employee benefit expense to the extent it pertains to the employees of the Company or those who are deputed to the Company by ITC Limited over the period in which the performance and / or service conditions are fulfilled by such employees.

The fair value, to the extent it pertains to the options granted to the employees of ITC Group and the subsidiaries / associates / joint venture of the Company, is recovered from the respective entities.

### Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a Lessee

Right-of-Use (ROU) assets are recognised at inception of a contract or arrangement for significant lease components at cost less lease incentives, if any. ROU assets are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of ROU assets includes the amount of lease liabilities recognised, initial direct cost incurred and lease payments made at or before the lease commencement date. ROU assets are generally depreciated over the shorter of the lease term and estimated useful lives of the underlying assets on a straight line basis. Lease term is determined based on consideration of facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a

# Notes to the Standalone Financial Statements

## 2. Material Accounting Policies (Contd.)

termination option. Lease payments associated with short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and low value leases (i.e., where the value of the underlying asset, when new, in order of magnitude ₹ 5 lakhs or less) are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

The Company recognises lease liabilities measured at the present value of lease payments to be made on the date of recognition of the lease. Such lease liabilities do not include variable lease payments (that do not depend on an index or a rate), which are recognised as expense in the periods in which they are incurred. Interest on lease liability is recognised using the effective interest method. Lease liabilities are subsequently increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount of lease liabilities is also remeasured upon modification of lease arrangement or upon change in the assessment of the lease term. The effect of such remeasurements is adjusted to the value of the ROU assets.

#### Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment or investment property and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the term of the lease.

#### Taxes on Income

Taxes on income comprise current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future

taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, insofar as it relates to items disclosed under other comprehensive income or equity, is disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

### Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

### Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

## 3. Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.



# Notes to the Standalone Financial Statements

## 3. Use of estimates and judgements (Contd.)

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

### a) Useful lives of property, plant and equipment and intangible assets:

As described in the material accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period based on management assessment and independent technical expert review, where applicable, and the impact of changes in the estimated useful life is considered in the period in which the estimate is revised.

### b) Claims, Provisions and Contingent Liabilities:

The Company has ongoing litigations mainly with various regulatory authorities. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

### c) Fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements. Also refer Note 29 (i) for details of independent valuation report in respect of the Scheme.

### d) Actuarial Valuation:

The determination of the Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

Particulars	Gross Block							
	As at 28th July, 2023	Addition pursuant to the Scheme*	Additions	Withdrawals and adjustments	As at 31st March, 2024	Additions	Withdrawals and adjustments	As at 31st March, 2025
<b>4A. Property, Plant and Equipment</b>								
Land	-	925.91	-	-	925.91	4.36	-	930.27
Buildings	-	3490.84	46.05	4.74	3532.15	34.62	1.12	3565.65
Leasehold Improvements	-	6.44	0.31	-	6.75	0.83	0.01	7.57
Plant and Equipment	-	2283.97	96.64	21.96	2358.65	131.53	33.92	2456.26
Furniture and Fixtures	-	753.69	45.51	4.97	794.23	17.62	3.68	808.17
Vehicles	-	50.28	3.80	6.66	47.42	10.37	6.65	51.14
Office Equipment	-	1.32	...	...	1.32	0.16	0.06	1.42
<b>TOTAL</b>	<b>-</b>	<b>7512.45</b>	<b>192.31</b>	<b>38.33</b>	<b>7666.43</b>	<b>199.49</b>	<b>45.44</b>	<b>7820.48</b>
<b>4B. Capital work-in-progress</b>	<b>-</b>	<b>61.73</b>	<b>182.25</b>	<b>189.46</b>	<b>54.52</b>	<b>186.54</b>	<b>198.23</b>	<b>42.83</b>
<b>4C. Other Intangible assets (acquired)</b>								
Computer Software	-	56.78	5.68	0.63	61.83	0.70	3.48	59.05
Business and Commercial Rights	-	-	-	-	-	3.77	-	3.77
<b>TOTAL</b>	<b>-</b>	<b>56.78</b>	<b>5.68</b>	<b>0.63</b>	<b>61.83</b>	<b>4.47</b>	<b>3.48</b>	<b>62.82</b>
<b>4D. Intangible assets under development</b>	<b>-</b>	<b>0.76</b>	<b>5.83</b>	<b>5.69</b>	<b>0.90</b>	<b>6.75</b>	<b>5.73</b>	<b>1.92</b>
<b>4E. Right-of-use assets</b>								
Land	-	95.30	-	0.14	95.16	4.78	-	99.94
Buildings	-	102.70	-	-	102.70	0.16	-	102.86
<b>TOTAL</b>	<b>-</b>	<b>198.00</b>	<b>-</b>	<b>0.14</b>	<b>197.86</b>	<b>4.94</b>	<b>-</b>	<b>202.80</b>

Particulars	Depreciation and Amortization								Net Book Value	
	As at 28th July, 2023	Addition pursuant to the Scheme*	For the period	On Withdrawals and adjustments	Up to 31st March, 2024	For the year	On Withdrawals and adjustments	Up to 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024
<b>4A. Property, Plant and Equipment</b>										
Land	-	-	-	-	-	-	-	-	930.27	925.91
Buildings	-	333.69	39.49	3.13	370.05	59.72	0.21	429.56	3136.09	3162.10
Leasehold Improvements	-	5.06	0.04	-	5.10	0.07	...	5.17	2.40	1.65
Plant and Equipment	-	946.92	103.66	18.38	1032.20	156.84	29.22	1159.82	1296.44	1326.45
Furniture and Fixtures	-	433.86	43.48	4.30	473.04	66.95	3.22	536.77	271.40	321.19
Vehicles	-	27.73	3.25	4.58	26.40	4.78	4.48	26.70	24.44	21.02
Office Equipment	-	1.19	0.04	-	1.23	0.03	0.05	1.21	0.21	0.09
<b>TOTAL</b>	<b>-</b>	<b>1748.45</b>	<b>189.96</b>	<b>30.39</b>	<b>1908.02</b>	<b>288.39</b>	<b>37.18</b>	<b>2159.23</b>	<b>5661.25</b>	<b>5758.41</b>
<b>4B. Capital work-in-progress</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>42.83</b>	<b>54.52</b>
<b>4C. Other Intangible assets (acquired)</b>										
Computer Software	-	44.93	3.28	0.61	47.60	4.66	3.49	48.77	10.28	14.23
Business and Commercial Rights	-	-	-	-	-	0.13	-	0.13	3.64	-
<b>TOTAL</b>	<b>-</b>	<b>44.93</b>	<b>3.28</b>	<b>0.61</b>	<b>47.60</b>	<b>4.79</b>	<b>3.49</b>	<b>48.90</b>	<b>13.92</b>	<b>14.23</b>
<b>4D. Intangible assets under development</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.92</b>	<b>0.90</b>
<b>4E. Right-of-use assets</b>										
Land	-	9.59	1.48	-	11.07	2.25	-	13.32	86.62	84.09
Buildings	-	4.07	1.24	-	5.31	1.87	-	7.18	95.68	97.39
<b>TOTAL</b>	<b>-</b>	<b>13.66</b>	<b>2.72</b>	<b>-</b>	<b>16.38</b>	<b>4.12</b>	<b>-</b>	<b>20.50</b>	<b>182.30</b>	<b>181.48</b>

\* Pursuant to Scheme [Refer Note 29 (i)]

#### Notes:

- The amount of expenditure recognised in the carrying amount of property, plant and equipment in the course of construction is ₹ 5.53 Crores (Previous Period: ₹ 14.05 Crores).
- As per the Scheme, all immovable property (including but not limited to capital works in progress, land, buildings, and any other rights, titles, interests, rights of way and easements in relation thereto) shall be vested in the Company or be deemed to have been so, automatically without any further act or deed, with effect from the Appointed Date. Accordingly, all the immovable properties of the Demerged Company, forming part of the Demerged Undertaking have vested in the Company with effect from 1st January, 2025. The Company would be also filing the necessary applications for updation of the name with the concerned authorities in due course. Also Refer Note 29 (i).



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## Capital work-in-progress (CWIP) ageing schedule

Particulars	As at 31st March, 2024					As at 31st March, 2025				
	Amount in CWIP for a period of					Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in Progress	50.96	2.64	0.30	0.62	54.52	40.27	0.70	1.07	0.79	42.83
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>50.96</b>	<b>2.64</b>	<b>0.30</b>	<b>0.62</b>	<b>54.52</b>	<b>40.27</b>	<b>0.70</b>	<b>1.07</b>	<b>0.79</b>	<b>42.83</b>

## Intangible assets under development (IAUD) ageing schedule

Particulars	As at 31st March, 2024					As at 31st March, 2025				
	Amount in IAUD for a period of					Amount in IAUD for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in Progress	0.90	-	-	-	0.90	1.16	0.76	-	-	1.92
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>0.90</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.90</b>	<b>1.16</b>	<b>0.76</b>	<b>-</b>	<b>-</b>	<b>1.92</b>

Note: There are no projects in CWIP or IAUD which are overdue or have exceeded its cost compared to its original plan as at 31st March, 2025 and 31st March, 2024.

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	Face Value (₹) (Fully Paid)	As at 31st March, 2025		As at 31st March, 2024	
		Number	Amount	Number	Amount
<b>5. Non-current investments</b>					
<b>INVESTMENT IN EQUITY INSTRUMENTS *</b>					
<b>In Subsidiaries (at cost)</b>					
<b>Unquoted</b>					
Landbase India Limited	10	31,70,00,000	325.57	31,70,00,000	325.57
Srinivasa Resorts Limited	10	1,63,20,477	18.53	1,63,20,477	18.53
Fortune Park Hotels Limited	10	4,50,008	0.45	4,50,008	0.45
Bay Islands Hotels Limited	100	11,875	0.12	11,875	0.12
WelcomHotels Lanka (Private) Limited	No par value	78,43,65,263	2287.31	66,58,32,260	1952.33
<b>In Associates (at cost)</b>					
<b>Quoted</b>					
International Travel House Limited	10	39,14,233	21.87	39,14,233	21.87
Gujarat Hotels Limited	10	17,33,907	1.94	17,33,907	1.94
<b>In Joint Ventures (at cost)</b>					
<b>Unquoted</b>					
Maharaja Heritage Resorts Limited	100	1,80,000	1.80	1,80,000	1.80
<b>INVESTMENT IN PREFERENCE SHARES *</b>					
<b>In Subsidiaries (at cost)</b>					
<b>Unquoted</b>					
WelcomHotels Lanka (Private) Limited (Cumulative Non-Convertible Redeemable Preference Shares)	No Par Value	38,33,73,340	1527.42	38,33,73,340	1527.42
<b>INVESTMENT IN BONDS IN THE NATURE OF DEBENTURES (at amortised cost)</b>					
<b>Quoted</b>					
<b>National Bank for Agriculture and Rural Development</b>					
7.62% - Series 23 I - 31-Jan-2028	1,00,000	5,000	50.12	-	-
7.53% - Series 25 E - 24-Mar-2028	1,00,000	25,000	250.20	-	-
<b>Small Industries Development Bank of India</b>					
7.79% - Series VI - 14-May-27	1,00,000	5,000	50.23	-	-
<b>INVESTMENT IN GOVERNMENT OR TRUST SECURITIES (at amortised cost)</b>					
<b>Unquoted</b>					
Government Securities (cost ₹ 44000.00)			...		...
<b>Aggregate amount of quoted investments</b>			<b>374.36</b>		<b>23.81</b>
<b>Aggregate amount of unquoted investments</b>			<b>4161.20</b>		<b>3826.22</b>
<b>TOTAL</b>			<b>4535.56</b>		<b>3850.03</b>

Aggregate market value of quoted investments ₹ 563.90 Crores (Previous Period : ₹ 264.37 Crores)

\* Pursuant to the Scheme [Refer Note 29 (i)]



## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>6. Loans</b>				
Other Loans - Employees				
- Unsecured, considered good	0.21	-	0.36	0.04
<b>TOTAL</b>	<b>0.21</b>	<b>-</b>	<b>0.36</b>	<b>0.04</b>

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>7. Other Financial assets</b>				
Security Deposits	8.27	2.71	7.20	7.82
Bank deposits with more than 12 months maturity	-	0.05	-	-
Others				
Deposits other than Security Deposits	0.32	0.10	0.25	0.10
Interest accrued on Investments, Deposits etc.	27.06	-	4.04	-
Other Receivables*	25.46	-	11.48	-
<b>TOTAL</b>	<b>61.11</b>	<b>2.86</b>	<b>22.97</b>	<b>7.92</b>

\* Includes amount recoverable in terms of the Scheme, reimbursements etc.

	As at 31st March, 2025		As at 31st March, 2024	
<b>8. Income tax assets (Net)</b>				
Income tax assets (Net of provisions)	-			0.09
<b>TOTAL</b>	<b>-</b>			<b>0.09</b>

## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>9. Other Assets</b>				
Capital Advances	-	34.41	-	35.64
Advances other than capital advances				
Security Deposits				
- With Statutory Authorities	-	32.26	-	91.96
- Others	-	49.55	-	48.37
Advances with vendors for supply of goods or services	16.55	0.11	10.27	0.80
Prepaid Expenses	35.16	2.99	25.37	2.49
Input Taxes (GST etc.)	10.75	-	0.35	-
Other Advances (including advances to employees etc.)	1.03	-	1.11	-
Balance with Superannuation Funds*	18.05	-	15.23	-
Other Receivables (including recoverable towards withholding taxes etc.)	12.79	-	1.84	-
<b>TOTAL</b>	<b>94.33</b>	<b>119.32</b>	<b>54.17</b>	<b>179.26</b>

\*Refer Note 29 (v)

	As at 31st March, 2025		As at 31st March, 2024	
<b>10. Inventories</b>				
(At lower of cost and net realisable value)				
Food, beverage etc.		31.45		26.92
Stores and operating supplies		6.01		4.56
<b>TOTAL</b>		<b>37.46</b>		<b>31.48</b>

	Face Value (₹) (Fully Paid)	As at 31st March, 2025		As at 31st March, 2024	
		Number	Amount	Number	Amount
<b>11. Current investments (at fair value through profit or loss)</b>					
<b>INVESTMENT IN DEBT MUTUAL FUNDS</b>					
<b>Unquoted</b>					
<b>Debt Index Funds</b>					
Aditya Birla Sunlife Mutual Fund	10	4,92,22,347	50.35	-	-
<b>Low Duration Funds</b>					
SBI Mutual Fund	1,000	74,358	25.47	-	-
<b>Money Market Funds</b>					
Kotak Mahindra Mutual Fund	1,000	9,488	4.18	-	-
<b>Aggregate amount of quoted investments</b>			-		-
<b>Aggregate amount of unquoted investments</b>			80.00		-
<b>TOTAL</b>			<b>80.00</b>		<b>-</b>



## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>12. Trade receivables (Current)</b>		
Considered Good - Secured	1.56	1.58
Considered Good - Unsecured	187.20	128.84
Which have significant increase in credit risk	-	-
Credit impaired	2.96	4.40
Less: Allowance for Credit impairment (Refer Note 32)	2.96	4.40
<b>TOTAL</b>	<b>188.76</b>	<b>130.42</b>

### Trade receivables ageing schedule

Not Due*	Outstanding for following periods from due date of payment as at 31st March, 2025					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	84.64	90.92	10.11	3.09	-	188.76
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	0.46	1.65	0.09	2.96
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>SUB-TOTAL</b>	<b>84.64</b>	<b>90.92</b>	<b>10.57</b>	<b>4.74</b>	<b>0.09</b>	<b>191.72</b>
Less: Allowance for credit impairment						2.96
<b>TOTAL</b>						<b>188.76</b>

\* includes Unbilled Trade Receivables of ₹ 12.29 Crores

Not Due#	Outstanding for following periods from due date of payment as at 31st March, 2024					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	57.81	61.49	11.12	-	-	130.42
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	1.65	0.47	0.27	3.20
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	1.20	1.20
<b>SUB-TOTAL</b>	<b>57.81</b>	<b>61.49</b>	<b>12.77</b>	<b>0.47</b>	<b>2.01</b>	<b>134.82</b>
Less: Allowance for credit impairment						4.40
<b>TOTAL</b>						<b>130.42</b>

# includes Unbilled Trade Receivables of ₹ 8.80 Crores

## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>13. Cash and cash equivalents \$</b>		
Balances with Banks		
Current accounts	19.79	0.25
Cheques, drafts on hand	0.01	0.03
Cash on hand	2.89	2.28
<b>TOTAL</b>	<b>22.69</b>	<b>2.56</b>

\$ Cash and cash equivalents include cash on hand, cheques, drafts on hand, cash at bank and deposits with banks with original maturity of 3 months or less.

	As at 31st March, 2025	As at 31st March, 2024
<b>14. Bank Balances other than Cash and cash equivalents</b>		
In deposit accounts ®	1477.65	81.50
<b>TOTAL</b>	<b>1477.65</b>	<b>81.50</b>

® Represents deposits with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet date.



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025 (No. of Shares)	As at 31st March, 2025	As at 31st March, 2024 (No. of Shares)	As at 31st March, 2024
<b>15. Equity Share capital</b>				
<b>Authorised</b>				
Equity Shares of ₹ 1.00 each	2,50,00,00,000	250.00	2,50,00,00,000	250.00
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of ₹ 1.00 each, fully paid	2,08,11,71,040	208.12	83,00,00,000	83.00
<b>A) Reconciliation of number of Equity Shares outstanding:</b>				
As at beginning of the period	83,00,00,000	83.00	-	-
Add: Issued upon incorporation for cash consideration	-	-	83,00,00,000	83.00
Add: Issued pursuant to the Scheme [Refer Note 29 (i)]	1,25,11,71,040	125.12	-	-
As at end of the period	<b>2,08,11,71,040</b>	<b>208.12</b>	<b>83,00,00,000</b>	<b>83.00</b>

**B) Shareholders holding more than 5% of the Equity Shares in the Company:**

	As at 31st March, 2025 (No. of Shares)	As at 31st March, 2025 (%)	As at 31st March, 2024 (No. of Shares)	As at 31st March, 2024 (%)
ITC Limited	83,00,00,000	39.88	83,00,00,000	100.00
Tobacco Manufacturers (India) Limited	25,41,49,586	12.21	-	-
Life Insurance Corporation of India	19,18,47,649	9.22	-	-

**C) Shareholding of Promoters:**

	Promoter Name	As at 31st March, 2025			As at 31st March, 2024		
		No. of shares as at end of the period	% of Total Shares (No. of Shares)	% change during the period	No. of shares as at end of the period	% of Total Shares (No. of Shares)	% change during the period
Equity Shares of ₹ 1.00 each, fully paid	ITC Limited	83,00,00,000	39.88	(60.12)	83,00,00,000	100.00	-

**D) Equity Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding 31st March:**

	2025 (No. of Shares)	2024 (No. of Shares)
Fully paid up equity shares of ₹ 1.00 each allotted in terms of the Scheme [Refer Note 29 (i)]	1,25,11,71,040	-

**E) Equity Shares allotted as fully paid pursuant to contract(s) as fully paid up Bonus Shares during the period of five years immediately preceding 31st March: Nil**

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

**15. Equity Share capital (Contd.)**

**F) Rights, preferences and restrictions attached to the Equity Shares:**

The Equity Shares of the Company, having par value of ₹ 1.00 per share, rank *pari passu* in all respects including voting rights and entitlement to dividend.

**G) Shares reserved for issue under ITC Hotels Special Purpose Employee Stock Option Scheme:**

	As at 31st March, 2025 (No. of Shares)	As at 31st March, 2024 (No. of Shares)
Equity shares of ₹ 1.00 each	76,85,360	-

**Terms and Conditions of Options Granted**

Each Option entitles the holder thereof to apply for and be allotted ten Equity Shares of the Company of ₹ 1.00 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of five years from the date of vesting in respect of Options.

Options granted under the Scheme shall have remaining Vesting Period and Exercise Period of corresponding outstanding stock options of ITC Limited as on the Record Date.

The Options have been granted at the 'market price' as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Further details of ITC Hotels Special Purpose Employee Stock Option Scheme are provided in Note 29 (viii).

**16. Lease Liabilities \***

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
Lease Liabilities	0.58	126.00	0.53	126.38
<b>TOTAL</b>	<b>0.58</b>	<b>126.00</b>	<b>0.53</b>	<b>126.38</b>

\* Refer Note 29 (vi)

**Movement of Lease Liabilities during the period**

Particulars	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
Opening Lease Liabilities	126.91	-
Addition pursuant to the Scheme [Refer Note 29 (i)]	-	127.04
Interest expense on Lease Liabilities	11.31	7.57
Payment of Lease Liabilities (including interest)	(11.64)	(7.70)
<b>Closing Lease Liabilities</b>	<b>126.58</b>	<b>126.91</b>



## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>17. Other financial liabilities</b>		
<b>Non-current</b>		
Payable towards employee benefits	8.20	5.84
Others (Includes security deposits, retention money payable towards property, plant and equipment etc.)	2.75	2.41
<b>TOTAL</b>	<b>10.95</b>	<b>8.25</b>
<b>Current</b>		
Security Deposits	7.98	10.45
Payable towards employee benefits	52.29	61.44
Payable towards property, plant and equipment	55.74	70.31
Others (Includes payable towards derivatives not designated as hedging instruments etc.)	0.32	-
<b>TOTAL</b>	<b>116.33</b>	<b>142.20</b>

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>18. Provisions</b>				
Provision for employee benefits [Refer Note 29 (v)]				
Retirement benefits	9.25	25.18	14.75	19.04
<b>TOTAL</b>	<b>9.25</b>	<b>25.18</b>	<b>14.75</b>	<b>19.04</b>

## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>19. Deferred tax liabilities (Net)</b>		
Deferred tax liabilities	444.30	423.25
Less: Deferred tax assets	27.89	30.21
<b>TOTAL</b>	<b>416.41</b>	<b>393.04</b>

### Movement in deferred tax liabilities / assets balances

For the year ended 31st March, 2025	Opening Balance	Recognised in profit or loss	Recognised in OCI	Closing Balance
<b>Deferred tax liabilities / assets in relation to:</b>				
On fiscal allowances on property, plant and equipment etc.	423.25	20.85	-	444.10
Other timing differences	-	0.20	-	0.20
<b>Total deferred tax liabilities</b>	<b>423.25</b>	<b>21.05</b>	<b>-</b>	<b>444.30</b>
On employees' separation and retirement etc.	9.19	(0.55)	(0.31)	8.33
On provision for doubtful debts / advances	1.23	(0.36)	-	0.87
On State and Central taxes etc.	10.55	(2.61)	-	7.94
Other timing differences	9.24	1.51	-	10.75
<b>Total deferred tax assets</b>	<b>30.21</b>	<b>(2.01)</b>	<b>(0.31)</b>	<b>27.89</b>
<b>Deferred tax liabilities (Net)</b>	<b>393.04</b>	<b>23.05</b>	<b>0.31</b>	<b>416.41</b>

For the period from 28th July, 2023 to 31st March, 2024	Opening Balance	Transferred Pursuant to Demerger	Recognised in profit or loss	Recognised in OCI	Closing Balance
<b>Deferred Tax liabilities / assets in relation to:</b>					
On fiscal allowances on property, plant and equipment etc.	-	406.12	17.13	-	423.25
Other timing differences	-	-	-	-	-
<b>Total deferred tax liabilities</b>	<b>-</b>	<b>406.12</b>	<b>17.13</b>	<b>-</b>	<b>423.25</b>
On employees' separation and retirement etc.	-	10.75	(2.29)	0.73	9.19
On provision for doubtful debts / advances	-	2.22	(0.99)	-	1.23
On State and Central taxes etc.	-	6.74	3.81	-	10.55
Other timing differences	-	9.01	0.23	-	9.24
<b>Total deferred tax assets</b>	<b>-</b>	<b>28.72</b>	<b>0.76</b>	<b>0.73</b>	<b>30.21</b>
<b>Deferred tax liabilities (Net)</b>	<b>-</b>	<b>377.40</b>	<b>16.37</b>	<b>(0.73)</b>	<b>393.04</b>



## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>20. Other liabilities</b>		
<b>Non-current</b>		
Deferred Revenue #	10.23	12.54
<b>TOTAL</b>	<b>10.23</b>	<b>12.54</b>
<b>Current</b>		
Statutory Liabilities	101.44	121.39
Advances received from customers *#	106.88	82.56
Liability towards loyalty programmes #	134.52	100.07
Deferred Revenue #	1.17	1.01
Others (includes accruals etc.)	28.26	25.26
<b>TOTAL</b>	<b>372.27</b>	<b>330.29</b>

\* Generally settled within 12 months

# Balances forming part of contract balances

	As at 31st March, 2025	As at 31st March, 2024
<b>21. Trade Payables</b>		
Dues of micro and small enterprises [Refer footnote (i)]	13.39	19.45
Dues of creditors other than micro and small enterprises	366.27	393.90
<b>TOTAL</b>	<b>379.66</b>	<b>413.35</b>

### (i) Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)

There are no Micro and Small Enterprises to whom the Company owes dues, which are outstanding for more than 45 days during the period and also as at 31st March, 2025 (Previous Period: Nil). This information as required to be disclosed under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

	As at 31st March, 2025	As at 31st March, 2024
(a) Principal amount remaining unpaid to any supplier as at the end of the accounting period		
- On account of trade payables	13.39	19.45
- On account of liabilities other than trade payables	5.18	3.01
<b>Total</b>	<b>18.57</b>	<b>22.46</b>
(b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting period	-	-
(c) Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting period	-	-
(d) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
(e) Amount of interest accrued and remaining unpaid at the end of accounting period	-	-
(f) Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise	-	-

## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

### 21. Trade Payables (Contd.)

#### (ii) Trade payables ageing schedule

	Not Due	Outstanding for following periods from due date of payment as at 31st March, 2025				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - Micro and small enterprises	2.58	-	-	-	-	2.58
Undisputed dues - Others	38.74	22.43	-	-	-	61.17
Disputed dues - Micro and small enterprises	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>SUB-TOTAL</b>	<b>41.32</b>	<b>22.43</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>63.75</b>
<b>Accrued Payable (not due)</b>						
- Micro and small enterprises						10.81
- Others						305.10
<b>TOTAL</b>						<b>379.66</b>

	Not Due	Outstanding for following periods from due date of payment as at 31st March, 2024				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - Micro and small enterprises	0.31	-	-	-	-	0.31
Undisputed dues - Others	39.55	14.16	-	-	-	53.71
Disputed dues - Micro and small enterprises	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>SUB-TOTAL</b>	<b>39.86</b>	<b>14.16</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>54.02</b>
<b>Accrued Payable (not due)</b>						
- Micro and small enterprises						19.14
- Others						340.19
<b>TOTAL</b>						<b>413.35</b>

	As at 31st March, 2025	As at 31st March, 2024
<b>22. Current Tax Liabilities (Net)</b>		
Current taxation (net of advance payment)	7.23	-
<b>TOTAL</b>	<b>7.23</b>	<b>-</b>



## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>23. Revenue From Operations</b>		
Rooms	1706.97	1126.13
Food & beverages	1317.97	831.24
Management & operating fees etc.	90.52	42.19
Others (including membership fees etc.)	130.52	106.27
Gross Revenue from sale of products and services	3245.98	2105.83
Other Operating Income *	33.29	18.41
<b>TOTAL</b>	<b>3279.27</b>	<b>2124.24</b>

\* Includes retention income, brand support fees etc.

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>24. Other Income</b>		
Interest income	45.82	4.69
Dividend income	3.21	1.74
Other non-operating income	4.69	2.69
<b>TOTAL</b>	<b>53.72</b>	<b>9.12</b>
Interest income:		
a) Deposits with banks etc. - carried at amortised cost	41.20	4.17
b) Financial assets:		
- mandatorily measured at FVTPL	0.08	0.07
- measured at amortised cost	3.44	...
c) Others (from statutory authorities etc.)	1.10	0.45
<b>TOTAL</b>	<b>45.82</b>	<b>4.69</b>
Dividend income:		
Investment in subsidiary, associates etc. measured at cost	3.21	1.74
<b>TOTAL</b>	<b>3.21</b>	<b>1.74</b>
Other non-operating income:		
Net foreign exchange gain / (loss)	(0.79)	(0.39)
Net gain / (loss) arising on financial instruments measured at FVTPL (Refer Note 32 ) #	4.04	-
Others	1.44	3.08
<b>TOTAL</b>	<b>4.69</b>	<b>2.69</b>

# Includes ₹ 3.28 Crores (Previous Period: Nil) being net gain / (loss) on sale of investments.

## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>25. Employee benefits expense</b>		
Salaries and wages	516.59	329.39
Remuneration of personnel on deputation reimbursed	4.78	0.79
Contribution to provident and other funds	35.08	24.23
Share based payments to employees [Includes cash-settled share based payments ₹ 0.05 Crore (Previous Period: Nil)] §	2.49	-
Staff welfare expenses	62.00	43.58
	620.94	397.99
Less: Recoveries made / reimbursements received	16.74	7.52
<b>TOTAL</b>	<b>604.20</b>	<b>390.47</b>

§ Refer Note 29 (vii) & 29 (viii)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>26. Finance costs</b>		
Interest expense:		
- On Lease Liabilities *	11.31	7.57
- On other financial liabilities measured at amortised cost	...	...
- Others (to statutory authorities etc.)	0.01	-
<b>TOTAL</b>	<b>11.32</b>	<b>7.57</b>

\* Refer Note 16



## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>27. Other Expenses</b>		
Power and fuel	159.64	100.00
Consumption of stores and operating supplies	90.11	73.65
Rent	42.38	24.68
Rates and taxes	60.78	52.10
Insurance	14.53	8.85
Repairs		
- Buildings	45.69	32.45
- Machinery	85.56	61.15
- Others	33.51	33.80
Maintenance and upkeep	80.32	50.20
Advertising and Sales promotion	64.05	43.84
Hotel reservation and Marketing expenses	74.09	47.49
Bank and credit card charges	33.63	14.68
Information technology services	66.39	42.49
Commission to agents	87.81	52.42
Banquet equipment, manpower hiring etc.	71.15	48.64
Travelling and conveyance	41.11	30.51
Legal and professional charges	37.57	25.52
Communication Costs	3.05	1.91
Printing and stationery	7.90	5.33
Loss on sale of property, plant and equipment - Net	5.09	4.96
Miscellaneous expenses	63.12	42.93
<b>TOTAL</b>	<b>1167.48</b>	<b>797.60</b>
<b>Miscellaneous expenses include:</b>		
(i) Auditors' remuneration and expenses \$		
Statutory Audit fees	0.80	0.01
Fees for limited review #	0.01	-
Fees for other services #	-	-

\$ Excluding taxes

# Excluding fees of ₹ 0.43 Crore (Previous Period: Nil) paid to auditors and recovered from ITC Limited as part of demerger expenses.

## Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>28. Income tax expenses</b>		
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Income tax for the period	212.47	119.02
<b>Total current tax</b>	<b>212.47</b>	<b>119.02</b>
<b>Deferred tax</b>		
Deferred tax for the period	23.05	16.37
<b>Total deferred tax</b>	<b>23.05</b>	<b>16.37</b>
<b>TOTAL</b>	<b>235.52</b>	<b>135.39</b>
<b>B. Amount recognised in other comprehensive income</b>		
The tax (charge) / credit arising on income and expenses recognised in other comprehensive income is as follows:		
On items that will not be reclassified to profit or loss		
Remeasurements gains / (losses) on defined benefit plans	(0.31)	0.73
<b>TOTAL</b>	<b>(0.31)</b>	<b>0.73</b>
<b>C. Reconciliation of effective tax rate</b>		
The income tax expense for the period can be reconciled to the accounting profit as follows:		
<b>Profit before tax</b>	933.93	539.38
Income Tax expense calculated @ 25.168% (Previous Period: 25.168%)	235.05	135.75
Effect of tax relating to uncertain tax positions	0.59	-
Other differences	(0.12)	(0.36)
<b>Income Tax recognised in profit or loss</b>	<b>235.52</b>	<b>135.39</b>

The tax rate of 25.168% (22% + surcharge @10% and cess @4%) used for the year ended 31st March, 2025 and previous period is the corporate tax rate applicable on taxable profits under the Income-tax Act, 1961.



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements

- (i) The Hon'ble National Company Law Tribunal, Kolkata Bench, vide Order dated 4th October, 2024 (the "Order"), approved the Scheme of Arrangement amongst ITC Limited ("Demerged Company") and ITC Hotels Limited ("Resulting Company" / "the Company") and their respective shareholders and creditors under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 ("the Scheme") for demerger of the Hotels Business of ITC Limited ("Demerged Undertaking") into the Company; certified copy of the Order was received on 16th December, 2024. Upon fulfilment of all the conditions stated in the Scheme, including filing of the aforesaid Order with the Registrar of Companies, West Bengal, the Scheme became effective from 1st January, 2025, being the Appointed Date and the Effective Date of the Scheme.

With effect from the Appointed Date, the Hotels Business of ITC Limited (along with all assets and liabilities thereof, excluding ITC Grand Central, Mumbai) and the investments held by ITC Limited in Hospitality entities Viz., Fortune Park Hotels Limited, Bay Islands Hotels Limited, Landbase India Limited, WelcomHotels Lanka (Private) Limited, Srinivasa Resorts Limited, International Travel House Limited, Gujarat Hotels Limited and Maharaja Heritage Resorts Limited were transferred to the Company on a going concern basis. As a Consideration, the Company issued 1 Equity Share of face and paid-up value of ₹ 1/- for every 10 Ordinary Shares of face and paid-up value of ₹ 1/- each held by the Shareholders in ITC Limited ('Share Entitlement Ratio').

The Company has given effect to the Scheme in accordance with the accounting treatment specified in the Scheme and as per applicable accounting standards (Ind AS) as under:

- Recorded the assets and liabilities at their respective carrying values as appearing in the books of the Demerged Company [refer details in (a) below].
- Issued 1,25,11,71,040 Equity Shares of face and paid up value of ₹ 1 each to the shareholders of Demerged Company and an amount of ₹ 21908.25 Crores (being excess of the fair value of the Equity Shares issued, i.e., ₹ 22033.37 Crores as determined by external valuation expert, over the face value of the Equity Shares issued, i.e., ₹ 125.12 Crores), has been credited into Securities Premium account.
- Difference between the fair value of the Equity Shares issued and the book value of the assets and liabilities of the Demerged Undertaking, along with consequential adjustments for Share Options Outstanding account [refer details in (b) below] amounting to ₹ 11361.50 Crores has been recognised as Capital Reserve, and the same has been adjusted against the Securities Premium account in accordance with the Scheme.
  - Carrying value of net assets of the Demerged Undertaking transferred as on the Appointed Date:

Particulars	Amount
Property, Plant and Equipment, intangible assets (including capital work-in-progress and intangible assets under development) and right-of-use assets	5911.20
Investments	4185.01
Other non-current assets	1592.88
Inventories	42.72
Trade receivables	179.83
Cash and cash equivalents	102.44
Other current assets	74.36
<b>Total assets (A)</b>	<b>12088.44</b>
Deferred tax liabilities (Net)	409.74
Lease Liabilities	126.64
Trade payables	326.15
Other liabilities	531.15
<b>Total liabilities (B)</b>	<b>1393.68</b>
<b>Net assets transferred (A)-(B)</b>	<b>10694.76</b>

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

- b. Consequential adjustment in Other Equity as on appointed date, recognised in these standalone financial statements:

Particulars	Amount
Share Options Outstanding account recognised [Refer Note 29 (viii)]	22.89

The figures for the comparative period ending 31st March, 2024, have been restated as if the arrangement had occurred from the date of incorporation of the Company i.e., 28th July, 2023. Accordingly, the figures for the period ended 31st March, 2024 and year ended 31st March, 2025 include the results of the Company and the Demerged Undertaking transferred under the Scheme. Figures for period ended 31st March, 2024 are not audited.

- (ii) Earnings per share has been computed as under:

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
(a) Profit for the period (₹ in Crores)	698.41	403.99
(b) Weighted average number of equity shares outstanding for the purpose of basic earnings per share <sup>#</sup>	2,08,11,71,040	2,08,11,71,040
(c) Effect of potential equity shares on Employee Stock Options outstanding	11,83,606	-
(d) Weighted average number of equity shares in computing diluted earnings per share [(b) + (c)]	2,08,23,54,646	2,08,11,71,040
(e) Earnings per share on profit for the period (Face Value ₹ 1.00 per share)		
- Basic [(a) / (b)]	₹ 3.36	₹ 1.94
- Diluted [(a) / (d)]	₹ 3.35	₹ 1.94

<sup>#</sup> Earnings per share (Basic & Diluted) are calculated after considering the impact of issuance of equity shares, as stated in Note 29 (i) above, from the date of incorporation of the Company.

- (iii) The Company was incorporated on 28th July 2023. Spend on Corporate Social Responsibility (CSR) activities under the provision of Section 135 of the Companies Act, 2013 is not applicable.

- (iv) Contingent liabilities and commitments:

- (a) Contingent liabilities:

Claims against the Company not acknowledged as debts ₹ 247.28 Crores (Previous Period: ₹ 137.32 Crores), including interest on claims, where applicable, estimated to be ₹ 54.89 Crores (Previous Period: ₹ 52.20 Crores). These comprise:

- Service Tax and other indirect taxes claims disputed by the Company relating to issues of applicability and classification aggregating ₹ 91.85 Crores (Previous Period: ₹ 86.53 Crores) including interest on claims, where applicable, estimated to be ₹ 52.20 Crores (Previous Period: ₹ 49.51 Crores).
- Local Authority taxes claims disputed by the Company relating to issues of applicability and determination aggregating ₹ 38.20 Crores (Previous Period: ₹ 46.39 Crores) including interest on claims, where applicable, estimated to be ₹ 2.69 Crores (Previous Period: ₹ 2.69 Crores).
- Disputed lease rent claims from lessors in respect of a property ₹ 114.58 Crores (Previous Period: Nil).
- Other matters ₹ 2.65 Crores (Previous Period: ₹ 4.40 Crores).



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

29. Additional Notes to the Standalone Financial Statements (Contd.)	
	<p>It is not practicable for the Company to estimate the closure of these issues and the consequential timings of cash flows, if any, in respect of the above.</p> <p>(b) Commitments</p> <p>Estimated amount of contracts remaining to be executed on capital accounts and not provided for ₹ 92.18 Crores (Previous Period: ₹ 76.52 Crores).</p> <p><b>(v) Employee Benefit Plans</b></p> <p><b>Description of Plans</b></p> <p>The Company makes contributions to both Defined Benefit and Defined Contribution Plans for qualifying employees. Provident Fund contributions are made to the Employee Provident Fund Organisation (EPFO) and contributions for other employee benefits like pension and gratuity are made to approved Trusts which are sponsored by ITC Limited, where the Company is a participating member. These Trusts operate in accordance with the Trust Deeds, Rules and applicable Statutes. The concerned Trusts are managed by Trustees who provide strategic guidance with regard to the management of their investments and liabilities and also periodically review their performance. For certain employees, who were members of the Provident Fund Trust sponsored by ITC Limited, the balances are being transferred to EPFO.</p> <p>Pension and Gratuity Benefits are funded and Leave Encashment Benefits are unfunded in nature. The Defined Benefit Pension Plans are based on employees’ pensionable remuneration and length of service. Under the Provident Fund, Gratuity and Leave Encashment Schemes, employees are entitled to receive lump sum benefits.</p> <p><b>(a) Defined Benefit Plans:</b></p> <p>The liabilities arising in the Defined Benefit Schemes are determined in accordance with the advice of independent, professionally qualified actuaries, using the projected unit credit method. The Company makes regular contributions to these Defined Benefit Plans, which are administered by respective trusts. Additional contributions are made to these plans as and when required based on actuarial valuation. The Company makes contributions to the Plans for its employees on a uniform basis and ascertains its obligation through independent actuarial valuation. The net defined benefit cost is recognised by the Company in its Financial Statements.</p> <p><b>Risk Management</b></p> <p>The Defined Benefit Plans expose the Company to risk of actuarial deficit arising out of investment risk, interest rate risk and salary cost inflation risk.</p> <p>Investment Risk: This may arise from volatility in asset values due to market fluctuations and impairment of assets due to credit losses. These Plans primarily invest in debt instruments such as Government securities and highly rated corporate bonds, the valuation of which is inversely proportional to the interest rate movements.</p> <p>Interest Rate Risk: The present value of Defined Benefit Plan liability is determined using the discount rate based on the market yields prevailing at the end of reporting period on Government securities. A decrease in yields will increase the fund liabilities and vice-versa.</p> <p>Salary Cost Inflation Risk: The present value of the Defined Benefit Plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary might lead to higher liabilities.</p> <p>These Plans have a relatively balanced mix of investments in order to manage the above risks. The investment strategy is designed based on the interest rate scenario, liquidity needs of the Plans and pattern of investment as prescribed under various statutes.</p> <p>The Trustees regularly monitor the funding and investments of these Plans. Risk mitigation systems are in place to ensure that the health of the portfolio is regularly reviewed and investments do not pose any significant risk of impairment. Periodic audits are conducted to ensure adequacy of internal controls. Pension obligation of the employees is secured by purchasing annuities thereby de-risking the Plans from future payment obligation.</p>

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

29. Additional Notes to the Standalone Financial Statements (Contd.)		For the year ended 31st March, 2025			For the period from 28th July, 2023 to 31st March, 2024		
		Pension	Gratuity	Leave Encashment	Pension	Gratuity	Leave Encashment
		Funded		Unfunded	Funded		Unfunded
<b>I</b>	<b>Components of Employer Expense</b>						
	- Recognised in the Statement of Profit and Loss						
1	Current Service Cost	3.64	4.63	4.54	2.73	2.87	4.32
2	Past Service Cost	-	-	-	-	-	-
3	Net Interest Cost	(1.41)	(0.23)	1.87	(1.00)	(0.03)	1.97
4	<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>2.23</b>	<b>4.40</b>	<b>6.41</b>	<b>1.73</b>	<b>2.84</b>	<b>6.29</b>
	- Remeasurements recognised in Other Comprehensive Income						
5	Return on plan assets (excluding amounts included in Net interest cost)	1.38	(0.56)	-	(1.37)	(0.19)	-
6	Effect of changes in demographic assumptions	(7.51)	0.52	0.11	0.02	-	0.20
7	Effect of changes in financial assumptions	4.64	2.90	1.52	2.43	1.36	0.59
8	Changes in asset ceiling (excluding interest income)	-	-	-	-	-	-
9	Effect of experience adjustments	(0.96)	(1.88)	(1.40)	(0.74)	2.85	(2.24)
10	<b>Total remeasurements included in Other Comprehensive Income</b>	<b>(2.45)</b>	<b>0.98</b>	<b>0.23</b>	<b>0.34</b>	<b>4.02</b>	<b>(1.45)</b>
11	<b>Total defined benefit cost recognised in the Statement of Profit and Loss and Other Comprehensive Income (4+10)</b>	<b>(0.22)</b>	<b>5.38</b>	<b>6.64</b>	<b>2.07</b>	<b>6.86</b>	<b>4.84</b>
The current service cost, past service cost and net interest cost for the year, as applicable, pertaining to Pension and Gratuity expenses have been recognised in “Contribution to Provident and other funds” and Leave Encashment in “Salaries and wages” under Note 25. The remeasurements of the net defined benefit liability are included in Other Comprehensive Income.							



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

			Pension	Gratuity	Leave Encashment	Pension	Gratuity	Leave Encashment
II	Actual Returns		7.36	5.34	-	7.59	3.35	-
III	Net Asset / (Liability) recognised in Balance Sheet							
	1	Present Value of Defined Benefit Obligation	(104.88)	(74.35)	(31.13)	(111.71)	(70.48)	(28.88)
	2	Fair Value of Plan Assets	122.93	71.05	-	126.94	65.57	-
	3	Status [Surplus / (Deficit)]	18.05	(3.30)	(31.13)	15.23	(4.91)	(28.88)
	4	Restrictions on Asset Recognised	-	-	-	-	-	-
	5	Net Asset / (Liability) recognised in Balance Sheet	As at 31st March, 2025			As at 31st March, 2024		
			Current	Non-current		Current	Non-current	
		- Pension	18.05	-		15.23	-	
		- Gratuity	(3.30)	-		(4.91)	-	
		- Leave Encashment	(5.95)	(25.18)		(9.84)	(19.04)	
			For the year ended 31st March, 2025			For the period from 28th July, 2023 to 31st March, 2024		
			Pension	Gratuity	Leave Encashment	Pension	Gratuity	Leave Encashment
IV	Change in Defined Benefit Obligation (DBO)							
	1	Present Value of DBO at the beginning of the year	111.71	70.48	28.88	-	-	-
	2	Addition pursuant to the Scheme	-	-	-	105.73	65.11	28.40
	3	Current Service Cost	3.64	4.63	4.54	2.73	2.87	4.32
	4	Past Service Cost	-	-	-	-	-	-
	5	Interest Cost	7.33	4.55	1.87	5.22	3.13	1.97
	6	Remeasurement gains / (losses)						
		a. Effect of changes in demographic assumptions	(7.51)	0.52	0.11	0.02	-	0.20
		b. Effect of changes in financial assumptions	4.64	2.90	1.52	2.43	1.36	0.59
		c. Changes in asset ceiling (excluding interest income)	-	-	-	-	-	-

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

		<b>For the year ended 31st March, 2025</b>			<b>For the period from 28th July, 2023 to 31st March, 2024</b>		
		<b>Pension</b>	<b>Gratuity</b>	<b>Leave Encashment</b>	<b>Pension</b>	<b>Gratuity</b>	<b>Leave Encashment</b>
	d. Effect of experience adjustments	(0.96)	(1.88)	(1.40)	(0.74)	2.85	(2.24)
	7 Curtailment Cost / (Credits)	-	-	-	-	-	-
	8 Settlement Cost / (Credits)	-	-	-	-	-	-
	9 Liabilities assumed in business combination	-	-	-	-	-	-
	10 Effects of transfer In / (Out)	(0.01)	-	-	-	-	-
	11 Benefits Paid	(13.96)	(6.85)	(4.39)	(3.68)	(4.84)	(4.36)
	<b>12 Present Value of DBO at the end of the year</b>	<b>104.88</b>	<b>74.35</b>	<b>31.13</b>	<b>111.71</b>	<b>70.48</b>	<b>28.88</b>
<b>V</b>	<b>Best Estimate of Employers' Expected Contribution for the next year</b>	<b>As at 31st March, 2025</b>			<b>As at 31st March, 2024</b>		
	- Pension	3.33			3.15		
	- Gratuity	12.80			11.57		
		<b>For the year ended 31st March, 2025</b>			<b>For the period from 28th July, 2023 to 31st March, 2024</b>		
		<b>Pension</b>	<b>Gratuity</b>	<b>Leave Encashment</b>	<b>Pension</b>	<b>Gratuity</b>	<b>Leave Encashment</b>
<b>VI</b>	<b>Change in Fair Value of Assets</b>						
	1 Plan Assets at the beginning of the year	126.94	65.57	-			
	2 Addition pursuant to the Scheme	-	-	-	121.12	60.80	-
	3 Asset acquired in Business Combination	-	-	-	-	-	-
	4 Interest Income	8.74	4.78	-	6.22	3.16	-
	5 Remeasurement Gains / (Losses) on plan assets	(1.38)	0.56	-	1.37	0.19	-
	6 Actual Company Contributions	2.60	6.99	-	1.91	6.26	-
	7 Benefits Paid	(13.96)	(6.85)	-	(3.68)	(4.84)	-
	8 Effects of transfer In / (Out)	(0.01)	-	-	-	-	-
	<b>9 Plan Assets at the end of the year</b>	<b>122.93</b>	<b>71.05</b>	<b>-</b>	<b>126.94</b>	<b>65.57</b>	<b>-</b>



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

VII	Actuarial Assumptions	As at 31st March, 2025	As at 31st March, 2024
		Discount Rate (%)	Discount Rate (%)
	1 Pension	6.75	7.00
	2 Gratuity	6.75	7.00
	3 Leave Encashment	6.75	7.00

The estimates of future salary increases, generally between 5% to 7%, considered in actuarial valuations take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

VIII	Major Category of Plan Assets as a % of the Total Plan Assets	As at 31st March, 2025	As at 31st March, 2024
	1 Government Securities / Special Deposit with RBI	13.55%	14.67%
	2 High Quality Corporate Bonds	10.68%	10.81%
	3 Insurer Managed Funds*	64.09%	63.51%
	4 Mutual Funds	7.13%	6.36%
	5 Cash and Cash Equivalents	4.55%	4.65%
	6 Term Deposits	-	-

\* In the absence of detailed information regarding plan assets which is funded with Insurance Companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

The fair value of Government securities, corporate bonds and mutual funds are determined based on quoted market prices in active markets. The employee benefit plans do not hold any securities issued by the Company.

IX	Basis used to determine the Expected Rate of Return on Plan Assets	For the year ended 31st March, 2025			For the period from 28th July, 2023 to 31st March, 2024		
		Pension	Gratuity	Leave Encashment	Pension	Gratuity	Leave Encashment

The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are well diversified.

X	Net Asset / (Liability) recognised in Balance Sheet (including experience adjustment impact)	For the year ended 31st March, 2025			For the period from 28th July, 2023 to 31st March, 2024		
		Pension	Gratuity	Leave Encashment	Pension	Gratuity	Leave Encashment
	1 Present Value of Defined Benefit Obligation	104.88	74.35	31.13	111.71	70.48	28.88
	2 Fair Value of Plan Assets	122.93	71.05	-	126.94	65.57	-
	3 Status [Surplus / (Deficit)]	18.05	(3.30)	(31.13)	15.23	(4.91)	(28.88)
	4 Experience Adjustment of Plan Assets [Gain / (Loss)]	1.38	(0.56)	-	(1.37)	(0.19)	-
	5 Experience Adjustment of obligation [(Gain) / Loss]	(0.96)	(1.88)	(1.40)	(0.74)	2.85	(2.24)

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

XI	Sensitivity Analysis	DBO as at 31st March, 2025		DBO as at 31st March, 2024	
	1 Discount Rate + 100 basis points	201.81		202.88	
	2 Discount Rate - 100 basis points	219.16		219.70	
	3 Salary Increase Rate + 1%	218.12		219.65	
	4 Salary Increase Rate - 1%	202.48		203.30	

The Sensitivity Analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may partially offset this impact. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous period.

		DBO as at 31st March, 2025		DBO as at 31st March, 2024	
	1 Discount Rate + 100 basis points	201.81		202.88	
	2 Discount Rate - 100 basis points	219.16		219.70	
	3 Salary Increase Rate + 1%	218.12		219.65	
	4 Salary Increase Rate - 1%	202.48		203.30	

	Maturity Analysis of the Benefit Payments	As at 31st March, 2025		As at 31st March, 2024	
	1 Year 1	42.00		48.57	
	2 Year 2	38.97		35.42	
	3 Year 3	38.54		29.25	
	4 Year 4	23.28		23.81	
	5 Year 5	18.42		19.47	
	6 Next 5 Years	55.30		58.81	

(b) Amounts towards Defined Contribution Plans have been recognised under "Contribution to Provident and other funds" in Note 25: ₹ 28.45 Crores (Previous Period: ₹ 19.66 Crores).

(c) Code on Social Security, 2020: The date of implementation of the Code on Social Security, 2020 ("the Code") relating to employee benefits is yet to be notified by the Government. Upon its implementation, the same may result in change in estimated contributions by the Company towards benefits covered under the Code such as Provident Fund, Gratuity etc. The Company shall consider and reflect the impact of the same upon its notification along with the Rules framed thereunder.

### (vi) Leases:

#### As a Lessee

The Company's significant leasing arrangements are in respect of operating leases for land and buildings (comprising licensed properties, residential premises, office premises etc.). These arrangements generally range between 1 to 3 years, except for certain land and building leases where the lease term ranges up to 99 years. The lease arrangements have extension / termination options exercisable by either parties which may make the assessment of lease term uncertain. While determining the lease term, all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option are considered.

The amount of ROU Assets and Lease Liabilities recognised in the Balance Sheet are disclosed in Note 4E and Note 16 respectively. The total cash outflow for leases for the year is : ₹ 54.02 Crores (Previous Period: ₹ 32.38 Crores) [including payments of ₹ 32.66 Crores (Previous Period: ₹ 17.87 Crores) in respect of short-term / low-value leases and variable lease payments of ₹ 9.72 Crores (Previous Period: ₹ 6.81 Crores)].

The sensitivity of variable lease payments and effect of extension / termination options not included in measurement of lease liabilities is not material.



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

The undiscounted maturities of lease liabilities over the remaining lease term are as follows:

Term	As at 31st March, 2025	As at 31st March, 2024
Not later than three years	35.00	34.94
Later than three years and not later than ten years	82.31	82.17
Later than ten years and not later than twenty-five years	170.94	172.80
Later than twenty-five years and not later than fifty years	181.03	186.12
Later than fifty years	159.28	164.16

### (vii) Information in respect of Options granted under the ITC Employee Stock Option Schemes (ITC ESOS) & ITC Employee Stock Appreciation Linked Reward Plan (ITC ESAR Plan):

The eligible employees of the Company, including employees deputed from ITC Limited (ITC), have been granted Stock Options by ITC under the ITC ESOS. ITC has also granted Employee Stock Appreciation Linked Reward Units (ESAR Units) in the previous year(s) to the eligible grantees under ITC ESAR Plan.

The cost of equity settled options granted under the ESOS schemes / cash settled units granted under ITC ESAR Plan have been recognised as equity settled / cash settled share-based payments, respectively, in accordance with Ind AS 102 – Share Based Payment. In terms of the deputation arrangement, the Company has accounted for the cost of the fair value of Stock Options / ESAR Units granted to the deputed employees on-charge by ITC. Accordingly, an amount of ₹ 2.31 Crores (Previous Period: Nil) towards Stock Options and ₹ 0.05 Crore (Previous Period: Nil) towards ESAR Units have been recognised as employee benefits expense (Refer Note 25).

The summary of movement of the aforesaid stock options granted by ITC and status of the outstanding Options is as under:

	As at 31st March, 2025	As at 31st March, 2024
Particulars	No. of Options (ITC ESOS)	No. of Options (ITC ESOS)
Outstanding at the beginning of the year	-	-
Add: Granted during the year	-	-
(Less): Lapsed during the year	-	-
Add: Options due to transfer in (net) pursuant to the Scheme [Refer Note 29 (i)]	3,07,271	-
(Less): Exercised during the year	6,935	-
<b>Outstanding at the end of the year</b>	<b>3,00,336</b>	<b>-</b>
Options exercisable at the end of the year	1,31,651	-
Options Vested and Exercisable during the year	-	-

Note: The weighted average exercise price of the Options granted to all Optionees under the ITC ESOS is computed by ITC as a whole.

### (viii) Information in respect of Options granted under the ITC Hotels Special Purpose Employee Stock Option Scheme ('ITCHL SP ESOP Scheme')

In terms of the Scheme [Refer Note 29 (i)], the existing grantees of ITC ESOS, comprising eligible employees of ITC, certain employees of the Company and some of the employees deputed from ITC are entitled for stock options formulated under a new special purpose employee stock option scheme (ITCHL SP ESOP Scheme). With respect to the options granted by ITC, the grantees are eligible for 1 stock option of the Company for every 10 stock options outstanding as on the record date. Accordingly, Nomination and Remuneration Committee of the Board of Directors of the Company formulated ITCHL SP ESOP Scheme and the same was approved by the Board at its Meeting held on 25th January, 2025, pursuant to the authority vested in it under the Scheme, with respect to the Options granted under ITC ESOS to the eligible employees.

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

The information in respect of Options granted under the ITCHL SP ESOP Scheme is as follows:

Sl. No.	Particulars	
1.	Date of approval	25th January 2025
2.	Total number of Options approved under the Schemes	Options equivalent to 76,86,270 equity shares of ₹1.00 each
3.	Vesting Schedule	Options granted under the Scheme shall have remaining Vesting Period and Exercise Period of corresponding outstanding stock options of ITC as on the Record Date.
4.	Pricing Formula	The Exercise Price per Option has been approved by the Nomination and Remuneration Committee, based on the fair and reasonable adjustments made to the options granted to the Eligible Employee under the ITC Employee Stock Option Schemes and the Options granted under the Scheme.
5.	Maximum term of Options granted	Five years - the exercise period commences from the date(s) of vesting of the Options granted and end with expiry of five years from the date of vesting.
6.	Source of Shares	Primary
7.	Variation in terms of Options	None
8.	Method used for accounting of share-based payment plans and effect of employee share based plans on the entity's profit or loss for the period and on its financial position	The employee compensation cost has been calculated using the fair value method of accounting for Options issued under the ITCHL SP ESOP Scheme. Share Options Outstanding Account for ₹ 22.89 Crores has been recognised in respect of options granted under ITCHL SP ESOP Scheme on the date of grant. Further, the employee compensation cost as per fair value method for the financial year 2024-25 is ₹ 2.16 Crores (Previous Period: Nil); out of which ₹ 0.13 Crore (Previous Period: Nil) relate to employee benefit expenses (Refer Note 25) and ₹ 2.03 Crores (Previous period: Nil) relate to Promoter and the Company's group entities, which has been recovered from the respective entities.
9.	Nature and extent of employee share based payment plans that existed during the period including the general terms and conditions of each plan	In addition to the terms and conditions provided in the table under Serial Nos. (3) to (5) hereinbefore, each Option entitles the holder thereof to apply for and be allotted ten Equity Shares of the Company of ₹ 1.00 each upon payment of the exercise price during the exercise period.
10.	Weighted average exercise prices and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price per Option : ₹ 1883.40 Weighted average fair value per Option : ₹ 44.44



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

Sl. No.	Particulars			
11.	Option movements during the year			
	a) Options outstanding at the beginning of the year		-	
	b) Options granted during the year		7,68,627	
	c) Options lapsed during the year		91	
	d) Options vested and exercisable during the year (net of Options lapsed)		4,64,026	
	e) Options exercised during the year		-	
	f) Number of Equity Shares of ₹ 1.00 each arising as a result of exercise of Options during the year		-	
	g) Options outstanding at the end of the year (a+b-c-e)		7,68,536	
	h) Options exercisable at the end of the year		4,64,026	
	i) Money realised by exercise of the Options during the year (₹ in Crores)		Nil	
12.	Summary of status of options			
	Particulars	As at 31st March, 2025		
		No. of Options	Weighted Average Exercise Prices (₹)	
	Outstanding at the beginning of the year	-	-	
	Add: Granted during the year pursuant to the Scheme	7,68,627	1883.40	
	Less: Lapsed during the year	91	1796.54	
	Less: Exercised during the year	-	-	
	Outstanding at the end of the year	7,68,536	1883.41	
	Options exercisable at the end of the year	4,64,026	1527.62	
13.	Weighted average share price of Shares arising upon exercise of Options		NA	
14.	Summary of Options outstanding			
	Particulars	As at 31st March, 2025		
		No. of Options Outstanding	Range of Exercise Prices (₹)	Weighted average remaining contractual life
	ITCHL SP ESOP Scheme	7,68,536	916.70 to 2611.10	4.05
15.	A description of the method used during the year to estimate the fair values of Options, the weighted average exercise prices and weighted average fair values of Options granted	Fair value per option has been determined using Black Scholes Value of outstanding ITC ESOS adjusted for the requirements under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Weighted average exercise price per Option : ₹ 1883.40 Weighted average fair value per Option : ₹ 44.44		

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Standalone Financial Statements (Contd.)

### (ix) Financial Ratios:

Ratio	Numerator	Denominator	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
Current Ratio (in times) #	Current Assets	Current Liabilities	2.22	0.36
Return on Equity Ratio (in %) \$	Profit for the period (before exceptional items)	Average Shareholder's Equity	7.00	4.53
Inventory Turnover Ratio (in times) \$	Gross Revenue from sale of products and services	Average Inventory	94.18	66.90
Trade Receivables Turnover Ratio (in times) \$	Gross Revenue from sale of products and services	Average Trade Receivables	20.34	16.15
Trade Payables Turnover Ratio (in times) \$	COGS + Other Expenses – Non Cash Expenditure	Average Trade Payables	3.74	2.41
Net Capital Turnover Ratio (in times)	Gross Revenue from sale of products and services	Working Capital (Current Assets – Current Liabilities)	3.01	Note 1
Net Profit Ratio (in %) \$	Profit for the period (before exceptional items)	Gross Revenue from sale of products and services	21.52	19.18
Return on Capital Employed (in %) \$	Profit before exceptional items, interest and taxes	Average Capital Employed	9.01	5.81
Return on Investment (in %)	Income from investment excluding Subsidiaries, Associates and Joint Venture	Time weighted average Investment	7.21	Note 2

Interest Coverage Ratio and Debt-Equity ratio are not relevant for the Company as it has no debt.

- The Company had negative Working Capital as on 31st March 2024.
- The Company had no investments other than Subsidiaries, Associates and Joint Venture during the comparative period.

\$ Ratios for the period from 28th July, 2023 to 31st March, 2024 have been calculated based on closing balances and relevant amounts pertaining to the said period and hence the ratio are not strictly comparable.

# Current Ratio for the period has improved on account of increase in cash and cash equivalents pursuant to the Scheme.

(x) Figures presented as “...” are below the rounding off norm adopted by the Company.

(xi) The standalone financial statements were approved for issue by the Board of Directors on 15th May, 2025. Such financial statements are required to be placed before the shareholders for adoption in terms of Companies Act, 2013.



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 30. Segment Reporting

The Chief Operating Decision Maker who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Strategic and Executive Management Committee.

The Company operates in only one segment, i.e., 'Hotel Services'.

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer

The operations of the Company are primarily in India. Geographical Information is as shown below:

		For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
1.	Revenue from External Customers <sup>1</sup>		
	- Within India	3273.57	2122.75
	- Outside India	5.70	1.49
	<b>Total</b>	<b>3279.27</b>	<b>2124.24</b>
2.	Non Current Assets		
	- Within India	6021.54	6,188.89
	- Outside India	-	-
	<b>Total</b>	<b>6021.54</b>	<b>6188.89</b>

### Notes:

<sup>1</sup> The revenue information above is based on the locations of the hotel property

## 31. Related Party Disclosures

### 1. HOLDING COMPANY:

ITC Limited (up to 31.12.2024)

### 2. ENTERPRISES WHERE CONTROL EXISTS:

#### Subsidiaries:

- Srinivasa Resorts Limited (w.e.f. 01.01.2025)
- Fortune Park Hotels Limited (w.e.f. 01.01.2025)
- Bay Islands Hotels Limited (w.e.f. 01.01.2025)
- Landbase India Limited (w.e.f. 01.01.2025)
- WelcomHotels Lanka (Private) Limited, Sri Lanka (w.e.f. 01.01.2025)

### 3. OTHER RELATED PARTIES WITH WHOM THE COMPANY HAD TRANSACTIONS

#### i) Promoter

ITC Limited (w.e.f. 01.01.2025) - of which the Company is an associate

#### ii) Promoter Group

- ITC Infotech India Limited (w.e.f. 01.01.2025)
- ITC Integrated Business Services Limited (w.e.f. 01.01.2025)
- Surya Nepal Private Limited (w.e.f. 01.01.2025)

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 31. Related Party Disclosures (Contd.)

### iii) Associates & Joint Ventures:

#### Associates

- Gujarat Hotels Limited (w.e.f. 01.01.2025)
- International Travel House Limited (w.e.f. 01.01.2025)

#### Joint Venture

Maharaja Heritage Resorts Limited (w.e.f. 01.01.2025)

### iv) Key Management Personnel (KMP)

S. Puri	Chairman and Non-Executive Director (w.e.f. 24.04.2024)
A. Chadha *	Managing Director (w.e.f. 24.04.2024)
S. Dutta	Non-Executive Director (w.e.f. 24.04.2024)
R. K. Singhi	Non-Executive Director (w.e.f. 24.04.2024)
T. Pandey	Non-Executive Director (w.e.f. 14.12.2024)
P. R. Ramesh #	Independent Director (w.e.f. 30.04.2024)
V. Sarup	Independent Director (w.e.f. 26.11.2024)
M. Gupta	Independent Director (w.e.f. 26.11.2024)
K. Bali	Independent Director (w.e.f. 14.12.2024)
I. Bhushan	Independent Director (w.e.f. 14.12.2024)
K. Bhanu	Non-Executive Director (up to 24.04.2024)
M. Dogra	Non-Executive Director (up to 24.04.2024)
R. Poddar	Non-Executive Director (up to 24.04.2024)
U. Das	Non-Executive Director (up to 24.04.2024)

\* appointed as Non-Executive Director w.e.f. 24.04.2024 and Managing Director w.e.f. 01.01.2025

# designated as Independent Director w.e.f. 26.11.2024

#### Chief Financial Officer

C. Saboo (up to 13.12.2024)  
A. Thakar (w.e.f. 14.12.2024)

#### Company Secretary

D. Dinesh

#### Members - Strategic and Executive Management Committee (w.e.f. 01.01.2025)

A. Chadha  
A. Thakar  
S. Bose

### v) Employee Trusts (w.e.f. 01.01.2025):

- ITC Defined Contribution Pension Fund
- ITC Management Staff Gratuity Fund
- ITC Employees Gratuity Fund
- ITC Gratuity Fund 'C'
- ITC Pension Fund

31. Related Party Disclosures (Contd.)

4. DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES

RELATED PARTY TRANSACTIONS SUMMARY	For the year ended 31st March, 2025							For the period from 28th July, 2023 to 31st March, 2024 <sup>5</sup>				
	Holding Company	Subsidiaries	Associates	Joint Ventures	Promoter	Promoter Group	Key Management Personnel	Employee Trusts	Total	Holding Company	Key Management Personnel	Total
1. Sale of Goods/Services		5.28	0.22		11.43	0.34			17.27			-
2. Purchase of Goods/Services		0.21	4.89		18.21	3.72			27.03			-
3. Rent Received		0.07	0.14		0.17				0.38			-
4. Rent Paid *		3.68	1.55		0.70		0.06		5.99			-
5. Remuneration of Managers/Deputation reimbursed	1.22	0.51	1.52		2.13				5.38	0.63		0.63
6. Remuneration of Managers on Deputation recovered		2.00	1.13	0.10					3.23			-
7. Reimbursement of Share Based Payments <sup>1</sup>	0.09				2.69				2.78			-
8. Recovery of Share Based Payments <sup>2</sup>		0.23	0.18	0.01	2.37				2.79			-
9. Contribution to Employee Benefit Plans								4.28	4.28			-
10. Expenses Recovered		3.05	0.19	0.01	15.91				19.16			-
11. Expenses Reimbursed		0.03	0.07		0.22				0.32	2.23		2.23
12. Remuneration to Key Management Personnel <sup>3</sup>												
12A. - Short term benefits							1.19		1.19			-
12B. - Other long-term incentives							0.79		0.79			-
12C. - Share Based Payments <sup>4</sup>												-
12D. - Remuneration of Key Management Personnel on Deputation reimbursed							2.06		2.06	83.00	0.60	0.60
13. Issue of equity shares									-			83.00
14. Outstanding Balances <sup>#</sup>												
i) Receivables		12.02	1.24	-	13.02	0.37			26.65			-
ii) Advances Given								18.83	18.83			
iii) Payables		2.50	2.67		3.38	1.68		4.60	14.83	2.04		2.04

\* Includes rent pertaining to leases classified as Right-of-use assets.  
# The amounts outstanding are unsecured and will be settled in cash

<sup>1</sup> Includes cost of fair value of option granted under ITC Employees Stock Option Scheme and Stock Appreciation Units granted under ITC Employee Cash Settled Stock Appreciation Linked Reward Plan [Refer note 29 (viii)]  
<sup>2</sup> Includes cost of fair value of option granted under ITC Hotels Special Purpose Employee Stock Option Scheme [Refer note 29 (viii)]

<sup>3</sup> Post employment benefits are actuarially determined on overall basis and hence not separately provided.

<sup>4</sup> During the year, pursuant to the Scheme [Refer Note 29 (i)], the Company granted Stock Options to eligible employees, including Managing Director and KMPs, under the Special Purpose Employee Stock Option Scheme at the price calculated in accordance with the Scheme and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, ITC Limited also granted Stock Options to eligible employees, including Managing Director and KMPs, under its Employee Stock Option Schemes and Employee Stock Appreciation Linked Units (ESAR Units) to the aforesaid persons in the previous years under the 'ITC Employee Cash Settled Stock Appreciation Linked Reward Plan', cost of which is being reimbursed [Refer Note 29 (vii)]. Since such Stock Options are not tradeable, no perquisite or benefit is immediately conferred upon the employee by grant of such Stock Options, and accordingly the said grants have not been considered as 'remuneration'. However, in accordance with Ind AS -102, the Company has recorded employee benefits expense by way of share based payments to employees at ₹ 2.49 Crores for the year ended 31st March, 2025 (Previous Period: Nil), of which ₹ 0.87 Crore (Previous Period: Nil) is attributable to Managing Director and KMPs.

<sup>5</sup> The related party transactions for the period 28th July 2023 to 31st December 2024 has been disclosed on the basis of transactions entered into by the Company and do not include transactions of the Demerged Undertaking till the Appointed Date under the Scheme.

Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

31. Related Party Disclosures (Contd.)

5. INFORMATION REGARDING SIGNIFICANT TRANSACTIONS / BALANCES

(Generally in excess of 10% of the total transaction value of the same type)

RELATED PARTY TRANSACTIONS SUMMARY			2025	2024	RELATED PARTY TRANSACTIONS SUMMARY			2025	2024
1. Sale of Goods/Services	ITC Limited		11.43	-	10. Expenses Recovered	ITC Limited		15.91	-
	Srinivasa Resorts Limited		3.54	-					
2. Purchase of Goods/Services	ITC Limited		18.21	-	11. Expenses Reimbursed	ITC Limited		0.22	2.23
	International Travel House Limited		4.89	-		Gujarat Hotels Limited		0.07	-
	ITC Infotech India Limited		2.93	-	12. Remuneration to KMP <sup>#</sup>				
						12A. Short term benefits			
3. Rent Received	ITC Limited		0.17	-		A. Chadha		0.44	-
	International Travel House Limited		0.14	-		S. Bose		0.51	-
	Fortune Park Hotels Limited		0.07	-		12B. Other long-term incentives			
						A. Chadha		0.52	-
4. Rent Paid	Landbase India Limited		2.41	-		S. Bose		0.27	-
	Gujarat Hotels Limited		1.55	-	13. Issue of equity shares				
	Bay Islands Hotels Limited		1.13	-		ITC Limited		-	83.00
	ITC Limited		0.70	-	14. Outstanding Balances				
5. Remuneration of Employees on Deputation reimbursed						(i) Receivables			
	ITC Limited *		3.35	0.63		ITC Limited		13.02	-
	Gujarat Hotels Limited		1.52	-		WelcomHotels Lanka (Private) Limited		7.56	-
6. Remuneration of Employees on Deputation recovered					(ii) Advances Given				
	Fortune Park Hotels Limited		1.39	-		ITC Hotels Ltd Employee Superannuation Scheme		18.44	-
	Landbase India Limited		0.61	-	(iii) Payables				
	International Travel House Limited		0.87	-		Bay Islands Hotels Limited		1.51	-
7. Reimbursement of Share Based Payments						ITC Limited		3.38	2.04
	ITC Limited <sup>#</sup>		2.78	-		ITC Infotech India Limited		1.44	-
8. Recovery of Share Based Payments						Gujarat Hotels Limited		2.09	-
	ITC Limited		2.37	-	<div>* Includes remuneration reimbursed in relation to KMPs of the Company as follows: A. Thakar ₹ 0.81 Crore (Previous Period: Nil), C. Saboo ₹ 0.48 Crore (Previous Period: ₹ 0.26 Crore) and D. Dinesh ₹ 0.78 Crore (Previous Period: ₹ 0.34 Crore)</div> <div><sup>#</sup> In accordance with Ind AS - 102, the Company has recognised employee benefits expense by way of share based payments [Refer Note 29 (vii) and 29 (viii)], of which ₹ 0.87 Crore (Previous Period: Nil) is attributable to Managing Director &amp; KMPs: A. Chadha ₹ 0.31 Crore (Previous Period: Nil), A. Thakar ₹ 0.31 Crore (Previous Period: Nil) and S. Bose ₹ 0.25 Crore (Previous Period: Nil)</div>				
9. Contribution to Employees' Benefit Plans	ITC Defined Contribution Pension Fund		1.55	-					
	ITC Management Staff Gratuity Fund		0.95	-					
	ITC Employees Gratuity Fund		0.73	-					
	ITC Pension Fund		0.71	-					



# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 32. Financial Instruments and Related Disclosures

### 1. Capital Management

The Company’s financial strategy aims to support its strategic priorities and provide adequate capital for growth and creation of sustainable stakeholder value. The Company funds its operations primarily through internal accruals and aims at maintaining a strong capital base to support the future growth of its businesses. During the previous period, the Company issued 83,00,00,000 Equity Shares of ₹ 1.00 each amounting to ₹ 83.00 Crores upon incorporation for cash. The securities premium stood at ₹ 10546.75 Crores as at 31st March, 2025 (2024 - Nil).

### 2. Categories of Financial Instruments

		Note	As at 31st March, 2025		As at 31st March, 2024	
			Carrying Value	Fair Value	Carrying Value	Fair Value
A.	Financial Assets					
a)	Measured at amortised cost					
i)	Cash and cash equivalents	13	22.69	22.69	2.56	2.56
ii)	Bank Balances other than (i) above	14	1477.65	1477.65	81.50	81.50
iii)	Investment in Bonds / Debentures & Government or Trust Securities	5	350.55	350.55	-	-
iv)	Loans	6	0.21	0.21	0.40	0.40
v)	Trade receivables	12	188.76	188.76	130.42	130.42
vi)	Other financial assets	7	63.97	63.97	30.89	30.89
	Sub-total		2103.83	2103.83	245.77	245.77
b)	Measured at Fair value through Profit or Loss					
	Investment in Mutual Funds	11	80.00	80.00	-	-
	Total Financial Assets		2183.83	2183.83	245.77	245.77
B.	Financial Liabilities					
a)	Measured at amortised cost					
i)	Trade payables	21	379.66	379.66	413.35	413.35
ii)	Lease Liabilities	16	126.58	126.58	126.91	126.91
iii)	Other financial liabilities	17	127.08	127.08	150.45	150.45
	Sub-total		633.32	633.32	690.71	690.71
b)	Measured at Fair value through Profit or Loss					
	Derivative instruments not designated as hedging instruments	17	0.20	0.20	-	-
	Total Financial Liabilities		633.52	633.52	690.71	690.71

### 3. Financial risk management objectives

The Company has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Company’s risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with the applicable regulations. It also seeks to drive accountability in this regard.

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 32. Financial Instruments and Related Disclosures (Contd.)

### Liquidity Risk

Liquidity risk is the risk that the Company may not be able to settle or meet its obligations as they become due, under both normal and stressed conditions, without incurring significant losses or impacting Company’s reputation. The Company has laid down standard operating procedures for planning and review of cashflow / working capital position to ensure optimum liquidity through judicious mix of liquid assets and committed borrowing facilities.

The Company’s Current Assets aggregate ₹ 1962.21 Crores (Previous Period: ₹ 323.46 Crores) including Current Investments, Cash and cash equivalents and Bank Balances other than Cash and cash equivalents of ₹ 1580.34 Crores (Previous Period: ₹ 84.06 Crores) against an aggregate Current liabilities of ₹ 885.32 Crores (Previous Period: ₹ 901.12 Crores).

Other liabilities due between one year to three years amounted to ₹ 9.36 Crores (Previous Period: ₹ 6.69 Crores) and Other Non-current liabilities due after three years amounted to ₹ 1.59 Crores (Previous Period: ₹ 1.56 Crores) on the reporting date. Further, the maturity of undiscounted lease liabilities as provided in Note 29 (vi) over the period of one year to three years are not significant. Further, while the Company’s total equity stands at ₹ 11048.08 Crores (Previous Period: ₹ 8909.97 Crores), it has no non-current borrowings (other than lease liabilities). In view of the above, the liquidity risk is not considered significant.

### Market Risk

#### A. Interest Rate Risk

As the Company is virtually debt-free, the exposure to interest rate risk from the perspective of financial liabilities is negligible. Further, treasury activities, focused on managing investments in debt instruments, are administered under a set of approved policies and procedures guided by the tenets of safety, liquidity and returns. This ensures that investments are made within acceptable risk parameters after due evaluation.

The Company’s investments are predominantly held in bonds, fixed deposits and debt mutual funds. Mark to market movements in respect of the Company’s investments in bonds / debentures that are held at amortised cost are temporary and get recouped through coupon accruals. Fixed deposits are held with highly rated banks and companies and have a short tenure and are not subject to interest rate volatility.

The Company also invests in debt mutual fund schemes of leading fund houses. Such investments are susceptible to market price risks that arise mainly from changes in interest rate which may impact the return and value of such investments. However, given the relatively short tenure of underlying portfolio of the debt mutual fund schemes in which the Company has invested, such price risk is not significant.

#### B. Foreign Currency Risk

The Company undertakes transactions denominated in foreign currency (mainly US Dollar, and Euro) which are subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency are also subject to reinstatement risks.

The carrying amounts of foreign currency denominated financial assets and liabilities, including derivative contracts, are as follows:

(₹ in Crores)			
As at 31st March, 2025	USD	Euro	Total
Financial Assets	-	-	-
Financial Liabilities	4.89	0.37	5.26
As at 31st March, 2024	USD	Euro	Total
Financial Assets	-	-	-
Financial Liabilities	20.62	-	20.62

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 32. Financial Instruments and Related Disclosures (Contd.)

The Company uses foreign exchange forward contracts as an economic hedge for its exposures in foreign currency arising from firm commitments. It does not follow hedge accounting as such exposures are not significant.

a. Forward exchange contracts that were outstanding on respective reporting dates:

(In Million)

Particulars	Currency	Cross Currency	As at 31st March, 2025	As at 31st March, 2024
			Buy	Buy
Not designated under Hedge Accounting	US Dollar	Indian Rupee	3.05	-
	Euro	US Dollar	0.09	-

The aforesaid hedges have a maturity of less than 1 year from the year end.

### Foreign Currency Sensitivity

For every percentage point increase / decrease in the underlying exchange rate of the outstanding foreign currency denominated balances, including derivative contracts, holding all other variables constant, the profit before tax for the year ended 31st March, 2025 and other equity as at 31st March, 2025 would increase / decrease by ₹ 0.22 Crore [Previous Period: by ₹ (0.21) Crore] on a pre-tax basis.

### C. Credit Risk

Company's deployment in debt instruments, as stated above, are primarily in fixed deposits with highly rated banks, highly rated bonds / debentures, debt mutual fund schemes of leading fund houses etc. Of this, investments that are held at amortised cost stood at ₹ 350.55 Crores (Previous period: Nil). With respect to the Company's investing activities, mutual fund schemes and counter parties are shortlisted and exposure limits determined on the basis of their credit assessment, financial statements and other relevant information. As these counter parties are Government institutions / public sector undertakings with investment grade / sovereign credit ratings the counter party risk attached to such assets is considered to be insignificant.

The Company's customer base is large and diverse limiting the risk arising out of credit concentration. Further, credit is extended in business interest in accordance with the Credit Policy. Extension of credit is managed by appropriate authorities, after due consideration of the counterparty's credentials and financial capacity, trade practices and prevailing business and economic conditions. The Company's exposure to trade receivables on the reporting date, net of expected loss provisions, stood at ₹ 188.76 Crores (Previous Period: ₹ 130.42 Crores).

The historical data and experience of collecting receivables and the level of default by the Hotel Business of ITC Limited, which was transferred to the Company pursuant to the Scheme indicate that credit risk is low and generally uniform across markets; consequently, trade receivables are considered to be a single class of financial assets. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Loss allowances and impairment is recognized, where considered appropriate by responsible management.

The movement of the expected loss provision (allowance for bad and doubtful loans, advances and receivables etc.) made by the Company are as under:

Particulars	Expected Loss Provision	
	31st March, 2025	31st March, 2024
Opening Balance	4.40	-
Addition pursuant to the Scheme	-	8.55
Less: Utilisation for impairment / de-recognition	1.44	4.15
<b>Closing Balance</b>	<b>2.96</b>	<b>4.40</b>

# Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

## 32. Financial Instruments and Related Disclosures (Contd.)

### 4. Fair value measurement

The following table presents the fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

Particulars		Fair Value Hierarchy (Level)	As at 31st March, 2025	As at 31st March, 2024
<b>A. Financial assets</b>				
<b>a) Measured at amortised cost</b>				
Investment in Bonds / Debentures & Government or Trust Securities		2	350.55	-
<b>b) Measured at Fair value through Profit or Loss</b>				
Investment in Mutual Funds		1	80.00	-
<b>Total financial assets</b>			<b>430.55</b>	<b>-</b>
<b>B. Financial liabilities</b>				
<b>Measured at Fair value through Profit or Loss</b>				
Derivative instruments not designated as hedging instruments		2	0.20	-
<b>Total financial liabilities</b>			<b>0.20</b>	<b>-</b>

### Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market or Net Asset Value (NAV) for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Derivatives are valued using valuation techniques with market observable inputs such as foreign exchange spot rates and forward rates etc., as applicable, at the end of the reporting period. The fair value of investment in Bonds / Debentures and financial liabilities, where applicable, is determined using market observable inputs such as quotes from market participants, value published by the issuer etc.



Notes to the Standalone Financial Statements

(Rupees in crores unless specified otherwise)

32. Financial Instruments and Related Disclosures (Contd.)

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted methodologies such as discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short – term nature. Where such items are non-current in nature, the same are classified as Level 3 and fair value determined using discounted cash flow basis.

The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. Accordingly, the sensitivity of change in the unobservable inputs used in fair valuation of Level 3 financial assets and liabilities is not applicable. There were no transfers between Level 1, Level 2 and Level 3 during the year.

In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership No: 095169  
  
New Delhi, 15th May, 2025

On behalf of the Board

S. Puri Chairman (DIN: 00280529)	A. Chadha Managing Director (DIN: 08073567)
A. Thakar Chief Financial Officer	D. Dinesh Company Secretary (Membership No: ACS 22282)

INDEPENDENT AUDITOR’S REPORT

To the Members of ITC Hotels Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of ITC Hotels Limited (“the Company”), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Standalone Ind AS Financial Statements’ section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the

Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Accounting for demerger of hotel business from ITC Limited into the Company (as described in Note 29(i) of the financial statements)</b>	
During the current year, the Hotels division of ITC Limited (“Demerged undertaking”) has been demerged into the Company from ITC Limited (“Demerged Company”) pursuant to the Scheme of Arrangement (“the Scheme”) approved by the Hon’ble National Company Law Tribunal (“NCLT”), Kolkata Bench, vide its Order dated October 04, 2024 and the Scheme has been given effect on the Effective Date, i.e. January 1, 2025 after fulfilling all conditions specified in the Scheme including filing of the aforesaid Order with the Registrar of Companies.  As per the Scheme, Company shall issue its equity shares at fair value as consideration for the Demerged undertaking to the shareholders of ITC Limited.	Our audit procedures included the following, we have: <ul style="list-style-type: none"><li>Read the sanctioned Scheme of arrangement and final order passed by the NCLT and submission to the Registrar of Companies (ROC) to understand the key terms and conditions.</li><li>Evaluated the design and tested the operating effectiveness of key controls over the accounting for business combinations.</li><li>Assessed whether the accounting treatment in the financial statements is in accordance with the Scheme and Ind AS 103 “Business Combinations” including restatement of previous period financial statements.</li></ul>

Independent Audit Report (Contd.)

Key audit matters	How our audit addressed the key audit matter
<p>The Company has recorded the net assets acquired at their respective carrying values and has given effect to the demerger transaction from the date of its incorporation and accordingly has restated the comparative figures for the period July 28, 2023 to March 31, 2024 in accordance with the requirement of accounting treatment prescribed in the Scheme and Ind-AS 103, Business Combinations.</p> <p>The acquisition of demerged undertaking has been considered as key audit matter considering the:</p> <ul style="list-style-type: none"><li>- magnitude involved and this event being a material non-routine transaction</li><li>- determination of fair values of assets and liabilities for the purposes of issue of shares involves significant judgments and estimates which are sensitive to underlying assumptions (forecast of future cash flows, growth rate, weighted average cost of capital and discount rates etc.). These judgements/ estimates could have an impact on the recognition of the amount of securities premium and capital reserve.</li></ul>	<ul style="list-style-type: none"><li>• Obtained the management's working of financial information of Demerged undertaking as extracted from the underlying financial statements of Demerged Company and agreed to the entries recorded and disclosures in the financial statements.</li><li>• Obtained the report of the management's expert for determination of fair value of assets and liabilities acquired. Evaluated the competence and objectivity of the management's expert.</li><li>• Obtained and evaluated the management's projections by performing sensitivity analysis.</li><li>• Involved our valuation specialist to evaluate the methodology and key assumptions considered by management in arriving at fair value.</li><li>• Evaluated the adequacy of disclosures as per the applicable accounting standards and Schedule III to the Companies Act, 2013.</li></ul>

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This

responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually

Independent Audit Report (Contd.)

or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to

communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer



**Independent Audit Report (Contd.)**

to our separate Report in “Annexure 2” to this report;

- (g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 29(iv)(a) to the standalone Ind AS financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by

or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there are no instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved as per the statutory requirements for record retention.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Sanjay Vij**

Partner

Membership Number: 095169

UDIN: 25095169BMLOCH1936

Place of Signature: New Delhi

Date: May 15, 2025

**Independent Audit Report (Contd.)**

## Annexure 1 referred to in paragraph under the heading “Report on other legal and regulatory requirements” of our report of even date

### Re: ITC Hotels Limited (“the Company”)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) Property, plant and equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) According to the information and explanations given by the management, all the immovable properties included in property, plant and equipment (PPE) and properties where Company is a lessee (together known as “immovable properties”), were acquired pursuant to the Scheme of Demerger of the hotels business of ITC Limited into the Company approved by National Company Law Tribunal’s (“NCLT”) order dated October 04, 2024. As explained by the management in Note 4 of the financial statements, these immovable properties shall be vested in the Company or be deemed to have been so, automatically without any further act or deed, with effect from the Appointed Date. Accordingly, all the immovable properties of the Demerged Company, forming part of the Demerged Undertaking has vested in the Company with effect from January 01, 2025. The Company would be also filing the necessary applications for updation of the name with the concerned authorities in due course.
- (d) The Company has not revalued its Property, plant and equipment or intangible assets during the year ended March 31, 2025.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification by the management is appropriate. There were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year the investments made are not prejudicial to the Company's interest. Further during the year the Company has not granted loans, provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

**Independent Audit Report (Contd.)**

- (iv) Investments in respect of which provisions of Section 186 of the Companies Act, 2013 is applicable have been complied with by the Company. There are no loans, investments, guarantees, and security in respect of which provisions of Section 185 of the Companies Act, 2013 is applicable and there are no loans, guarantees and security in respect of which provisions of Section 186 of the Companies Act, 2013 is applicable.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanation given to us, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of custom, cess, value added taxes and other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions related to sales tax, service tax and duty of excise are not applicable to the Company.
- (b) The dues that have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of the Dues	Amount (in Rs Crore)*	Period to which the amount relates (financial year)	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	0.06	2013-14	Appellate Authority – upto commissioners'/ Revisional Authorities Level
Finance Act, 1994	Service Tax	1.95	2007-17	Appellate Authority – upto commissioners'/ Revisional Authorities Level
		70.51	2005-16	Appellate Authority – Tribunal Level
		0.32	2016-17	High Court
Goods and Services Tax	Goods and Services Tax	3.03	2017-21	Appellate Authority – upto commissioners'/ Revisional Authorities Level
		0.36	2018-21	Appellate Authority – Tribunal Level
Municipal, Local Bodies and Property Tax Laws	Municipal, Local Bodies and Property Taxes & Charges	0.59	2011-12	Appellate Authority – upto commissioners'/ Revisional Authorities Level
		8.63	2017-24	High Court
Employees' State Insurance Act, 1948	Employees' State Insurance	0.06	2017-18	Principal Labour Court
Value Added Taxes Laws	Value Added Taxes	6.59	2006-21	Appellate Authority – upto commissioners'/ Revisional Authorities Level
		3.53	2012-17	Appellate Authority – Tribunal Level
		1.98	2011-15	High Court
Stamp Duty Laws	Stamp Duty	0.00#	1986-87	High Court

Out of the total disputed dues aggregating to Rs. 97.61 crores as above, Rs. 24.66 crores pertain to matters which have been stayed for recovery by the relevant authorities.

\*figures presented as "0.00" are below the rounding off norm adopted by the Company.

#Net of amount paid under protest.

**Independent Audit Report (Contd.)**

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause ix(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any funds during the year hence, the requirement to report on clause ix(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies. Hence, the requirement to report on clause ix(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No material fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under Sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) (a), (b) and (c) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order are not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) and (d) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) and 3(xvi)(d) of the Order are not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3 (xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 29(ix) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial



## Independent Audit Report (Contd.)

statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) and (b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the Company.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005  
per Sanjay Vij  
Partner  
Membership Number: 095169  
UDIN: 25095169BMLOCH1936

Place of Signature: New Delhi  
Date: May 15, 2025

## Independent Audit Report (Contd.)

## Annexure 2 To the Independent Auditor's Report of even date on the Standalone Ind AS Financial Statements of ITC Hotels Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone Ind AS financial statements of ITC Hotels Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone Ind AS financial statements.

#### Meaning of Internal Financial Controls With Reference to these Standalone Ind AS Financial Statements

A company's internal financial controls with reference to standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls With Reference to Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference

### Independent Audit Report (Contd.)

to standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone Ind AS financial statements and such internal financial controls with reference to standalone Ind AS financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005  
per Sanjay Vij  
Partner  
Membership Number: 095169  
UDIN: 25095169BMLOCH1936

Place of Signature: New Delhi  
Date: May 15, 2025

## Guide to Subsidiaries / Joint Ventures / Associates

### Subsidiaries of ITC Hotels Limited

#### WelcomHotels Lanka (Private) Limited, Sri Lanka

##### Shareholding

100% held by ITC Hotels Limited.

##### Nature of Business

The company owns and operates the hotel “ITC Ratnadipa”, a luxury hotel in Colombo, Sri Lanka, which was commissioned on 25th April, 2024. The company is also developing a super-premium residential apartment complex as part of the mixed-use project.

#### Srinivasa Resorts Limited

##### Shareholding

68% held by ITC Hotels Limited.

##### Nature of Business

The company owns the hotel “ITC Kakatiya” at Hyderabad, for which operating services are rendered by ITC Hotels Limited.

#### Fortune Park Hotels Limited

##### Shareholding

100% held by ITC Hotels Limited

##### Nature of Business

The company is in the business of providing operating services in the mid-market to upscale segment under its hospitality brands. It operated 56 properties as at 31st March 2025.

#### Bay Islands Hotels Limited

##### Shareholding

100% held by ITC Hotels Limited

##### Nature of Business

The company owns the hotel “Welcomhotel Bay Island” at Port Blair, which is licensed to ITC Hotels Limited.

#### Landbase India Limited

##### Shareholding

100% held by ITC Hotels Limited.

##### Nature of Business

Hospitality, management and operation of golf course and real estate development.

The company owns the Classic Golf & Country Club, a 27-hole Jack Nicklaus Signature Golf Course. It also owns a 104 key all suite luxury retreat “ITC Grand Bharat” which is licensed to and operated by ITC Hotels Limited.

### Joint Venture of ITC Hotels Limited

#### Maharaja Heritage Resorts Limited

Maharaja Heritage Resorts Limited, where ITC Hotels Limited holds 50%, is a joint venture with Jodhana Heritage Resorts Private Limited.

##### Nature of Business

The joint venture company provided Franchise & Marketing Services to 34 operational hotel properties spread across 13 States / Union Territories with its WelcomHeritage brand portfolio comprising “Legend Hotels”, “Heritage Hotels” and “Nature Resorts”, which provide uniquely differentiated offerings to guests in the cultural, heritage and adventure tourism segments respectively as at 31st March 2025.

### Associates of the Group

#### International Travel House Limited (ITHL)

ITC Hotels Limited holds 48.96% in ITHL.

##### Nature of Business

Air ticketing, car rentals, tourism, domestic holidays, conferences, events & exhibition management and foreign exchange services for travellers.

#### Gujarat Hotels Limited

ITC Hotels Limited holds 45.78% in Gujarat Hotels Limited.

##### Nature of Business

The company owns the “Welcomhotel Vadodara” in Vadodara which is operated by ITC Hotels Limited under an Operating Licence Agreement.

### Principles of Consolidation

The Group’s interests in its subsidiaries, associates and joint venture are reflected in the Consolidated Financial Statements (CFS) in accordance with the relevant Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013.

### Subsidiaries (Ind AS 110)

Line by line consolidation of the Statement of Profit and Loss and Balance Sheet is done by aggregating like items of assets, liabilities, income and expenses.

The excess / deficit of the cost to ITC Hotels Limited of



its investments in its subsidiaries over its share of net worth (residual interest in the assets of the subsidiaries after deducting all its liabilities) of the subsidiaries at the date of investment in the subsidiaries are treated as goodwill / capital reserve in the CFS. The goodwill is disclosed as an asset and capital reserve as a reserve in the Consolidated Balance Sheet.

Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-controlling interest; likewise the non-controlling interests in the net assets of the consolidated subsidiaries is identified and presented separately within Equity in the Consolidated Balance Sheet.

Inter-Company transactions within the Group (both Balance Sheet and Profit or Loss items) are eliminated for arriving at the Group CFS.

CFS is prepared applying uniform accounting policies of ITC Hotels Limited to the Group companies.

Associates and Joint Ventures (Ind AS 28)

An investment in associate and joint venture is initially recognised at cost on the date of the investment, and is inclusive of any goodwill capital reserve embedded in the cost.

Only share of net profits / losses of associates / joint venture is considered in Consolidated Statement of Profit and Loss. The carrying amount of the investment in associates / joint venture is adjusted by the share of net profits / losses in the Consolidated Balance Sheet.

**Note:** The investments held by ITC Limited in Hospitality entities Viz., Fortune Park Hotels Limited, Bay Islands Hotels Limited, Landbase India Limited, WelcomHotels Lanka (Private) Limited, Srinivasa Resorts Limited, International Travel House Limited, Gujarat Hotels Limited and Maharaja Heritage Resorts Limited were transferred to the Company on a going concern basis pursuant to the Scheme. For details of the Scheme and the accounting treatment in CFS, please refer note 29 (i) of the CFS.

Form AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries / Associate companies / Joint Ventures (Rupees in crores unless specified otherwise)

Part A : Subsidiaries

Name of the Subsidiary	Srinivasa Resorts Limited	Fortune Park Hotels Limited	Landbase India Limited	Bay Islands Hotels Limited	WelcomHotels Lanka (Private) Limited
1. The date since when subsidiary was acquired (Refer Note1)	06-Feb-1995	06-Mar-1996	09-Sep-2000	08-Mar-1999	04-May-2012
2. Financial Year ending on	31-Mar-2025	31-Mar-2025	31-Mar-2025	31-Mar-2025	31-Mar-2025
3. Reporting Currency	Indian Rupee	Indian Rupee	Indian Rupee	Indian Rupee	Sri Lankan Rupee
Exchange Rate on the last day of the financial year	-	-	-	-	0.2886
4. Share Capital	24.00	0.45	317.00	0.12	3369.42
5. Reserves & Surplus	89.35	51.08	(39.52)	27.47	(111.76)
6. Total Assets	144.64	71.23	330.77	28.40	3494.09
7. Total Liabilities (excluding Total Equity)	31.29	19.70	53.29	0.81	236.43
8. Investments (excluding Investments made in subsidiaries)	47.32	29.70	47.39	4.16	-
9. Turnover (Refer Note 2)	80.94	65.62	47.49	4.36	128.83
10. Profit / (Loss) before tax	11.14	23.17	15.19	4.27	(116.94)
11. Provision for tax	(1.55)	(5.86)	(0.75)	(0.97)	(1.77)
12. Profit / (Loss) after tax	9.59	17.31	14.44	3.30	(118.71)
13. Proposed Dividend	-	0.90	-	0.24	-
14. % of shareholding	68.00	100.00	100.00	100.00	100.00

Notes:

1. As per the Scheme of Arrangement amongst the ITC Limited (ITC) and ITC Hotels Limited (“the Company”) and their respective shareholders and creditors under Sections 230 to 232 read with the other applicable provisions of the Companies Act, 2013 (‘the Scheme’) for demerger of the Hotels Business of ITC into the Company, upon the Scheme becoming effective, with effect from 1st January, 2025, the Hotels Business of ITC (along with all assets and liabilities thereof, excluding ITC Grand Central, Mumbai) and the investments held by ITC in Hospitality entities viz., Fortune Park Hotels Limited, Bay Islands Hotels Limited, Landbase India Limited, WelcomHotels Lanka (Private) Limited, Srinivasa Resorts Limited, International Travel House Limited, Gujarat Hotels Limited and Maharaja Heritage Resorts Limited were transferred to the Company. Accordingly the said companies have become subsidiary / associate / joint venture of the Company from such date and the date of acquisition has been considered from the date of their acquisition by ITC.
2. Turnover includes Other Income and Other Operating Revenue. Profit / (Loss) figures do not include Other Comprehensive Income.

Part B : Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate companies and Joint Ventures

(Rupees in crores unless specified otherwise)

Name of Associates / Joint Ventures	Maharaja Heritage Resorts Limited	International Travel House Limited	Gujarat Hotels Limited
1. Latest audited Balance Sheet Date	31-Mar-2025	31-Mar-2025	31-Mar-2025
2. Date on which the Associate or Joint Venture was associated or acquired (Refer Note 1 in Part A)	02-Jul-1997	21-Mar-1982	12-Sep-1986
3. Shares of Associate / Joint Venture held by the Company on the year end			
Number	1,80,000	39,14,233	17,33,907
Amount of Investment in Associate / Joint Venture®	0.15	93.53	23.36
Extent of Holding %	50.00	48.96	45.78
4. Description of how there is significant influence	Joint Venture	Associate	Associate
5. Reason why the Associate / Joint Venture is not consolidated	Consolidated	Consolidated	Consolidated
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	0.15	80.96	22.20
7. Profit / (Loss) for the year	0.94	27.15	5.30
i. Considered in Consolidation	0.15	13.29	2.43
ii. Not considered in Consolidation	0.79	13.86	2.87

® Represents investment value as per Consolidated Financial Statements.

Note: No Associate or Joint Venture was liquidated or sold during the period.

On behalf of the Board

S. Puri  
Chairman  
(DIN: 00280529)

A. Thakar  
Chief Financial Officer

A. Chadha  
Managing Director  
(DIN: 08073567)

D. Dinesh  
Company Secretary  
(Membership No: ACS 22282)

New Delhi, 15<sup>th</sup> May, 2025

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## Consolidated Balance Sheet as at 31st March, 2025

(Rupees in crores unless specified otherwise)

	Note	As at 31st March, 2025	As at 31st March, 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4A	7791.67	6045.73
(b) Capital work-in-progress	4B	155.97	1766.66
(c) Goodwill	4C	16.98	16.98
(d) Other Intangible assets	4D	14.18	14.56
(e) Intangible assets under development	4E	1.94	0.90
(f) Right-of-use assets	4F	366.61	358.91
(g) Investment accounted for using the equity method	5	117.04	103.68
(h) Financial Assets			
(i) Investments	5	385.44	24.78
(ii) Loans	6	-	0.04
(iii) Others	7	10.39	32.04
(i) Deferred tax assets (Net)	8	3.87	3.78
(j) Income tax assets (Net)	9	2.72	3.63
(k) Other non-current assets	10	152.49	273.32
		<b>9019.30</b>	<b>8645.01</b>
<b>Current assets</b>			
(a) Inventories	11	1241.16	1036.62
(b) Financial Assets			
(i) Investments	12	173.68	75.94
(ii) Trade receivables	13	201.77	144.52
(iii) Cash and cash equivalents	14	78.71	49.32
(iv) Bank Balances other than (iii) above	15	1574.85	148.14
(v) Loans	6	0.21	0.36
(vi) Others	7	63.06	27.48
(c) Other current assets	10	123.52	64.42
		<b>3456.96</b>	<b>1546.80</b>
<b>TOTAL ASSETS</b>		<b>12476.26</b>	<b>10191.81</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	16	208.12	83.00
(b) Other Equity		10484.05	8414.85
<b>Attributable to owners of the parent</b>		<b>10692.17</b>	<b>8497.85</b>
<b>Non-controlling interests</b>		<b>36.27</b>	<b>33.25</b>
		<b>10728.44</b>	<b>8531.10</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	17	72.78	73.11
(ii) Other financial liabilities	18	44.07	116.85
(b) Provisions	19	27.80	21.41
(c) Deferred tax liabilities (Net)	8	425.73	399.73
(d) Other non-current liabilities	20	16.70	143.87
		<b>587.08</b>	<b>678.60</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	17	0.52	0.48
(ii) Trade payables			
Total outstanding dues of micro and small enterprises	21	13.43	19.45
Total outstanding dues of creditors other than micro and small enterprises	21	408.00	413.84
(iii) Other financial liabilities	18	143.90	186.88
(b) Other current liabilities	20	577.26	345.54
(c) Provisions	19	10.40	15.92
(d) Current Tax Liabilities (Net)	22	7.23	-
		<b>1160.74</b>	<b>982.11</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>12476.26</b>	<b>10191.81</b>

The accompanying notes 1 to 32 are an integral part of the Consolidated Financial Statements.

### In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership No: 095169  
  
New Delhi, 15th May, 2025

### On behalf of the Board

S. Puri Chairman (DIN: 00280529)	A. Chadha Managing Director (DIN: 08073567)
A. Thakar Chief Financial Officer	D. Dinesh Company Secretary (Membership No: ACS 22282)

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

	Note	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
I Revenue From Operations	23	3559.81	2224.40
II Other Income	24	66.30	12.38
III <b>Total Income (I+II)</b>		<b>3626.11</b>	<b>2236.78</b>
<b>IV EXPENSES</b>			
Consumption of food, beverage, etc.		363.15	209.39
Employee benefits expense	25	692.51	423.71
Finance costs	26	6.64	4.64
Depreciation and amortization expense	4	402.35	201.39
Other expenses	27	1293.27	841.63
<b>Total expenses (IV)</b>		<b>2757.92</b>	<b>1680.76</b>
V Share of profit / (loss) of Associates and Joint Venture		15.87	8.70
VI <b>Profit before exceptional items and tax (III- IV+V)</b>		<b>884.06</b>	<b>564.72</b>
VII Exceptional Items		-	-
VIII <b>Profit before tax (VI+VII)</b>		<b>884.06</b>	<b>564.72</b>
<b>IX Tax expense:</b>			
Current Tax	28	220.79	120.69
Deferred Tax	28	25.63	20.16
X <b>Profit for the period (VIII-IX)</b>		<b>637.64</b>	<b>423.87</b>
<b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plans	29 (vi)	0.92	(3.01)
- Share of OCI in Associates and Joint Venture		(0.12)	(0.09)
(ii) Income tax relating to items that will not be reclassified to profit or loss:	28	(0.23)	0.76
B (i) Items that will be reclassified to profit or loss:			
- Exchange differences in translating the financial statements of foreign operations		120.37	125.98
XI <b>Other Comprehensive Income [A (i+ii)+B (i)]</b>		<b>120.94</b>	<b>123.64</b>
XII <b>Total Comprehensive Income for the period (X+XI)</b>		<b>758.58</b>	<b>547.51</b>
<b>Profit for the period</b>			
Attributable to:			
Owners of the parent		634.57	421.72
Non-controlling interests		3.07	2.15
<b>Other comprehensive income for the period</b>			
Attributable to:			
Owners of the parent		120.99	123.62
Non-controlling interests		(0.05)	0.02
<b>Total comprehensive income for the period</b>			
Attributable to:			
Owners of the parent		755.56	545.34
Non-controlling interests		3.02	2.17
XIII Earnings per equity share (Face Value ₹ 1.00 each) :	29 (ii)		
(1) Basic (in ₹)		3.05	2.03
(2) Diluted (in ₹)		3.05	2.03

The accompanying notes 1 to 32 are an integral part of the Consolidated Financial Statements.

### In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership No: 095169  
  
New Delhi, 15th May, 2025

### On behalf of the Board

S. Puri Chairman (DIN: 00280529)	A. Chadha Managing Director (DIN: 08073567)
A. Thakar Chief Financial Officer	D. Dinesh Company Secretary (Membership No: ACS 22282)

Consolidated Statement of changes in equity for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

A. Equity Share Capital

	Balance at the beginning of the reporting period	Changes in equity share capital during the period	Balance at the end of the reporting period
For the year ended 31st March, 2025	83.00	125.12	208.12
For the period from 28th July, 2023 to 31st March, 2024	-	83.00	83.00

B. Other Equity

	Reserves and Surplus							Attributable to owners of the parent	Non-controlling interests	Total
	Capital Reserve	Securities Premium	Share Options Outstanding Account	Capital Reserve on Consolidation	Subsidy Reserve	General Reserve	Retained Earnings	Exchange differences on translating the financial statements of foreign operations	Demerger Suspense Account	
Balance as at 1st April, 2024	0.22	-	-	2.19	0.09	26.00	84.02	(523.54)	8825.87	8414.85
Profit for the year	-	-	-	-	-	-	202.27	-	432.30	634.57
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	0.63	120.37	(0.02)	(0.06)
Total Comprehensive Income for the year	-	-	-	-	-	-	202.90	120.37	432.28	755.56
Recognised pursuant to the Scheme *	-	-	-	-	-	-	-	-	1436.61	1436.61
Share Options Outstanding created pursuant to the Scheme **	-	-	22.89	-	-	-	-	-	(22.89)	-
Issue of equity shares pursuant to the Scheme *	-	21908.25	-	-	-	-	-	-	(22033.37)	(125.12)
Difference between fair value of equity shares and book value of net assets transferred pursuant to the Scheme *	(11361.50)	-	-	-	-	-	-	-	11361.50	-
Debit balance of Capital Reserve adjusted pursuant to the Scheme *	11361.50	(11361.50)	-	-	-	-	-	-	-	-
Transfer from Share Options Outstanding Account on options lapsed	-	-	...	-	-	-	-	-	-	...
Recognition of share based payment **	-	-	2.16	-	-	-	-	-	-	2.16
Balance as at 31st March, 2025	0.22	10546.75	25.05	2.19	0.09	26.00	286.92	(403.17)	-	10484.05

Consolidated Statement of changes in equity for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

B. Other Equity (Contd.)

	Reserves and Surplus							Attributable to owners of the parent	Non-controlling interests	Total
	Capital Reserve	Securities Premium	Share Options Outstanding Account	Capital Reserve on Consolidation	Subsidy Reserve	General Reserve	Retained Earnings	Exchange differences on translating the financial statements of foreign operations	Demerger Suspense Account	
Balance as at 28th July, 2023	-	-	-	-	-	-	18.84	-	402.88	-
Profit for the period	-	-	-	-	-	-	(0.18)	125.98	(2.18)	0.02
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	18.66	125.98	400.70	545.34
Total Comprehensive Income for the period	-	-	-	-	-	-	65.36	(649.52)	8425.17	7869.51
Recognised pursuant to the Scheme *	0.22	-	-	2.19	0.09	26.00	84.02	(523.54)	8825.87	31.08
Balance as at 31st March, 2024	0.22	-	-	2.19	0.09	26.00	84.02	(523.54)	8825.87	33.25

\* For details on the Scheme refer Note 29 (i).

\*\* For details Refer Note 29 (x).

Capital Reserve and Capital Reserve on Consolidation: These Reserves represent the difference between value of the net assets transferred to the Group in the course of business combinations and the consideration paid for such combinations.

Securities Premium: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Share Options Outstanding Account: This Reserve relates to stock options granted by the Company pursuant to the Scheme [Refer Note 29 (j)]. This Reserve is transferred to Securities Premium or Retained Earnings on exercise or lapse of vested options.

Subsidy Reserve: This Reserve represents subsidies received from government authorities for capital investment and amounts taken over by the Group consequent to business combinations.

General Reserve: This Reserve has been created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

Retained Earnings: This Reserve represents the cumulative profits of the Group and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Exchange differences on translating the financial statements of foreign operations: This Reserve contains (a) accumulated balance of foreign exchange differences from translation of the financial statements of the Group's foreign operations arising at the time of consolidation of such entities and (b) accumulated foreign exchange differences arising on monetary items that, in substance, form part of the Group's net investment in a foreign operation. Such foreign exchange differences are recognised in Other Comprehensive Income. Exchange differences previously accumulated in this Reserve are reclassified to profit or loss on disposal of the foreign operation.

Demerger Suspense Account: This account represents the book value of the net assets transferred under the Scheme, pending allotment of shares by the Company and includes the Total Comprehensive Income of the Demerged Undertaking from the date of incorporation of the Company till the Appointed Date of the demerger. The same has been used for issuance of equity shares and recognition of related Securities Premium, after suitable adjustments against Capital Reserve for giving effect to the Scheme [Refer Note 29 (i)].

The accompanying notes 1 to 32 are an integral part of the Consolidated Financial Statements.

In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vji  
Partner

Membership No: 095169

New Delhi, 15th May, 2025

On behalf of the Board

S. Puri  
Chairman  
(DIN: 00280529)  
  
A. Thakur  
Chief Financial Officer  
  
A. Chadha  
Managing Director  
(DIN: 08073567)  
  
D. Dinesh  
Company Secretary  
(Membership No: ACS 22282)



## Consolidated Statement of Cash Flows for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>A. Cash Flow from Operating Activities</b>		
PROFIT BEFORE TAX	884.06	564.72
ADJUSTMENTS FOR :		
Depreciation and amortization expense	402.35	201.39
Share based payments to employees	0.13	-
Finance costs	6.64	4.64
Interest Income	(55.93)	(10.96)
(Gain) / Loss on sale of property, plant and equipment - Net	6.45	5.46
Doubtful and bad debts	(0.04)	0.48
Share of (profit) / loss of associates and joint ventures	(15.87)	(8.70)
Net gain arising on financial instruments measured at fair value through profit or loss	(10.73)	333.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1217.06	753.81
ADJUSTMENTS FOR :		
Trade receivables, advances and other assets	(54.65)	28.07
Inventories	(159.01)	(125.30)
Trade payables, other liabilities and provisions	12.70	(200.96)
CASH GENERATED FROM OPERATIONS	1016.10	896.91
Income tax paid (net of refunds)	(212.65)	(224.42)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>803.45</b>	<b>672.49</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of property, plant and equipment, intangibles etc.	(385.93)	(672.94)
Sale of property, plant and equipment	4.14	22.58
Purchase of current investments	(1355.47)	(77.57)
Sale / redemption of current investments	1268.37	67.62
Purchase of non-current investments	(360.57)	(24.78)
Interest received	31.54	6.43
Investment in bank deposits (original maturity more than 3 months)	(1552.79)	(123.58)
Redemption / maturity of bank deposits (original maturity more than 3 months)	144.78	49.87
Loans (given) / recovered	0.19	(0.28)
<b>NET CASH (USED IN) INVESTING ACTIVITIES</b>	<b>(2205.74)</b>	<b>(752.65)</b>

## Consolidated Statement of Cash Flows for the year ended 31st March, 2025

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from issue of share capital	-	83.00
Principal payment of lease liabilities	(0.29)	(0.45)
Interest paid	(6.64)	(4.64)
Adjustment pursuant to the Scheme [Refer Note 29 (i)]	1436.61	49.06
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>1429.68</b>	<b>126.97</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>27.39</b>	<b>46.81</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>49.32</b>	<b>-</b>
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>76.71</b>	<b>46.81</b>

### Notes :

1. The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows"

### 2. CASH AND CASH EQUIVALENTS :

Cash and cash equivalents as above	76.71	46.81
Unrealised gain / (loss) on foreign currency cash and cash equivalents	2.00	2.51
Cash and cash equivalents (Note 14)	<b>78.71</b>	<b>49.32</b>

The accompanying notes 1 to 32 are an integral part of the Consolidated Financial Statements.

### In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership No: 095169

New Delhi, 15th May, 2025

### On behalf of the Board

S. Puri Chairman (DIN: 00280529)	A. Chadha Managing Director (DIN: 08073567)
A. Thakar Chief Financial Officer	D. Dinesh Company Secretary (Membership No: ACS 22282)

Notes to the Consolidated Financial Statements

1. Group information

ITC Hotels Limited ('Holding Company') (CIN: L55101WB2023PLC263914) is a public limited company domiciled in India and was incorporated on 28th July 2023 under the provision of the Companies Act, 2013. Pursuant to the 'Scheme of Arrangement between ITC Limited and ITC Hotels Limited, and their respective shareholders and creditors' (the Scheme), the Company received various assets and liabilities of the Hotels business of ITC Limited (Demerged Undertaking) [Refer Note 29 (i)]. The Holding Company and its subsidiaries (together referred to as the 'Group') has presence in multiple businesses such as Hotels and Real Estate.

2. Material Accounting Policies

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

Basis of Preparation

The comparative period includes transactions of the Demerged Undertaking from the date of incorporation of the Company i.e., 28th July, 2023 up to 31st March, 2024 and hence are not comparable with the current year.

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at amortised cost or fair value as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 116 – Leases, and measurements that have some

similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Basis of Consolidation

The Consolidated Financial Statements (CFS) include the financial statements of the Company and its subsidiaries together with the share of the total comprehensive income of joint venture and associates.

Subsidiaries are entities controlled by the Group. Associates are entities over which the Group exercise significant influence but does not control. Joint Ventures ("JV") are entities in which the Group has the ability to exercise control jointly with one or more uncontrolled entities and the parties have proportionate interests in the assets and liabilities of the JV entity.

Control, significant influence and joint control is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Group's returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Financial Statements. The Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee.

The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-

Notes to the Consolidated Financial Statements

2. Material Accounting Policies (Contd.)

controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS.

An investment in an associate or a JV is initially recognised at cost on the date of the investment, inclusive of any goodwill / capital reserve embedded in the cost, in the Balance Sheet. The proportionate share of the Group in the net profits / losses as also in the other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method').

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. While preparing CFS, appropriate adjustments are made to subsidiaries / associates / JVs financial statements to ensure conformity with the Group's accounting policies.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of the business of the Group. The Group has identified twelve months as its operating cycle.

Property, Plant and Equipment

Property, plant and equipment (PP&E) are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any.

Cost is inclusive of inward freight, non-refundable duties / taxes and incidental expenses related to acquisition. In respect of major projects involving construction, directly related pre-operational expenses form part of the value of assets capitalised. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of PP&E is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of PP&E is determined as the difference between the sales proceeds and the carrying amount of the

asset and is recognised in Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of PP&E are depreciated in a manner that amortizes the cost of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis, except where the useful life has been re-assessed based on independent technical evaluation, taking into account the operating conditions, maintenance history etc. of the asset. Land, including perpetual lease where the Company is a lessee, is not depreciated.

The estimated useful lives of PP&E of the Group are as follows:

Buildings	60 Years
Leasehold Improvements	Shorter of lease period or estimated useful lives
Plant and Equipment	3-22 Years
Furniture and Fixtures	8-10 Years
Vehicles	8 Years
Office Equipment	5 Years

PP&E's residual values, useful lives and method of depreciation are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Goodwill and Other Intangible Assets

Goodwill

Goodwill arising on Business Combination is carried at cost less any accumulated impairment losses. The Group also presents the excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired as goodwill arising on consolidation.

Goodwill is annually tested for impairment. Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.



# Notes to the Consolidated Financial Statements

## 2. Material Accounting Policies (Contd.)

On disposal of the CGU or group of CGUs, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss.

### Other Intangible Assets

Other Intangible Assets that the Group controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- for assets acquired in a business combination, at fair value on the date of acquisition.
- for separately acquired assets, at cost comprising the purchase price (including non-refundable duties / taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated brands, websites and customer lists are not recognised as intangible assets.

After initial recognition, an intangible asset is carried at its cost less accumulated amortization and / or impairment losses. The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law or the likelihood of technical, technological obsolescence or commercial obsolescence.

Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method from the date that they are available for use unless it is practical to reliably determine the pattern of benefits arising from the asset. Amortization expenses and impairment losses and reversal of impairment losses are included in the 'Depreciation and amortization expense' in the Statement of Profit and Loss.

The estimated useful lives of intangible assets of the Group with finite lives are as follows:

Business and Commercial Rights	10 Years (unless shorter useful life is required based on contractual or legal terms)
Computer Software	5 Years

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives. The impact of such changes is accounted for as a change in accounting estimate. Amortization expenses are taken to the Statement of Profit and Loss and is carried at its cost less accumulated amortization.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected

from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss when the asset is derecognised.

### Impairment of Assets

The Group assesses, at each reporting date, whether there is an indication that an asset or cash generating unit may be impaired. If any indication exists, the Group estimates the asset's recoverable amount.

Recoverable amount is higher of an asset's fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

### Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to their present location and condition. Net realisable value is the estimated selling price less estimated costs necessary to make the sale.

### Foreign Currency Transactions and Derivatives

The functional and presentation currency of the Group is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains / losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Group's net investment in a foreign operation (having a functional currency

# Notes to the Consolidated Financial Statements

## 2. Material Accounting Policies (Contd.)

other than Indian Rupee) are recognised in other comprehensive income and accumulated in Foreign Currency Translation Reserve.

Derivatives are initially recognised at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognised in Statement of Profit and Loss immediately.

For the preparation of the consolidated financial statements:

- assets and liabilities of foreign operations, together with goodwill and fair value adjustments assumed on acquisition thereof, are translated to Indian Rupees at exchange rates prevailing at the reporting period end;
- income and expense items are translated at the average exchange rates prevailing during the period; when exchange rates fluctuate significantly the rates prevailing on the transaction date are used instead.

Differences arising on such translation are accumulated in foreign currency translation reserve and attributed to non-controlling interests proportionately.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group is reclassified to the Statement of Profit and Loss. In relation to a partial disposal, that does not result in losing control over the subsidiary, the proportionate exchange differences accumulated in equity is reclassified to the Statement of Profit and Loss.

### Investment in Associates and Joint Ventures

Investment in associate and joint venture is accounted for using the 'equity method' less accumulated impairment, if any.

### Financial instruments, Financial assets, Financial liabilities and Equity Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value except for trade receivables that do not contain a significant financing component, which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial

liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Group commits to purchase or sell the asset.

### Financial Assets

**Recognition:** Financial assets include Investments, Trade Receivables, Advances, Security Deposits, Other Bank Balances, Cash and Cash equivalents. Such assets are initially recognised at fair value or transaction price, as applicable, when the Group becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and / or interest.
- fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value, including interest income and dividend income, if any, are recognised in the 'Other Income' in Statement of Profit and Loss in the period in which they arise.

# Notes to the Consolidated Financial Statements

## 2. Material Accounting Policies (Contd.)

Trade Receivables, Advances, Security Deposits, Other Bank Balances, Cash and Cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. Further, investments in equity instruments may be classified as fair value through other comprehensive income, where an irrevocable election is made for such classification at the time of initial recognition of the investment.

**Impairment:** The Group assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**Reclassification:** When and only when the business model is changed, the Group shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

**Derecognition:** Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Group has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment, in which case the cumulative fair value adjustments previously taken to reserves are reclassified within equity.

**Income Recognition:** Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

### Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled or on expiry.

### Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

### Revenue

Revenue is measured at the transaction price that the Group receives or expects to receive as consideration for goods supplied and services rendered, net of returns and estimates of variable consideration such as discounts and schemes. Revenue excludes taxes such as VAT and Goods and Services Tax which are payable in respect of sale of goods and services. Revenue is recognised when it can be measured reliably and recovery of the consideration is probable.

Revenue from room, food & beverage, banquet and allied services etc. is generally recognised at a point in time when control is transferred to the customer, which generally occurs when the room is occupied, food & beverages is sold, banquet and allied services etc. are rendered in accordance with the contract with the customer.

The Group provides hotel management services, grants license to use its trademark & other intellectual property and offers sale of memberships of loyalty programs and hotel facilities. Revenue for the same is recognised over time in accordance with the terms of the contract.

# Notes to the Consolidated Financial Statements

## 2. Material Accounting Policies (Contd.)

The Group also offers Loyalty Programs to eligible customers and business partners. Such programs entitle the members to rewards in accordance with the terms & conditions of the program. The revenue attributable to such reward is deferred and a contract liability is created at the time of initial sales which is measured considering the likelihood of its redemption, as evidenced by the Group's historical experience. On redemption / expiry of such reward, revenue is recognised at pre-determined rates.

### Dividend Distribution

Dividends paid (including income tax thereon, if any) are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders.

### Employee Benefits

Short-term employee benefits are expensed in the period in which the employee renders the related service on an undiscounted basis. A liability is recognised for the amount expected to be paid within twelve months, if the Group has a present legal or constructive obligation to pay the same as a result of past service provided by the employee and the obligation can be reliably estimated.

The Group makes contributions to both defined benefit and defined contribution schemes.

Contributions to provident fund, defined contribution pension plan and national pension system are in the nature of defined contribution schemes. The contribution payable is recognised as an expense, when an employee renders the related service. The contributions in respect of provident fund are statutorily deposited with the Employee Provident Fund Organisation.

The Group also makes contribution to defined benefit pension and gratuity plan which are mainly administered through duly constituted and approved Trusts. The cost of providing benefits under the defined benefit obligation is calculated by independent actuary using the projected unit credit method. Service costs and net interest expense or income is reflected in the Statement of Profit and Loss. Gain or Loss on account of remeasurements are recognised immediately through other comprehensive income in the period in which they occur.

The employees of the Group are entitled to compensated leave for which the Group records the

liability based on actuarial valuation computed using projected unit credit method. These benefits are unfunded.

### Employee Share Based Compensation

#### Stock Options granted under ITC Employee Stock Option Scheme ("ITC ESOS") and ITC Employee Cash Settled Stock Appreciation Linked Reward Plan ("ITC ESARP")

Certain employees of the Group and those who are deputed to the Group from ITC Limited are covered under ITC ESOS and ITC ESARP. These schemes are in the nature of equity / cash settled.

In the case of equity settled awards, the fair value of the awards at the grant date is amortised on a straight-line basis over the vesting period. In case of cash settled awards, the fair value of awards at the grant date is initially recognised and remeasured at each reporting date, until settled.

The cost in respect of such share-based payments is recognised as an employee benefit expenses in the Statement of Profit and Loss with corresponding increase in other financial liabilities.

#### Stock Options granted under ITC Hotels Special Purpose Employee Stock Option Scheme ("ITCHL SPESOS")

The cost of ITCHL SPESOS granted by the Company, pursuant to the Scheme, to the grantees of ITC ESOS is recognised based on the fair value of such stock options in accordance with applicable standards and the Scheme. The fair value of the stock options, which are equity settled, is recorded over the balance vesting term and is recognised as employee benefit expense to the extent it pertains to the employees of the Group or those who are deputed to the Group by ITC Limited over the period in which the performance and / or service conditions are fulfilled by such employees.

The fair value, to the extent it pertains to the options granted to the employees of ITC Group and the subsidiaries / associates / joint venture of the Company, is recovered from the respective entities.

### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



# Notes to the Consolidated Financial Statements

## 2. Material Accounting Policies (Contd.)

### Group as a Lessee

Right-of-Use (ROU) assets are recognised at inception of a contract or arrangement for significant lease components at cost less lease incentives, if any. ROU assets are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of ROU assets includes the amount of lease liabilities recognised, initial direct cost incurred and lease payments made at or before the lease commencement date. ROU assets are generally depreciated over the shorter of the lease term and estimated useful lives of the underlying assets on a straight line basis. Lease term is determined based on consideration of facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Lease payments associated with short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and low value leases (i.e., where the value of the underlying asset, when new, in order of magnitude ₹ 5 lakhs or less) are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

The Group recognises lease liabilities measured at the present value of lease payments to be made on the date of recognition of the lease. Such lease liabilities do not include variable lease payments (that do not depend on an index or a rate), which are recognised as expense in the periods in which they are incurred. Interest on lease liability is recognised using the effective interest method. Lease liabilities are subsequently increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount of lease liabilities is also remeasured upon modification of lease arrangement or upon change in the assessment of the lease term. The effect of such remeasurements is adjusted to the value of the ROU assets.

### Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Group is a lessor under an operating lease, the asset is capitalised within property, plant and equipment or investment property and depreciated over its useful economic life. Payments received under operating

leases are recognised in the Statement of Profit and Loss on a straight line basis over the term of the lease.

### Taxes on Income

Taxes on income comprise current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, insofar as it relates to items disclosed under other comprehensive income or equity, is disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

### Claims

Claims against the Group not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

### Provisions

Provisions are recognised when, as a result of a past event, the Group has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

# Notes to the Consolidated Financial Statements

## 2. Material Accounting Policies (Contd.)

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

### Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Strategic Executive Management Committee.

Segments are organised based on businesses which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes.

Unallocated revenue and expenses, where applicable, relate to initiatives / costs attributable to the enterprise as a whole.

## 3. Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### A. Judgements in applying accounting policies

The following are the judgements, apart from those involving estimations (see note B below), that the Group have made in the process of applying the accounting policies and that have a significant effect on the amounts recognised in the consolidated financial statements:

#### 1. Control:

The Group assessed whether or not it has control on its investees based on whether, as an investor, it has the power / rights and consequently the practical ability to direct the relevant activities of its investees unilaterally. In making this judgement, the Group considered the purpose & design of the investee, the absolute size of its holding, whether any contractual arrangements exist between the Company (and its subsidiaries) and other shareholders of the investees, the exposure or rights to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Group's returns. In accordance with the applicable standards and its Accounting Policy, the Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee. Based on the above, the Group has determined that the entities listed in the notes to the financial statements are the only entities over which the Group has control.

#### 2. Significant influence:

The Group assessed whether or not it has significant influence on its investees based on its practical ability to participate in the financial and operating policy decisions of the investee, though it is not in control or in joint control of these policies. Based on such assessment, the Group determined that the entities listed in the notes to the financial statements are the only entities over which the Group has significant influence, and accordingly recognised as associates.

#### 3. Joint Control:

The Group holds 50% of the equity share capital of Maharaja Heritage Resorts Limited,

# Notes to the Consolidated Financial Statements

## 3. Use of estimates and judgements (Contd.)

a company involved in operation of hotel properties. The Group do not consider that it is able to exercise control over the company as the decisions about relevant activities of the company are made jointly between the Group and the co-venturer (who holds 50% of the equity share capital) and both the parties have rights to the net assets of such arrangement.

### B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

#### 1. Useful lives of property, plant and equipment and intangible assets:

As described in the material accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period based on management assessment and independent technical expert review, where applicable, and the impact of changes in the estimated useful life is considered in the period in which the estimate is revised.

#### 2. Claims, Provisions and Contingent Liabilities:

The Group has ongoing litigations mainly with various regulatory authorities. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant

external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

#### 3. Fair value measurements and valuation processes:

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements. Also refer Note 29 (i) for details of independent valuation report in respect of the Scheme.

#### 4. Actuarial Valuation:

The determination of the Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

Particulars	Gross Block									
	As at 28th July, 2023	Addition pursuant to the Scheme*	Additions	Withdrawals and adjustments	Foreign Currency Translation Reserve Adj	As at 31st March, 2024	Additions	Withdrawals and adjustments	Foreign Currency Translation Reserve Adj	As at 31st March, 2025
<b>4A. Property, Plant and Equipment</b>										
Land	-	1007.85	-	-	-	1007.85	4.36	-	-	1012.21
Buildings	-	3684.66	48.94	4.74	-	3728.86	923.05	2.38	17.17	4666.70
Leasehold Improvements	-	6.44	0.30	-	-	6.74	0.83	0.01	-	7.56
Plant and Equipment	-	2334.69	101.61	22.28	0.02	2414.04	755.28	35.64	11.98	3145.66
Furniture and Fixtures	-	760.57	50.47	5.05	0.01	806.00	416.42	4.37	7.71	1225.76
Vehicles	-	62.64	3.96	7.51	0.06	59.15	12.78	6.66	0.06	65.33
Office Equipment	-	1.36	...	...	-	1.36	0.15	0.05	-	1.46
<b>TOTAL</b>	-	<b>7858.21</b>	<b>205.28</b>	<b>39.58</b>	<b>0.09</b>	<b>8024.00</b>	<b>2112.87</b>	<b>49.11</b>	<b>36.92</b>	<b>10124.68</b>
<b>4B. Capital work-in-progress</b>	-	<b>1271.92</b>	<b>639.61</b>	<b>205.28</b>	<b>60.41</b>	<b>1766.66</b>	<b>465.46</b>	<b>2111.53</b>	<b>35.38</b>	<b>155.97</b>
<b>4C. Goodwill</b>										
Goodwill on Consolidation	-	16.98	-	-	-	16.98	-	-	-	16.98
<b>TOTAL</b>	-	<b>16.98</b>	-	-	-	<b>16.98</b>	-	-	-	<b>16.98</b>
<b>4D. Other Intangible assets (acquired)</b>										
Computer Software	-	57.54	5.76	0.63	-	62.67	0.73	3.48	-	59.92
Know How, Business and Commercial Rights	-	-	-	-	-	-	3.77	-	-	3.77
<b>TOTAL</b>	-	<b>57.54</b>	<b>5.76</b>	<b>0.63</b>	-	<b>62.67</b>	<b>4.50</b>	<b>3.48</b>	-	<b>63.69</b>
<b>4E. Intangible assets under development</b>	-	<b>0.76</b>	<b>5.90</b>	<b>5.76</b>	-	<b>0.90</b>	<b>6.76</b>	<b>5.72</b>	-	<b>1.94</b>
<b>4F. Right-of-use assets</b>										
Land	-	326.20	-	0.14	9.80	335.86	4.78	-	9.44	350.08
Buildings	-	49.19	-	-	-	49.19	0.16	-	-	49.35
<b>TOTAL</b>	-	<b>375.39</b>	-	<b>0.14</b>	<b>9.80</b>	<b>385.05</b>	<b>4.94</b>	-	<b>9.44</b>	<b>399.43</b>

Particulars	Depreciation and Amortization										Net Book Value	
	As at 28th July, 2023	Addition pursuant to the Scheme*	For the period	On Withdrawals and adjustments	Foreign Currency Translation Reserve Adj	Up to 31st March, 2024	For the year	On Withdrawals and adjustments	Foreign Currency Translation Reserve Adj	Up to 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024
<b>4A. Property, Plant and Equipment</b>												
Land	-	-	-	-	-	-	-	-	-	-	1012.21	1007.85
Buildings	-	361.54	41.82	3.13	-	400.23	76.29	0.44	0.25	476.33	4190.37	3328.63
Leasehold Improvements	-	5.06	0.04	-	-	5.10	0.17	0.01	-	5.26	2.30	1.64
Plant and Equipment	-	972.89	105.77	18.59	0.02	1060.09	199.13	30.71	0.78	1,229.28	1916.38	1353.95
Furniture and Fixtures	-	438.81	43.99	4.36	-	478.44	110.58	3.74	0.83	586.11	639.65	327.56
Vehicles	-	34.36	4.10	5.35	0.04	33.15	6.08	4.49	0.04	34.78	30.55	26.00
Office Equipment	-	1.22	0.04	-	-	1.26	0.03	0.05	-	1.24	0.22	0.10
<b>TOTAL</b>	-	<b>1813.88</b>	<b>195.76</b>	<b>31.43</b>	<b>0.06</b>	<b>1978.27</b>	<b>392.28</b>	<b>39.44</b>	<b>1.90</b>	<b>2333.00</b>	<b>7791.67</b>	<b>6045.73</b>
<b>4B. Capital work-in-progress</b>	-	-	-	-	-	-	-	-	-	-	<b>155.97</b>	<b>1766.66</b>
<b>4C. Goodwill</b>												
Goodwill on Consolidation	-	-	-	-	-	-	-	-	-	-	16.98	16.98
<b>TOTAL</b>	-	-	-	-	-	-	-	-	-	-	<b>16.98</b>	<b>16.98</b>
<b>4D. Other Intangible assets (acquired)</b>												
Computer Software	-	45.38	3.36	0.63	-	48.11	4.75	3.48	-	49.38	10.54	14.56
Know How, Business and Commercial Rights	-	-	-	-	-	-	0.13	-	-	0.13	3.64	-
<b>TOTAL</b>	-	<b>45.38</b>	<b>3.36</b>	<b>0.63</b>	-	<b>48.11</b>	<b>4.88</b>	<b>3.48</b>	-	<b>49.51</b>	<b>14.18</b>	<b>14.56</b>
<b>4E. Intangible assets under development</b>	-	-	-	-	-	-	-	-	-	-	<b>1.94</b>	<b>0.90</b>
<b>4F. Right-of-use assets</b>												
Land	-	20.24	3.41	-	0.50	24.15	4.91	-	0.56	29.62	320.46	311.71
Buildings	-	1.20	0.79	-	-	1.99	1.21	-	-	3.20	46.15	47.20
<b>TOTAL</b>	-	<b>21.44</b>	<b>4.20</b>	-	<b>0.50</b>	<b>26.14</b>	<b>6.12</b>	-	<b>0.56</b>	<b>32.82</b>	<b>366.61</b>	<b>358.91</b>

\* Pursuant to the Scheme [Refer Note 29 (i)]

#### Notes:

- The amount of expenditure recognised in the carrying amount of property, plant and equipment in the course of construction is ₹ 124.86 Crores. (Previous Period: ₹ 14.05 Crores). The same includes ₹ 119.33 Crores (Previous Period: Nil) pursuant to the Scheme.
- As per the Scheme, all immovable property (including but not limited to capital works in progress, land, buildings, and any other rights, titles, interests, rights of way and easements in relation thereto) shall be vested in the Group or be deemed to have been so, automatically without any further act or deed, with effect from the Appointed Date. Accordingly, all the immovable properties of the Demerged Company, forming part of the Demerged Undertaking has vested in the Group with effect from 1st January, 2025. The Group would be also filing the necessary applications for updation of the name with the concerned authorities in due course. Also Refer Note 29 (i).



Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

Capital work-in-progress (CWIP) ageing schedule

Particulars	As at 31st March, 2024					As at 31st March, 2025				
	Amount in CWIP for a period of					Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in Progress	631.17	434.04	214.69	486.76	1766.66	153.40	0.70	1.07	0.80	155.97
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
TOTAL	631.17	434.04	214.69	486.76	1766.66	153.40	0.70	1.07	0.80	155.97

Completion schedule for Projects in Capital work-in-progress, which are overdue or has exceeded its cost compared to its original plan

Particulars	As at 31st March, 2024				As at 31st March, 2025			
	To be completed in				To be completed in			
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
MXD - COL	1710.78	-	-	-	-	-	-	-

Intangible assets under development (IAUD) ageing schedule

Particulars	As at 31st March, 2024					As at 31st March, 2025				
	Amount in IAUD for a period of					Amount in IAUD for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in Progress	0.90	-	-	-	0.90	1.18	0.76	-	-	1.94
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
TOTAL	0.90	-	-	-	0.90	1.18	0.76	-	-	1.94

Note: There are no projects which are overdue or have exceeded its cost compared to its original plan in CWIP as at 31st March, 2025 and in IAUD as at 31st March, 2025 and 31st March, 2024.

Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	Face Value (₹) (Fully Paid)	As at 31st March, 2025		As at 31st March, 2024	
		Number	Amount	Number	Amount
5. Non-current investments					
INVESTMENT IN EQUITY INSTRUMENTS *					
In Associates (carrying amount determined using the equity method of accounting)					
Quoted					
International Travel House Limited	10	39,14,233		39,14,233	
Cost of acquisition (including goodwill of ₹ 11.89 Crores)			21.87		21.87
Add / (Less) : Group Share of Profits / (Losses)			71.66		60.45
			93.53		82.32
Gujarat Hotels Limited	10	17,33,907		17,33,907	
Cost of acquisition (including goodwill of ₹ 1.16 Crores)			1.94		1.94
Add / (Less) : Group Share of Profits / (Losses)			21.42		19.42
			23.36		21.36
In Joint Ventures (carrying amount determined using the equity method of accounting)					
Unquoted					
Maharaja Heritage Resorts Limited	100	1,80,000		1,80,000	
Cost of acquisition (including goodwill of ₹ 0.13 Crore)			1.80		1.80
Add / (Less) : Group Share of Profits / (Losses)			(1.65)		(1.80)
			0.15		-
In Others (at fair value through other comprehensive income)					
Unquoted					
Jupiter Township Limited	1	150	...	150	...
INVESTMENT IN GOVERNMENT OR TRUST SECURITIES (at amortised cost)					
Unquoted					
Government Securities (cost ₹ 44000.00)			...		...
INVESTMENT IN BONDS IN THE NATURE OF DEBENTURES (at amortised cost)					
Quoted					
Small Industries Development Bank of India					
7.43% - Series I - 31-Aug-2026	100,000	2,000	19.90	2,000	19.81
7.44% - Series I - 04-Sep-2026	100,000	500	4.99	500	4.97
7.79% - Series VI - 14-May-2027	100,000	5,000	50.23	-	-
National Bank for Agriculture and Rural Development					
7.70% - Series 25 A - 30-Sep-2027	100,000	1,000	10.00	-	-
7.62% - Series 23 I - 31-Jan-2028	100,000	5,000	50.12	-	-
7.53% - Series 25 E - 24-Mar-2028	100,000	25,000	250.20	-	-
Aggregate amount of quoted investments			502.33		128.46
Aggregate amount of unquoted investments			0.15		...
TOTAL			502.48		128.46

Aggregate market value of quoted investments: ₹ 598.78 Crores (Previous Period: ₹ 289.15 Crores)

\* Pursuant to the Scheme [Refer Note 29 (i)]

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>6. Loans</b>				
Other Loans - Employees				
- Unsecured, considered good	0.21	-	0.36	0.04
<b>TOTAL</b>	<b>0.21</b>	<b>-</b>	<b>0.36</b>	<b>0.04</b>

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>7. Other Financial assets</b>				
Security Deposits	9.01	3.07	7.90	8.08
Bank deposits with more than 12 months maturity	-	7.21	-	23.26
Others				
Deposits other than Security Deposits	0.32	0.11	0.27	0.70
Interest accrued on Investments, Deposits etc.	30.26	-	8.12	-
Other Receivables*	23.47	-	11.19	-
<b>TOTAL</b>	<b>63.06</b>	<b>10.39</b>	<b>27.48</b>	<b>32.04</b>

\* Includes amount recoverable in terms of the Scheme, reimbursements etc.

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

<b>8. Deferred tax assets / liabilities</b>	As at 31st March, 2025	As at 31st March, 2024
Deferred tax liabilities (Net)	425.73	399.73
Less: Deferred tax assets (Net)	3.87	3.78
<b>TOTAL</b>	<b>421.86</b>	<b>395.95</b>

### Movement in deferred tax liabilities / assets balances

For the year ended 31st March, 2025	Opening Balance	Recognised in profit or loss	Recognised in OCI	Effect of foreign exchange	Closing Balance
<b>Deferred tax liabilities / assets in relation to:</b>					
On fiscal allowances on property, plant and equipment etc.	428.30	44.76	-	0.05	473.11
Other timing differences	2.79	0.07	-	-	2.86
<b>Total deferred tax liabilities</b>	<b>431.09</b>	<b>44.83</b>	<b>-</b>	<b>0.05</b>	<b>475.97</b>
On employees' separation and retirement etc.	10.97	0.09	(0.23)	-	10.83
On provision for doubtful debts / advances	3.07	(0.38)	-	-	2.69
On State and Central taxes etc.	10.55	(2.61)	-	-	7.94
On tax losses	0.78	20.26	-	-	21.04
Other timing differences	9.77	1.84	-	-	11.61
<b>Total deferred tax assets</b>	<b>35.14</b>	<b>19.20</b>	<b>(0.23)</b>	<b>-</b>	<b>54.11</b>
<b>Deferred tax liabilities (Net)</b>	<b>395.95</b>	<b>25.63</b>	<b>0.23</b>	<b>0.05</b>	<b>421.86</b>

For the period from 28th July, 2023 to 31st March, 2024	Opening Balance	Addition pursuant to the Scheme *	Recognised in profit or loss	Recognised in OCI	Closing Balance
<b>Deferred tax liabilities / assets in relation to:</b>					
On fiscal allowances on property, plant and equipment etc.	-	411.10	17.20	-	428.30
Other timing differences	-	1.85	0.94	-	2.79
<b>Total deferred tax liabilities</b>	<b>-</b>	<b>412.95</b>	<b>18.14</b>	<b>-</b>	<b>431.09</b>
On employees' separation and retirement etc.	-	12.12	(1.91)	0.76	10.97
On provision for doubtful debts / advances	-	4.91	(1.84)	-	3.07
On State and Central taxes etc.	-	6.74	3.81	-	10.55
On tax losses	-	3.61	(2.83)	-	0.78
Other timing differences	-	9.02	0.75	-	9.77
<b>Total deferred tax assets</b>	<b>-</b>	<b>36.40</b>	<b>(2.02)</b>	<b>0.76</b>	<b>35.14</b>
<b>Deferred tax liabilities (Net)</b>	<b>-</b>	<b>376.55</b>	<b>20.16</b>	<b>(0.76)</b>	<b>395.95</b>

\* Pursuant to the Scheme [Refer Note 29 (i)]



## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025		As at 31st March, 2024	
<b>9. Income tax assets (Net)</b>				
Income tax assets (Net of provisions)	2.72		3.63	
<b>TOTAL</b>	<b>2.72</b>		<b>3.63</b>	
	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>10. Other Assets</b>				
Capital Advances	-	62.87	-	113.02
Advances other than capital advances				
Security Deposits				
- With Statutory Authorities	4.04	33.08	2.66	92.32
- Others	-	50.29	0.60	51.85
Advances with vendors for supply of goods or services	37.09	0.11	14.80	13.16
Prepaid Expenses	38.73	3.07	27.06	2.57
Input Taxes (GST etc.)	11.48	-	0.72	-
Other Advances (including advances to employees etc.)	1.34	3.07	1.52	0.40
Balance with Superannuation Funds *	18.05	-	15.23	-
Other Receivables (including recoverable towards withholding taxes etc.)	12.79	-	1.83	-
<b>TOTAL</b>	<b>123.52</b>	<b>152.49</b>	<b>64.42</b>	<b>273.32</b>
*Refer Note 29 (vi)				
	As at 31st March, 2025		As at 31st March, 2024	
<b>11. Inventories</b>				
(At lower of cost and net realisable value)				
Food, beverage etc.	37.11		27.95	
Work-in-progress	1196.71		1003.22	
Stores and operating supplies	7.34		5.45	
<b>TOTAL</b>	<b>1241.16</b>		<b>1036.62</b>	

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	Face Value (₹) (Fully Paid)	As at 31st March, 2025		As at 31st March, 2024	
		Number	Amount	Number	Amount
<b>12. Current investments (at fair value through profit or loss)</b>					
<b>INVESTMENT IN DEBT MUTUAL FUNDS</b>					
<b>Unquoted</b>					
<b>Liquid / Overnight Funds</b>					
Axis Mutual Fund	1,000	48,685	14.04	29,229	7.84
Aditya Birla Sunlife Mutual Fund	100	60,498	2.53	-	-
HDFC Mutual Fund	1,000	2,368	1.21	5,301	2.51
ICICI Prudential Mutual Fund	100	1,63,339	6.27	89,405	3.19
Kotak Mahindra Mutual Fund	1,000	-	-	5,697	2.78
Nippon India Mutual Fund	1,000	2,859	1.81	13,136	7.77
UTI Mutual Fund	1,000	12,139	5.16	7,662	3.03
<b>Debt Index Funds</b>					
Aditya Birla Sunlife Mutual Fund	10	4,92,22,347	50.35	-	-
<b>Low Duration Funds</b>					
Axis Mutual Fund	1,000	53,566	17.01	53,566	15.74
Aditya Birla Sunlife Mutual Fund	100	10,24,759	18.35	2,56,821	13.00
ICICI Prudential Savings Fund	100	2,66,232	14.18	2,66,232	13.14
SBI Mutual Fund	1,000	82,530	28.37	8,171	2.69
<b>Money Market Funds</b>					
Kotak Mahindra Mutual Fund	1,000	9,488	4.18	-	-
<b>Short Duration Funds</b>					
Nippon India Mutual Fund	100	7,69,580	4.31	-	-
SBI Mutual Fund	1,000	3,34,617	1.11	3,34,617	1.03
<b>Corporate Bond Funds</b>					
ICICI Prudential Mutual Fund	10	6,88,057	2.10	6,88,057	1.94
Kotak Mahindra Mutual Fund	1,000	7,008	2.70	3,634	1.28
<b>Aggregate amount of quoted investments</b>			-		-
<b>Aggregate amount of unquoted investments</b>			173.68		75.94
<b>TOTAL</b>			<b>173.68</b>		<b>75.94</b>

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>13. Trade receivables (Current)</b>		
Considered Good - Secured	1.69	1.71
Considered Good - Unsecured	200.08	142.81
Which have significant increase in credit risk	-	-
Credit impaired (Refer Note 32)	9.93	11.33
Less: Allowance for Credit impairment	9.93	11.33
<b>TOTAL</b>	<b>201.77</b>	<b>144.52</b>

### Trade receivables ageing schedule

	Not Due *	Outstanding for following periods from due date of payment as at 31st March, 2025					Total
		Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	93.58	94.56	10.36	3.17	0.03	0.07	201.77
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	2.98	2.00	2.06	0.16	1.10	8.30
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	1.63	1.63
<b>SUB-TOTAL</b>	<b>93.58</b>	<b>97.54</b>	<b>12.36</b>	<b>5.23</b>	<b>0.19</b>	<b>2.80</b>	<b>211.70</b>
Less: Allowance for credit impairment							9.93
<b>TOTAL</b>							<b>201.77</b>

\* includes unbilled trade receivables of ₹ 13.00 Crores

	Not Due #	Outstanding for following periods from due date of payment as at 31st March, 2024					Total
		Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 Years	
Undisputed Trade Receivables – considered good	64.86	68.30	11.16	0.11	0.02	0.07	144.52
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	2.37	3.10	1.57	0.35	1.11	8.50
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	2.83	2.83
SUB-TOTAL	64.86	70.67	14.26	1.68	0.37	4.01	155.85
Less: Allowance for Credit impairment							11.33
TOTAL							144.52

# includes unbilled trade receivables of ₹ 8.98 Crores

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>14. Cash and cash equivalents @</b>		
Balances with Banks		
Current accounts	75.32	46.61
Cheques, drafts on hand	0.01	0.18
Cash on hand	3.38	2.53
<b>TOTAL</b>	<b>78.71</b>	<b>49.32</b>

@ Cash and cash equivalents include cash on hand, cheques, drafts on hand, cash at bank and deposits with banks with original maturity of 3 months or less.

	As at 31st March, 2025	As at 31st March, 2024
<b>15. Bank Balances other than Cash and cash equivalents</b>		
In deposit accounts §	1574.85	148.14
<b>TOTAL</b>	<b>1574.85</b>	<b>148.14</b>

§ Represents deposits with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet date.



# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025 (No. of Shares)	As at 31st March, 2025	As at 31st March, 2024 (No. of Shares)	As at 31st March, 2024
<b>16. Equity Share capital</b>				
<b>Authorised</b>				
Equity Shares of ₹ 1.00 each	2,50,00,00,000	250.00	2,50,00,00,000	250.00
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of ₹ 1.00 each, fully paid	2,08,11,71,040	208.12	83,00,00,000	83.00

## A) Reconciliation of number of Equity Shares outstanding

As at beginning of the period	83,00,00,000	83.00	-	-
Add: Issued upon incorporation for cash consideration	-	-	83,00,00,000	83.00
Add: Issued pursuant to the Scheme [Refer Note 29 (i)]	1,25,11,71,040	125.12	-	-
As at end of the period	<b>2,08,11,71,040</b>	<b>208.12</b>	<b>83,00,00,000</b>	<b>83.00</b>

## B) Shareholders holding more than 5% of the Equity Shares in the Company:

	As at 31st March, 2025 (No. of Shares)	As at 31st March, 2025 (%)	As at 31st March, 2024 (No. of Shares)	As at 31st March, 2024 (%)
ITC Limited	83,00,00,000	39.88	83,00,00,000	100.00
Tobacco Manufacturers (India) Limited	25,41,49,586	12.21	-	-
Life Insurance Corporation of India	19,18,47,649	9.22	-	-

## C) Shareholding of Promoters:

	Promoter Name	As at 31st March, 2025		
		No. of shares as at end of the period	% of Total Shares (No. of Shares)	% change during the period
Equity Shares of ₹ 1.00 each, fully paid	ITC Limited	83,00,00,000	39.88	(60.12)
	Promoter Name	As at 31st March, 2024		
		No. of shares as at end of the period	% of Total Shares (No. of Shares)	% change during the period
Equity Shares of ₹ 1.00 each, fully paid	ITC Limited	83,00,00,000	100.00	-

## D) Equity Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding 31st March:

	2025 (No. of Shares)	2024 (No. of Shares)
Fully paid up equity shares of ₹ 1.00 each allotted in terms of the Scheme [Refer Note 29 (i)]	1,25,11,71,040	-

## E) Equity Shares allotted as fully paid pursuant to contract(s) as fully paid up Bonus Shares during the period of five years immediately preceding 31st March: Nil

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 16. Equity Share capital (Contd.)

### F) Rights, preferences and restrictions attached to the Equity Shares:

The Equity Shares of the Company, having par value of ₹ 1.00 per share, rank *pari passu* in all respects including voting rights and entitlement to dividend.

### G) Shares reserved for issue under ITC Hotels Special Purpose Employee Stock Option Scheme:

	As at 31st March, 2025 (No. of Shares)	As at 31st March, 2024 (No. of Shares)
Equity Shares of ₹ 1.00 each	76,85,360	-

### Terms and Conditions of Options Granted

Each Option entitles the holder thereof to apply for and be allotted ten Equity Shares of the Company of ₹ 1.00 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of five years from the date of vesting in respect of Options.

Options granted under this Scheme shall have remaining Vesting Period and Exercise Period of corresponding outstanding stock options of ITC Limited as on the Record Date.

The Options have been granted at the 'market price' as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Further details of ITC Hotels Special Purpose Employee Stock Option Scheme are provided in Note 29 (x).

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
Lease Liabilities	0.52	72.78	0.48	73.11
<b>TOTAL</b>	<b>0.52</b>	<b>72.78</b>	<b>0.48</b>	<b>73.11</b>

\* Refer Note 29 (viii)

## 17. Lease Liabilities \*

### Movement of Lease Liabilities during the period

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening Lease Liabilities	73.59	-
Addition pursuant to the Scheme [Refer Note 29(i)]	-	74.04
Interest expense on Lease Liabilities	6.60	4.42
Payment of Lease Liabilities (including interest)	(6.89)	(4.87)
<b>Closing Lease Liabilities</b>	<b>73.30</b>	<b>73.59</b>

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>18. Other financial liabilities</b>		
<b>Non-current</b>		
Security Deposits	31.74	32.23
Payable towards employee benefits	9.58	5.84
Others (Includes retention money payable towards property, plant and equipment etc.)	2.75	2.41
<b>TOTAL</b>	<b>44.07</b>	<b>40.48</b>
<b>Current</b>		
Security Deposits	8.59	11.33
Payable towards employee benefits	65.48	69.25
Payable towards property, plant and equipment	69.15	105.33
Others (Includes payable towards derivatives not designated as hedging instruments etc.)	0.68	0.97
<b>TOTAL</b>	<b>143.90</b>	<b>186.88</b>

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>19. Provisions</b>				
Provision for employee benefits [Refer Note 29 (vi)]				
Retirement benefits	10.23	27.43	15.86	20.86
Other benefits	0.17	0.37	0.06	0.55
<b>TOTAL</b>	<b>10.40</b>	<b>27.80</b>	<b>15.92</b>	<b>21.41</b>

	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non-Current	Current	Non-Current
<b>20. Other liabilities</b>				
Statutory Liabilities	109.94	-	128.08	-
Advances received from customers **	294.14	-	84.72	125.89
Liability towards loyalty programmes #	121.80	-	98.92	-
Deferred Revenue#	22.99	16.70	8.56	17.98
Others (includes accruals etc.)	28.39	-	25.26	-
<b>TOTAL</b>	<b>577.26</b>	<b>16.70</b>	<b>345.54</b>	<b>143.87</b>

\* Generally settled within 12 months (except for branded residences where the same is settled upon sale).

# Balances forming part of contract balances

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	As at 31st March, 2025	As at 31st March, 2024
<b>21. Trade payables</b>		
Dues of micro and small enterprises	13.43	19.45
Dues of creditors other than micro and small enterprises	408.00	413.84
<b>TOTAL</b>	<b>421.43</b>	<b>433.29</b>

### (i) Trade payables ageing schedule

	Not Due	Outstanding for following periods from due date of payment as at 31st March, 2025				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - Micro and small enterprises	2.62	-	-	-	-	2.62
Undisputed dues - Others	39.66	29.21	0.05	-	-	68.92
Disputed dues – Micro and small enterprises	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-
<b>SUB-TOTAL</b>	<b>42.28</b>	<b>29.21</b>	<b>0.05</b>	<b>-</b>	<b>-</b>	<b>71.54</b>
<b>Accrued Payables (not due)</b>						
- Micro and small enterprises						10.81
- Others						339.08
<b>TOTAL</b>						<b>421.43</b>

	Not Due	Outstanding for following periods from due date of payment as at 31st March, 2024				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - Micro and small enterprises	0.31	-	-	-	-	0.31
Undisputed dues - Others	40.11	12.05	0.03	-	-	52.19
Disputed dues – Micro and small enterprises	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-
<b>SUB-TOTAL</b>	<b>40.42</b>	<b>12.05</b>	<b>0.03</b>	<b>-</b>	<b>-</b>	<b>52.50</b>
<b>Accrued Payables (not due)</b>						
- Micro and small enterprises						19.14
- Others						361.65
<b>TOTAL</b>						<b>433.29</b>

	As at 31st March, 2025	As at 31st March, 2024
<b>22. Current Tax Liabilities (Net)</b>		
Current taxation (net of advance payment)	7.23	-
<b>TOTAL</b>	<b>7.23</b>	<b>-</b>



## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>23. Revenue From Operations</b>		
Rooms	1804.14	1151.54
Food & beverages	1422.68	856.72
Management & operating fees etc.	134.67	70.58
Others (including membership fees etc.)	164.37	126.40
Gross Revenue from sale of products and services	3525.86	2205.24
Other Operating Income *	33.95	19.16
<b>TOTAL</b>	<b>3559.81</b>	<b>2224.40</b>

\* Includes retention income, brand support fees etc.

	For the Year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>24. Other Income</b>		
Interest income	55.93	10.97
Other non-operating income	10.37	1.41
<b>TOTAL</b>	<b>66.30</b>	<b>12.38</b>

Interest income:

- a) Deposits with banks etc. - carried at amortised cost
- b) Financial assets:
- mandatorily measured at FVTPL
  - measured at amortised cost
- c) Others (from statutory authorities etc.)

<b>TOTAL</b>	<b>55.93</b>	<b>10.97</b>
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Other non-operating income:

Net foreign exchange gain / (loss)	(1.73)	(5.03)
Net gain / (loss) arising on financial instruments measured at FVTPL (Refer Note 32) #	10.73	3.22
Others	1.37	3.22
<b>TOTAL</b>	<b>10.37</b>	<b>1.41</b>

# Includes ₹ 4.79 Crores (Previous Period: ₹ 0.90 Crore) being net gain / (loss) on sale of investments.

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>25. Employee benefits expense</b>		
Salaries and wages	580.83	354.46
Remuneration of personnel on deputation reimbursed	4.98	0.79
Contribution to provident and other funds	37.85	25.62
Share based payments to employees \$	4.06	0.74
[Includes cash-settled share based payments ₹ 0.18 Crore (Previous Period: ₹ 0.20 Crore)]		
Staff welfare expenses	73.37	45.78
	701.09	427.39
Less: Recoveries made / reimbursements received	8.58	3.68
<b>TOTAL</b>	<b>692.51</b>	<b>423.71</b>

\$ Refer Note 29 (ix) & 29 (x)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>26. Finance costs</b>		
Interest expense:		
- On Lease Liabilities *	6.60	4.42
- On other financial liabilities measured at amortised cost	...	...
- Others (to statutory authorities etc.)	0.04	0.22
<b>TOTAL</b>	<b>6.64</b>	<b>4.64</b>

\* Refer Note 17

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>27. Other Expenses</b>		
Power and fuel	187.33	110.26
Consumption of stores and operating supplies	101.34	76.93
Rent	40.91	22.91
Rates and taxes	64.73	53.89
Insurance	21.77	9.45
Repairs		
- Buildings	49.18	32.95
- Machinery	94.12	62.93
- Others	34.94	34.61
Maintenance and upkeep	90.91	55.78
Advertising and Sales promotion	71.01	51.40
Hotel reservation and Marketing expenses	78.76	48.88
Bank and credit card charges	37.58	15.53
Information technology services	74.93	46.26
Commission to agents	92.39	53.44
Banquet equipment, manpower hiring etc.	77.75	48.67
Travelling and conveyance	44.91	32.15
Legal and professional charges	40.46	27.05
Communication Costs	3.38	2.00
Printing and stationery	8.76	5.54
Loss on sale of property, plant and equipment - Net	6.45	5.46
Miscellaneous expenses	71.66	45.54
<b>TOTAL</b>	<b>1293.27</b>	<b>841.63</b>

## Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>28. Income tax expenses</b>		
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Income tax for the period	220.79	121.56
Adjustments / (credits) related to previous years - Net	-	(0.87)
<b>Total current tax</b>	<b>220.79</b>	<b>120.69</b>
<b>Deferred tax</b>		
Deferred tax for the period	25.63	20.16
<b>Total deferred tax</b>	<b>25.63</b>	<b>20.16</b>
<b>TOTAL</b>	<b>246.42</b>	<b>140.85</b>
<b>B. Amount recognised in other comprehensive income</b>		
The tax (charge) / credit arising on income and expenses recognised in other comprehensive income is as follows:		
On items that will not be reclassified to profit or loss		
Remeasurements gains / (losses) on defined benefit plans	(0.23)	0.76
<b>TOTAL</b>	<b>(0.23)</b>	<b>0.76</b>
<b>C. Reconciliation of effective tax rate</b>		
The income tax expense for the year can be reconciled to the accounting profit as follows:		
<b>Profit before tax</b>	<b>884.06</b>	<b>564.72</b>
Income Tax expense calculated @ 25.168% (Previous Period: 25.168%)	222.50	142.13
Effect of tax relating to uncertain tax positions	0.59	0.02
Effect of different tax rate on certain items	(0.46)	-
Difference in tax rates of subsidiary companies	29.43	(0.54)
Other differences	(5.64)	0.11
<b>TOTAL</b>	<b>246.42</b>	<b>141.72</b>
Adjustments recognised in the current tax in relation to prior years	-	(0.87)
<b>Income Tax recognised in profit or loss</b>	<b>246.42</b>	<b>140.85</b>

The tax rate of 25.168% (22% + surcharge @10% and cess @4%) used for the year ended 31st March, 2025 and previous period is the corporate tax rate applicable on taxable profits under the Income-tax Act, 1961.



# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements

- (i) The Hon'ble National Company Law Tribunal, Kolkata Bench, vide Order dated 4th October, 2024 (the "Order"), approved the Scheme of Arrangement amongst ITC Limited ("Demerged Company") and ITC Hotels Limited ("Resulting Company" / "the Company") and their respective shareholders and creditors under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 ("the Scheme") for demerger of the Hotels Business of ITC Limited ("Demerged Undertaking") into the Company; certified copy of the Order was received on 16th December, 2024. Upon fulfilment of all the conditions stated in the Scheme, including filing of the aforesaid Order with the Registrar of Companies, West Bengal, the Scheme became effective from 1st January, 2025, being the Appointed Date and the Effective Date of the Scheme.

With effect from the Appointed Date, the Hotels Business of ITC Limited (along with all assets and liabilities thereof, excluding ITC Grand Central, Mumbai) and the investments held by ITC Limited in Hospitality entities Viz., Fortune Park Hotels Limited, Bay Islands Hotels Limited, Landbase India Limited, WelcomHotels Lanka (Private) Limited, Srinivasa Resorts Limited, International Travel House Limited, Gujarat Hotels Limited and Maharaja Heritage Resorts Limited were transferred to the Company on a going concern basis. As a Consideration, the Company issued 1 Equity Share of face and paid-up value of ₹ 1/- for every 10 Ordinary Shares of face and paid-up value of ₹ 1/- each held by the Shareholders in ITC Limited ("Share Entitlement Ratio").

The Group has given effect to the Scheme as hereunder in accordance with the accounting treatment specified in the Scheme and as per applicable accounting standards (Ind AS) as under:

- Recorded the assets and liabilities at their respective carrying values as appearing in the Consolidated Financial Statements of the Resultant Company [refer details in (a) below].
- Issued 1,25,11,71,040 Equity Shares of face and paid up value of ₹ 1 each to the shareholders of Demerged Company and an amount of ₹ 21908.25 Crores (being excess of the fair value of the Equity Shares issued, i.e., ₹ 22033.37 Crores as determined by external valuation expert, over the face value of the equity shares issued, i.e., ₹ 125.12 Crores), has been credited into Securities Premium Account.
- Difference between the fair value of the Equity Shares issued and the book value of the assets and liabilities of the Demerged Undertaking, along with consequential adjustments [refer details in (b) below] amounting to ₹ 11361.50 Crores has been recognised as Capital Reserve, and the same has been adjusted against the Securities Premium account in accordance with the Scheme.

- a. Carrying Value of net assets of the Demerged Undertaking as on the appointed date:

Particulars	Amount
Property, Plant and Equipment, intangible assets (including capital work-in-progress and intangible assets under development) and right-of-use assets	8377.94
Goodwill on consolidation	16.98
Investments accounted for using the equity method	112.49
Investments	119.78
Other non-current assets	1656.30
Inventories	1207.06
Trade receivables	197.05
Cash and cash equivalents	198.30
Other current assets	188.80
<b>Total assets (A)</b>	<b>12074.70</b>
Deferred tax liabilities (Net)	417.82
Lease Liabilities	73.35
Trade payables	373.35
Other liabilities	794.83
<b>Total liabilities (B)</b>	<b>1659.35</b>
<b>Non-controlling interests (C)</b>	<b>35.37</b>
<b>Net assets transferred (A)-(B)-(C)</b>	<b>10379.98</b>

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

- b. Consequential adjustments in Other Equity as on appointed date, recognized in these consolidated financial statements:

Particulars	Amount
Share Options Outstanding account recognised [Refer Note 29 (x)]	22.89
Pertaining to Subsidiaries' Capital Reserve, Subsidy Reserve, General Reserve and Retained Earnings	49.98
Pertaining to Capital Reserve and Exchange differences on translating the financial statements of foreign operations, arising out of Consolidation	(364.76)

The figures for the comparative period ending 31st March, 2024, have been computed as if the arrangement had occurred from the date of incorporation of the Company i.e., 28th July, 2023. Accordingly, the figures for the period ended 31st March, 2024 and the year ended 31st March, 2025 include the results of the Group and the Demerged Undertaking transferred under the Scheme. Figures for the period ended 31st March, 2024 are not audited.

- (ii) Earnings per share has been computed as under:

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
(a) Profit for the period attributable to owners of the parent (₹ in Crores)	634.57	421.72
(b) Weighted average number of equity shares outstanding for the purpose of basic earnings per share <sup>#</sup>	2,08,11,71,040	2,08,11,71,040
(c) Effect of potential equity shares on Employee Stock Options outstanding	11,83,606	-
(d) Weighted average number of equity shares in computing diluted earnings per share [(b) + (c)]	2,08,23,54,646	2,08,11,71,040
(e) Earnings per share on profit for the period (Face Value ₹ 1.00 per share)		
- Basic [(a) / (b)]	₹ 3.05	₹ 2.03
- Diluted [(a) / (d)]	₹ 3.05	₹ 2.03

<sup>#</sup> Earnings per share (Basic & Diluted) are calculated after considering the impact of issuance of equity shares, as stated in Note 29 (i) above, from the date of incorporation of the Company.

- (iii) Amount required to be spent by the Group during the year as per Section 135 read with Section 198 of the Companies Act, 2013 - ₹ 0.37 Crore (Previous Period: ₹ 0.14 Crore) being 2% of the average Net Profit of the respective Companies.

Expenditure incurred during the year is ₹ 0.39 Crore (Previous Period: ₹ 0.14 Crore) which has been included in other expenses.

CSR activities undertaken during the year pertain to promoting education and skill development.

- (iv) (a) The subsidiaries (which along with ITC Hotels Limited, the parent, constitute the Group) considered in the preparation of these Consolidated Financial Statements are:

Name	Country of Incorporation	Percentage of ownership interest as at 31st March, 2025 *	Percentage of ownership interest as at 31st March, 2024 *
Srinivasa Resorts Limited	India	68	68
Fortune Park Hotels Limited	India	100	100
Landbase India Limited	India	100	100
Bay Islands Hotels Limited	India	100	100
WelcomHotels Lanka (Private) Limited	Sri Lanka	100	100

\* acquired pursuant to the Scheme, refer Note 29 (i)

The financial statements of the subsidiaries, considered in the Consolidated Accounts, is drawn upto 31st March.

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

### (b) Interests in Joint Venture:

The Group's interest in jointly controlled entity (incorporated Joint Venture) is:

Name	Country of Incorporation	Percentage of ownership interest as at 31st March, 2025 *	Percentage of ownership interest as at 31st March, 2024 *
Maharaja Heritage Resorts Limited	India	50	50

\* acquired pursuant to the Scheme, refer Note 29 (i)

The financial statements of the Joint Venture, considered in the Consolidated Accounts, is drawn upto 31st March.

### (c) Investments in Associates:

The Group's Associates are:

Name	Country of Incorporation	Percentage of ownership interest as at 31st March, 2025 *	Percentage of ownership interest as at 31st March, 2024 *
Gujarat Hotels Limited	India	45.78	45.78
International Travel House Limited	India	48.96	48.96

\* acquired pursuant to the Scheme, refer Note 29 (i)

The financial statements of the Associates, considered in the Consolidated Accounts, are drawn upto 31st March.

### (d) These Consolidated Financial Statements are based, in so far as they relate to amounts included in respect of subsidiaries, associates and joint venture on the audited financial statements prepared for consolidation in accordance with the requirements of Indian Accounting Standard - 110 (Ind AS 110) on "Consolidated Financial Statements" and Indian Accounting Standard - 28 (Ind AS 28) on "Investments in Associates and Joint Ventures" by each of the included entities.

### (v) Contingent liabilities and commitments:

#### (a) Contingent liabilities:

Claims against the Group not acknowledged as debts ₹ 265.28 Crores (Previous Period: ₹ 148.00 Crores) including interest on claims, where applicable, estimated to be ₹ 55.84 Crores (Previous Period: ₹ 52.82 Crores). These comprise:

- Service Tax and other indirect taxes claims disputed by the Group relating to issues of applicability and classification aggregating ₹ 102.36 Crores (Previous Period: ₹ 97.03 Crores) including interest on claims, where applicable, estimated to be ₹ 53.15 Crores (Previous Period: ₹ 50.13 Crores).
- Local Authority taxes claims disputed by the Group relating to issues of applicability and determination aggregating ₹ 38.20 Crores (Previous Period: ₹ 46.39 Crores) including interest on claims, where applicable, estimated to be ₹ 2.69 Crores (Previous Period: ₹ 2.69 Crores).
- Disputed lease rent claims from lessors in respect of a property ₹ 114.58 Crores (Previous Period: Nil).
- Other matters ₹ 10.14 Crores (Previous Period: ₹ 4.58 Crores).

It is not practicable for the Group to estimate the closure of these issues and the consequential timings of cash flows, if any, in respect of the above.

#### (b) Commitments

Estimated amount of contracts remaining to be executed on capital accounts and not provided for ₹ 169.46 Crores (Previous Period: ₹ 1558.74 Crores).

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

### (vi) Employee Benefit Plans

The Group has adopted Indian Accounting Standard-19 (Ind AS 19) on 'Employee Benefits'. These Consolidated Financial Statements include the obligations as per requirement of this standard except for the subsidiary which is incorporated outside India who has determined the valuation / provision for employee benefits as per requirements of its respective country. In the opinion of the management, the impact of this deviation is not considered material.

#### Description of Plans

The Group makes contributions to both Defined Benefit and Defined Contribution Plans for qualifying employees. Provident Fund contributions are made to the Employee Provident Fund Organisation (EPFO) and contributions for other employee benefits like pension and gratuity are made to approved Trusts, which are sponsored by ITC Limited where the Company is a participating member. These Trusts operate in accordance with the Trust Deeds, Rules and applicable Statutes. The concerned Trusts are managed by Trustees who provide strategic guidance with regard to the management of their investments and liabilities and also periodically review their performance. For certain employees, who were members of the Provident Fund Trust sponsored by ITC Limited, the balances are being transferred to EPFO.

Pension benefits are funded, gratuity benefits are both funded as well as unfunded and Leave Encashment Benefits are unfunded in nature. The Defined Benefit Pension Plans are based on employees' pensionable remuneration and length of service. Under the Provident Fund, Gratuity and Leave Encashment Schemes, employees are entitled to receive lump sum benefits.

#### (a) Defined Benefit Plans:

The liabilities arising in the Defined Benefit Schemes are determined in accordance with the advice of independent, professionally qualified actuaries, using the projected unit credit method. The Group makes regular contributions to these Defined Benefit Plans which are administered by respective trusts. Additional contributions are made to these plans as and when required based on actuarial valuation. The Group makes contributions to the Plans for its employees on a uniform basis and ascertains its obligation through independent actuarial valuation. The net defined benefit cost is recognised by the Company in its Financial Statements.

#### Risk Management

The Defined Benefit Plans expose the Group to risk of actuarial deficit arising out of investment risk, interest rate risk and salary cost inflation risk.

**Investment Risk:** This may arise from volatility in asset values due to market fluctuations and impairment of assets due to credit losses. These Plans primarily invest in debt instruments such as Government securities and highly rated corporate bonds, the valuation of which is inversely proportional to the interest rate movements.

**Interest Rate Risk:** The present value of Defined Benefit Plan liability is determined using the discount rate based on the market yields prevailing at the end of reporting period on Government securities. A decrease in yields will increase the fund liabilities and vice-versa.

**Salary Cost Inflation Risk:** The present value of the Defined Benefit Plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary might lead to higher liabilities.

These Plans have a relatively balanced mix of investments in order to manage the above risks. The investment strategy is designed based on the interest rate scenario, liquidity needs of the Plans and pattern of investment as prescribed under various statutes.

The Trustees regularly monitor the funding and investments of these Plans. Risk mitigation systems are in place to ensure that the health of the portfolio is regularly reviewed and investments do not pose any significant risk of impairment. Periodic audits are conducted to ensure adequacy of internal controls. Pension obligation of the employees is secured by purchasing annuities thereby de-risking the Plans from future payment obligation.



# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

		For the year ended 31st March, 2025				For the period from 28th July, 2023 to 31st March, 2024			
		Pension	Gratuity		Leave Encashment	Pension	Gratuity		Leave Encashment
		Funded	Funded	Unfunded	Unfunded	Funded	Funded	Unfunded	Unfunded
<b>I</b>	<b>Components of Employer Expense</b>								
	<b>Recognised in the Statement of Profit and Loss</b>								
1	Current Service Cost	3.64	4.91	0.10	4.86	2.73	3.14	0.10	4.57
2	Past Service Cost	-	0.19	-	0.03	-	-	-	0.02
3	Net Interest Cost	(1.41)	(0.25)	0.08	1.95	(1.00)	(0.04)	0.08	2.05
4	<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>2.23</b>	<b>4.85</b>	<b>0.18</b>	<b>6.84</b>	<b>1.73</b>	<b>3.10</b>	<b>0.18</b>	<b>6.64</b>
	<b>Remeasurements recognised in Other Comprehensive Income</b>								
5	Return on plan assets (excluding amounts included in Net interest cost)	1.38	(0.72)	-	-	(1.37)	(0.12)	-	-
6	Effect of changes in demographic assumptions	(7.51)	0.36	-	(0.03)	0.02	-	-	0.29
7	Effect of changes in financial assumptions	4.64	3.23	0.02	1.57	2.43	1.30	0.03	0.59
8	Changes in asset ceiling (excluding interest income)	-	-	-	-	-	-	-	-
9	Effect of experience adjustments	(0.96)	(1.56)	0.01	(1.35)	(0.74)	2.94	(0.03)	(2.33)
10	<b>Total remeasurements included in Other Comprehensive Income</b>	<b>(2.45)</b>	<b>1.31</b>	<b>0.03</b>	<b>0.19</b>	<b>0.34</b>	<b>4.12</b>	<b>-</b>	<b>(1.45)</b>
11	<b>Total defined benefit cost recognised in the Statement of Profit and Loss and Other Comprehensive Income (4+10)</b>	<b>(0.22)</b>	<b>6.16</b>	<b>0.21</b>	<b>7.03</b>	<b>2.07</b>	<b>7.22</b>	<b>0.18</b>	<b>5.19</b>
The current service cost, past service cost and net interest cost for the year, as applicable, pertaining to Pension and Gratuity expenses have been recognised in "Contribution to Provident and other funds" and Leave Encashment in "Salaries and wages" under Note 25. The remeasurements of the net defined benefit liability are included in Other Comprehensive Income.									
<b>II</b>	<b>Actual Returns</b>	<b>7.36</b>	<b>5.72</b>	<b>-</b>	<b>-</b>	<b>7.59</b>	<b>3.50</b>	<b>-</b>	<b>-</b>
<b>III</b>	<b>Net Asset / (Liability) recognised in Balance Sheet</b>								
1	Present Value of Defined Benefit Obligation	(104.88)	(77.98)	(1.26)	(33.11)	(111.71)	(73.66)	(1.21)	(30.86)
2	Fair Value of Plan Assets	122.93	74.46	-	-	126.94	68.79	-	-
3	Status [Surplus / (Deficit)]	18.05	(3.52)	(1.26)	(33.11)	15.23	(4.87)	(1.21)	(30.86)
4	Restrictions on Asset Recognised	-	-	-	-	-	-	-	-
5	Net Asset / (Liability) recognised in Balance Sheet								
a.	Current	18.05	(3.64)	(0.25)	(6.51)	15.23	(5.27)	(0.15)	(10.50)
b.	Non-Current	-	0.12	(1.01)	(26.60)	-	0.40	(1.06)	(20.36)

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

		For the year ended 31st March, 2025				For the period from 28th July, 2023 to 31st March, 2024			
		Pension	Gratuity		Leave Encashment	Pension	Gratuity		Leave Encashment
		Funded	Funded	Unfunded	Unfunded	Funded	Funded	Unfunded	Unfunded
<b>IV</b>	<b>Change in Defined Benefit Obligation (DBO)</b>								
1	Present Value of DBO at the beginning of the year	111.71	73.66	1.21	30.86	-	-	-	-
2	Addition pursuant to the Scheme	-	-	-	-	105.73	68.07	1.06	30.21
3	Current Service Cost	3.64	4.91	0.10	4.86	2.73	3.14	0.10	4.57
4	Past Service Cost	-	0.19	-	-	-	-	-	-
5	Interest Cost	7.33	4.75	0.08	1.95	5.22	3.34	0.08	2.05
6	Remeasurement gains / (losses)								
a.	Effect of changes in demographic assumptions	(7.51)	0.36	-	(0.03)	0.02	-	-	0.29
b.	Effect of changes in financial assumptions	4.64	3.23	0.02	1.57	2.43	1.30	0.03	0.59
c.	Changes in asset ceiling (excluding interest income)	-	-	-	-	-	-	-	-
d.	Effect of experience adjustments	(0.96)	(1.56)	0.01	(1.35)	(0.74)	2.94	(0.03)	(2.33)
7	Curtailment Cost / (Credits)	-	-	-	-	-	-	-	-
8	Settlement Cost / (Credits)	-	-	-	-	-	-	-	-
9	Liabilities assumed in business combination	-	-	-	-	-	-	-	-
10	Effects of transfer In / (Out)	(0.01)	-	-	-	-	-	-	-
11	Benefits Paid	(13.96)	(7.56)	(0.16)	(4.75)	(3.68)	(5.13)	(0.02)	(4.52)
12	<b>Present Value of DBO at the end of the year</b>	<b>104.88</b>	<b>77.98</b>	<b>1.26</b>	<b>33.11</b>	<b>111.71</b>	<b>73.66</b>	<b>1.21</b>	<b>30.86</b>

		As at 31st March, 2025		As at 31st March, 2024	
<b>V</b>	<b>Best Estimate of Employers' Expected Contribution for the next year</b>				
	- Pension	3.33		3.15	
	- Gratuity	13.52		13.14	

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

VI	Change in Fair Value of Assets	For the year ended 31st March, 2025				For the period from 28th July, 2023 to 31st March, 2024			
		Pension	Gratuity		Leave Encashment	Pension	Gratuity		Leave Encashment
		Funded	Funded	Unfunded	Unfunded	Funded	Funded	Unfunded	Unfunded
1	Plan Assets at the beginning of the year	126.94	68.79	-	-	-	-	-	-
2	Addition pursuant to the Scheme	-	-	-	-	121.12	63.65	-	-
3	Asset acquired in Business Combination	-	-	-	-	-	-	-	-
4	Interest Income	8.74	5.00	-	-	6.22	3.38	-	-
5	Remeasurement Gains / (Losses) on plan assets	(1.38)	0.72	-	-	1.37	0.12	-	-
6	Actual Company Contributions	2.60	7.51	-	-	1.91	6.77	-	-
7	Benefits Paid	(13.96)	(7.56)	-	-	(3.68)	(5.13)	-	-
8	Effects of transfer In / (Out)	(0.01)	-	-	-	-	-	-	-
9	Plan Assets at the end of the year	122.93	74.46	-	-	126.94	68.79	-	-

VII	Actuarial Assumptions	As at 31st March, 2025	As at 31st March, 2024
		Discount Rate (%)	Discount Rate (%)
1	Pension	6.75	7.00
2	Gratuity	6.75	7.00
3	Leave Encashment	6.75	7.00

The estimates of future salary increases, generally between 4% to 6% for the Company (being the largest component of the Group), considered in actuarial valuations take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

VIII	Major Category of Plan Assets as a % of the Total Plan Assets	As at 31st March, 2025	As at 31st March, 2024
1	Government Securities / Special Deposit with RBI	13.32%	14.49%
2	High Quality Corporate Bonds	10.50%	10.68%
3	Insurer / Citizen Investment Trust Managed Funds #	64.71%	64.00%
4	Mutual Funds	7.01%	6.28%
5	Cash and Cash Equivalents	4.46%	4.55%
6	Term Deposits	-	-

# In the absence of detailed information regarding plan assets which is funded with Insurance Companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

The fair value of Government securities, corporate bonds and mutual funds are determined based on quoted market prices in active markets. The employee benefit plans do not hold any securities issued by the Group.

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

IX Basis used to determine the Expected Rate of Return on Plan Assets									
The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are well diversified.									
X	Net Asset / (Liability) recognised in Balance Sheet (including experience adjustment impact)	For the year ended 31st March, 2025				For the period from 28th July, 2023 to 31st March, 2024			
		Pension	Gratuity		Leave Encashment	Pension	Gratuity		Leave Encashment
		Funded	Funded	Unfunded	Unfunded	Funded	Funded	Unfunded	Unfunded
1	Present Value of Defined Benefit Obligation	104.88	77.98	1.26	33.11	111.71	73.66	1.21	30.86
2	Fair Value of Plan Assets	122.93	74.46	-	-	126.94	68.79	-	-
3	Status [Surplus / (Deficit)]	18.05	(3.52)	(1.26)	(33.11)	15.23	(4.87)	(1.21)	(30.86)
4	Experience Adjustment of Plan Assets [Gain / (Loss)]	-	-	-	-	-	-	-	-
5	Experience Adjustment of obligation [(Gain) / Loss]	(0.96)	(1.56)	0.01	(1.35)	(0.74)	2.94	(0.03)	(2.33)

XI Sensitivity Analysis					
<p>The Sensitivity Analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may partially offset this impact. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous period.</p>					

		As at 31st March, 2025	As at 31st March, 2024
1	Year 1	43.18	50.17
2	Year 2	39.88	36.56
3	Year 3	39.36	30.06
4	Year 4	24.03	24.48
5	Year 5	19.24	20.00
6	Next 5 Years	57.77	60.30

### Maturity Analysis of the Benefit Payments

		As at 31st March, 2025	As at 31st March, 2024
1	Year 1	43.18	50.17
2	Year 2	39.88	36.56
3	Year 3	39.36	30.06
4	Year 4	24.03	24.48
5	Year 5	19.24	20.00
6	Next 5 Years	57.77	60.30



# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

- (b) Amounts towards Defined Contribution Plans have been recognised under “Contribution to Provident and other funds” in Note 25: ₹ 30.59 Crores (Previous Period: ₹ 20.61 Crores).
- (c) Code on Social Security, 2020: The date of implementation of the Code on Social Security, 2020 (“the Code”) relating to employee benefits is yet to be notified by the Government. Upon its implementation, the same may result in change in estimated contributions by the Group towards benefits covered under the Code such as Provident Fund, Gratuity etc. The Group shall consider and reflect the impact of the same upon its notification along with the Rules framed thereunder.

### (vii) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the entity	Net Assets		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount	As % of Consolidated Profit or (Loss)	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
<b>Parent</b>								
ITC Hotels Limited	64.08%	6874.27	109.13%	695.83	0.77%	0.93	91.85%	696.76
<b>Subsidiaries</b>								
<b>Indian</b>								
1 Landbase India Limited	2.58%	276.95	2.27%	14.44	(0.02)%	(0.02)	1.90%	14.42
2 Srinivasa Resorts Limited	0.75%	80.29	1.02%	6.52	(0.08)%	(0.10)	0.84%	6.42
3 Fortune Park Hotels Limited	0.49%	52.32	2.71%	17.31	(0.06)%	(0.07)	2.27%	17.24
4 Bay Islands Hotels Limited	0.24%	26.08	0.52%	3.30	-	-	0.44%	3.30
<b>Foreign</b>								
1 WelcomHotels Lanka (Private) Limited	30.43%	3265.22	(18.61)%	(118.70)	99.53%	120.37	0.22%	1.67
<b>Non-Controlling Interest in all subsidiaries</b>	0.34%	36.27	0.48%	3.07	(0.04)%	(0.05)	0.40%	3.02
<b>Associates</b>								
<b>Indian</b>								
1 International Travel House Limited	0.87%	93.53	2.08%	13.29	(0.10)%	(0.12)	1.74%	13.17
2 Gujarat Hotels Limited	0.22%	23.35	0.38%	2.43	-	-	0.32%	2.43
<b>Joint Venture</b>								
<b>Indian</b>								
1 Maharaja Heritage Resorts Limited	...	0.15	0.02%	0.15	-	-	0.02%	0.15
<b>Total</b>	<b>100.00%</b>	<b>10728.44</b>	<b>100.00%</b>	<b>637.64</b>	<b>100.00%</b>	<b>120.94</b>	<b>100.00%</b>	<b>758.58</b>

### (viii) Leases:

#### As a Lessee

The Group’s significant leasing arrangements are in respect of operating leases for land and buildings (comprising licensed properties etc.). These arrangements generally range up to 99 years. The lease arrangements have extension / termination options exercisable by either parties which may make the assessment of lease term uncertain. While determining the lease term, all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option are considered.

The amount of ROU Assets and Lease Liabilities recognised in the Balance Sheet are disclosed in Note 4F and Note 17 respectively. The total cash outflow for leases for the year is ₹ 47.79 Crores (Previous Period: ₹ 27.78 Crores) [including payments of ₹ 36.41 Crores (Previous Period: ₹ 19.93 Crores) in respect of short-term / low-value leases and variable lease payments of ₹ 4.49 Crores (Previous Period: ₹ 2.98 Crores).

The sensitivity of variable lease payments and effect of extension / termination options not included in measurement of lease liabilities is not material.

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

The undiscounted maturities of lease liabilities over the remaining lease term are as follows:

Term	As at 31st March, 2025	As at 31st March, 2024
Not later than three years	21.50	21.44
Later than three years and not later than ten years	50.81	50.67
Later than ten years and not later than twenty-five years	103.43	105.30
Later than twenty-five years and not later than fifty years	68.52	73.62
Later than fifty years	1.78	2.16

### (ix) Information in respect of Options granted under the ITC Employee Stock Option Schemes (ITC ESOS) & ITC Employee Stock Appreciation Linked Reward Plan (ITC ESAR Plan):

The eligible employees of the Group, including employees deputed from ITC Limited (ITC), have been granted Stock Options by ITC under the ITC ESOS. ITC has also granted Employee Stock Appreciation Linked Reward Units (ESAR Units) in the previous year(s) to the eligible grantees under ITC ESAR Plan.

The cost of equity settled options granted under the ESOS schemes / cash settled units granted under ITC ESAR Plan have been recognised as equity settled / cash settled share-based payments, respectively, in accordance with Ind AS 102 – Share Based Payment. In terms of the deputation arrangement, the Company has accounted for the cost of the fair value of Stock Options / ESAR Units granted to the deputed employees on-charge by ITC. Accordingly, an amount of ₹ 3.96 Crores (Previous Period: ₹ 1.01 Crores) towards Stock Options and ₹ 0.18 Crore (Previous Period: ₹ 0.20 Crore) towards ESAR Units have been recognised as employee benefits expense (Refer Note 25).

The summary of movement of the aforesaid stock options granted by ITC and status of the outstanding Options is as under:

Particulars	As at 31st March, 2025	As at 31st March, 2024
	No. of Options (ITC ESOS)	No. of Options (ITC ESOS)
Outstanding at the beginning of the period	75,696	83,034
Add: Granted during the period	16,450	18,550
Add / (Less): Movement due to transfer of employees	-	-
(Less): Lapsed during the period	-	-
Add: Options due to transfer in and transfer out	2,98,040	11,370
(Less): Exercised during the period	25,282	37,258
<b>Outstanding at the end of the period</b>	<b>3,64,904</b>	<b>75,696</b>
Options exercisable at the end of the period	1,62,029	38,866
Options Vested and Exercisable during the period	14,695	9,990

Note: The weighted average exercise price of the Options granted to all Optionees under the ITC ESOS is computed by ITC as a whole.

### (x) Information in respect of Options granted under the ITC Hotels Special Purpose Employee Stock Option Scheme (‘ITCHL SP ESOP Scheme’)

In terms of the Scheme [Refer Note 29 (i)], the existing grantees of ITC ESOS, comprising eligible employees of ITC, certain employees of the Group and same of the employees deputed from ITC are entitled for stock options formulated under a new special purpose employee stock option scheme (ITCHL SP ESOP Scheme). With respect to the options granted by ITC, the grantees are eligible for 1 stock option of the Company for every 10 stock options outstanding as on the record date. Accordingly, Nomination and Remuneration Committee of the Board of Directors of the ITC Hotels Limited formulated ITCHL SP ESOP Scheme and the same was approved by the Board at its Meeting held on 25th January, 2025, pursuant to the authority vested in it under the Scheme, with respect to the Options granted under ITC ESOS to the eligible employees.

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

The information in respect of Options granted under the ITCHL SP ESOP Scheme is as follows:

Sl. No.	Particulars	
1.	Date of approval	25th January 2025
2.	Total number of Options approved under the Schemes	Options equivalent to 76,86,270 equity shares of ₹ 1.00 each
3.	Vesting Schedule	Options granted under the Scheme shall have remaining Vesting Period and Exercise Period of corresponding outstanding stock options of ITC as on the Record Date.
4.	Pricing Formula	The Exercise Price per Option has been determined by the Nomination and Remuneration Committee, based on the fair and reasonable adjustments made to the options granted to the Eligible Employee under the ITC Employee Stock Option Schemes and the Options granted under the Scheme.
5.	Maximum term of Options granted	Five years - the exercise period commences from the date(s) of vesting of the Options granted and end with expiry of five years from the date of vesting.
6.	Source of Shares	Primary
7.	Variation in terms of Options	None
8.	Method used for accounting of share-based payment plans and effect of employee share based plans on the entity's profit or loss for the period and on its financial position	The employee compensation cost has been calculated using the fair value method of accounting for Options issued under the ITCHL SP ESOP Scheme. Share Options Outstanding Account for ₹ 22.89 Crores has been recognised in respect of options granted under ITCHL SP ESOP Scheme on the date of grant. Further, the employee compensation cost as per fair value method for the financial year 2024-25 is ₹ 2.16 Crores (Previous Period: Nil); out of which ₹ 0.14 Crore (Previous Period: Nil) relate to employee benefit expenses (Refer Note 25) and ₹ 2.02 Crores (Previous Period: Nil) relate to Promoter and group entities, which has been recovered from the respective entities.
9.	Nature and extent of employee share based payment plans that existed during the period including the general terms and conditions of each plan	In addition to the terms and conditions provided in the table under Serial Nos. (3) to (5) hereinbefore, each Option entitles the holder thereof to apply for and be allotted ten Equity Shares of the Company of ₹ 1.00 each upon payment of the exercise price during the exercise period.
10.	Weighted average exercise prices and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price per Option : ₹ 1883.40 Weighted average fair value per Option : ₹ 44.44
11.	Option movements during the year	
	a) Options outstanding at the beginning of the year	-
	b) Options granted during the year	7,68,627
	c) Options lapsed during the year	91
	d) Options vested and exercisable during the year (net of Options lapsed)	4,64,026
	e) Options exercised during the year	-
	f) Number of Equity Shares of ₹ 1.00 each arising as a result of exercise of Options during the year	-

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 29. Additional Notes to the Consolidated Financial Statements (Contd.)

Sl. No.	Particulars			
	g) Options outstanding at the end of the year (a+b-c-e)	7,68,536		
	h) Options exercisable at the end of the year	4,64,026		
	i) Money realised by exercise of the Options during the year (₹ in Crores)	Nil		
12.	Summary of status of options			
	Particulars	As at 31st March, 2025		
		No. of Options	Weighted Average Exercise Prices (₹)	
		-	-	
		7,68,627	1883.40	
		91	1796.54	
		-	-	
		7,68,536	1883.41	
		4,64,026	1527.62	
13.	Weighted average share price of Shares arising upon exercise of Options	NA		
14.	Summary of options outstanding			
	Particulars	As at 31st March, 2025		
		No. of Options Outstanding	Range of Exercise Prices (₹)	Weighted average remaining contractual life
	ITCHL SP ESOP Scheme	7,68,536	916.70 to 2611.10	4.05
15.	A description of the method used during the year to estimate the fair values of Options, the weighted average exercise prices and weighted average fair values of Options granted			
	Fair value per option has been determined using Black Scholes Value of outstanding ITC ESOS, adjusted for the requirements under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Weighted average exercise price per Option: ₹ 1883.40 Weighted average fair value per Option : ₹ 44.44			

(xi) The Group as at 31st March, 2025 is compliant with the requirement of Audit trails, with the exception of an associate which uses an ERP solution for maintaining its books of account along with integrated customer invoicing software for which audit trail has been enabled at the application level. The IT environment is appropriately governed, and normal / regular users are neither granted nor have access to make changes in data and / or financial documents already posted in the systems.

During the year, the associate company has migrated its ERP solution from cloud to an ‘On-premise’ solution which features audit trail at the database level. Further, database level audit trail feature for customer invoicing software has been implemented in phases during the year. During the interim period, till the activation of audit trail at database level for such accounting software, any changes made directly in the database have been documented through the structured process for system administration activities.

(xii) Figures presented as “...” are below the rounding off norm adopted by the Group.

(xiii) The consolidated financial statements were approved for issue by the Board of Directors on 15th May, 2025. Such financial statements are required to be placed before the shareholders for adoption in terms of Companies Act, 2013.



# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 30. Segment Reporting

	For the year ended 31st March, 2025			For the period from 28th July, 2023 to 31st March, 2024		
	External	Inter Segment	Total	External	Inter Segment	Total
<b>1. Segment Revenue - Gross</b>						
Hotels	3491.95	-	3491.95	2182.90	-	2182.90
Real Estate *	-	-	-	-	-	-
Others	33.91	7.54	41.45	22.34	4.89	27.23
<b>Segment Total</b>	<b>3525.86</b>	<b>7.54</b>	<b>3533.40</b>	<b>2205.24</b>	<b>4.89</b>	<b>2210.13</b>
Eliminations			(7.54)			(4.89)
<b>Gross Revenue from sale of products and services</b>			<b>3525.86</b>			<b>2205.24</b>
<b>2. Segment Results</b>						
Hotels			802.66			547.62
Real Estate			(3.92)			(2.51)
Others			12.77			4.92
<b>Segment Total</b>			<b>811.51</b>			<b>550.03</b>
Unallocated corporate expenses net of unallocated income			(4.67)			(1.33)
<b>Profit before interest etc. and taxation</b>			<b>806.84</b>			<b>548.70</b>
Finance Costs			(6.64)			(4.64)
Interest earned on loans and deposits, income from current and non current investments, profit and loss on sale of investments etc. - Net			67.99			11.96
Share of profit of associates & joint venture			15.87			8.70
<b>Profit before tax</b>			<b>884.06</b>			<b>564.72</b>
Tax expense			246.42			140.85
<b>Profit for the period</b>			<b>637.64</b>			<b>423.87</b>

\* The Group is constructing super premium branded residences in Colombo, Sri Lanka. The revenue shall be recognised upon completion of the sale of the same.

Other Information	For the year ended 31st March, 2025		For the period from 28th July, 2023 to 31st March, 2024	
	Segment Assets	Segment Liabilities	Segment Assets	Segment Liabilities
Hotels	8706.99	1117.88	8530.70	1071.05
Real Estate	1340.45	144.05	1141.41	140.59
Others	133.76	52.92	128.37	49.34
<b>Segment Total</b>	<b>10181.20</b>	<b>1314.85</b>	<b>9800.48</b>	<b>1260.98</b>
Unallocated Corporate Assets / Liabilities	2295.06	432.97	391.33	399.73
<b>Total</b>	<b>12476.26</b>	<b>1747.82</b>	<b>10191.81</b>	<b>1660.71</b>

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 30. Segment Reporting (Contd.)

	For the year ended 31st March, 2025		For the period from 28th July, 2023 to 31st March, 2024	
	Capital expenditure	Depreciation and amortization	Capital expenditure	Depreciation and amortization
Hotels	466.67	397.48	643.62	198.39
Real Estate	-	0.20	-	0.07
Others	5.55	3.18	1.90	1.93
<b>Segment Total</b>	<b>472.22</b>	<b>400.86</b>	<b>645.51</b>	<b>200.39</b>
Unallocated	-	1.49	-	1.00
<b>Total</b>	<b>472.22</b>	<b>402.35</b>	<b>645.51</b>	<b>201.39</b>
	<b>Non Cash expenditure Other than depreciation</b>		<b>Non Cash expenditure Other than depreciation</b>	
Hotels	6.37		5.50	
Real Estate	-		-	
Others	0.04		0.44	
<b>Segment Total</b>	<b>6.41</b>		<b>5.94</b>	

## GEOGRAPHICAL INFORMATION

	For the year ended 31st March, 2025	For the period from 28th July, 2023 to 31st March, 2024
<b>1. Revenue from external customers</b>		
- Within India	3391.52	2203.74
- Outside India	134.34	1.50
<b>Total</b>	<b>3525.86</b>	<b>2205.24</b>
<b>2. Non current assets</b>		
- Within India	6291.65	6451.90
- Outside India	2210.91	2028.79
<b>Total</b>	<b>8502.56</b>	<b>8480.69</b>

## NOTES :

- The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Strategic Executive Management Committee, which is the Chief Operating Decision Maker. The Group has presence in Hotels and Real Estate businesses. The Group's organisational structure and governance processes are designed to support effective management of these businesses.
- The business groups comprise the following :
  - Hotels - Hotel Services
  - Real Estate - Branded Residences
  - Others - Golfing and ancillary services
- The Group companies have been included in segment classification as follows:
  - Hotels - Srinivasa Resorts Limited, Fortune Park Hotels Limited, Bay Islands Hotels Limited, WelcomHotels Lanka (Private) Limited and Landbase India Limited.
  - Real Estate - WelcomHotels Lanka (Private) Limited.
  - Others - Landbase India Limited
- The geographical information considered for disclosure are :
  - Revenue within India.
  - Revenue outside India.
- The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

31. Related Party Disclosures

1. HOLDING COMPANY:

ITC Limited (up to 31.12.2024)

2. OTHER RELATED PARTIES WITH WHOM THE COMPANY AND ITS SUBSIDIARIES HAD TRANSACTIONS

i) Promoter

ITC Limited (w.e.f. 01.01.2025) - of which the Company is an associate

ii) Promoter Group

- a) ITC Infotech India Limited (w.e.f. 01.01.2025)
- b) ITC Integrated Business Services Limited (w.e.f. 01.01.2025)
- c) Surya Nepal Private Limited (w.e.f. 01.01.2025)

iii) Associates & Joint Ventures:

Associates

- a) Gujarat Hotels Limited (w.e.f. 01.01.2025)
- b) International Travel House Limited (w.e.f. 01.01.2025)

Joint Venture

Maharaja Heritage Resorts Limited (w.e.f. 01.01.2025)

iv) Key Management Personnel (KMP)

- S. Puri Chairman and Non-Executive Director (w.e.f. 24.04.2024)
- A. Chadha \* Managing Director (w.e.f. 24.04.2024)
- S. Dutta Non-Executive Director (w.e.f. 24.04.2024)
- R. K. Singhi Non-Executive Director (w.e.f. 24.04.2024)
- T. Pandey Non-Executive Director (w.e.f. 14.12.2024)
- P. R. Ramesh # Independent Director (w.e.f. 30.04.2024)
- V. Sarup Independent Director (w.e.f. 26.11.2024)
- M. Gupta Independent Director (w.e.f. 26.11.2024)
- K. Bali Independent Director (w.e.f. 14.12.2024)

- I. Bhushan Independent Director (w.e.f. 14.12.2024)
- K. Bhanu Non-Executive Director (up to 24.04.2024)
- M. Dogra Non-Executive Director (up to 24.04.2024)
- R. Poddar Non-Executive Director (up to 24.04.2024)
- U. Das Non-Executive Director (up to 24.04.2024)
- M.R. Ahmed Independent Director of a Subsidiary
- T.P. Kooretti Independent Director of a Subsidiary
- S.K. George Managing Director of a Subsidiary
- \* appointed as Non-Exeuctive Director w.e. f. 24.04.2024 and Managing Director w.e.f. 01.01.2025
- # designated as Independent Director w.e.f. 26.11.2024

Chief Financial Officer

- C. Saboo (up to 13.12.2024)
- A. Thakar (w.e.f. 14.12.2024)

Company Secretary

D. Dinesh

Members - Strategic and Executive Management Committee (w.e.f. 01.01.2025)

- A. Chadha
- A. Thakar
- S. Bose

v) Employee Trusts (w.e.f. 01.01.2025):

- a) ITC Defined Contribution Pension Fund
- b) ITC Management Staff Gratuity Fund
- c) ITC Employees Gratuity Fund
- d) ITC Gratuity Fund 'C'
- e) ITC Pension Fund

31. Related Party Disclosures (Contd.)

Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

3. DISCLOSURE OF TRANSACTIONS BETWEEN THE GROUP AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES

RELATED PARTY TRANSACTIONS SUMMARY	For the year ended 31st March, 2025							For the period from 28th July, 2023 to 31st March, 2024 <sup>5</sup>			
	Holding Company	Associates	Joint Ventures	Promoter	Promoter Group	Key Management Personnel (KMP)	Employee Trusts	Total	Holding Company	Key Management Personnel (KMP)	Total
1. Sale of Goods / Services		0.23		11.50	0.34			12.07			-
2. Purchase of Goods / Services		5.04		18.57	3.72			27.33			-
3. Rent Received		0.14		0.17				0.31			-
4. Rent Paid *		1.55		0.70		0.06		2.31			-
5. Remuneration of Managers / Key Management Personnel on Deputation reimbursed	1.22	1.52		2.33				5.07	0.63		0.63
6. Remuneration of Managers on Deputation recovered		1.13	0.10					1.23			-
7. Reimbursement of Share Based Payments <sup>1</sup>	0.09			2.87				2.96			-
8. Recovery of Share Based Payments <sup>2</sup>		0.18	0.01	2.37				2.56			-
9. Contribution to Employee Benefit Plans		0.19	0.01	15.91			4.28	4.28			-
10. Expenses Recovered		0.19	0.01	15.91				16.11			-
11. Expenses Reimbursed		0.07		0.22				0.29	2.23		2.23
12. Remuneration to Key Management Personnel <sup>3</sup>											-
12A. - Short term benefits								1.77			-
12B. - Other long-term incentives								1.05			-
12C. - Share Based Payments <sup>4</sup>											-
12D. - Remuneration of Key Management Personnel on Deputation reimbursed											
13. Issue of equity shares						1.97		1.97		0.60	0.60
14. Outstanding Balances <sup>6</sup>								-	83.00		83.00
i) Receivables		1.24	...	13.05	0.37			14.66			-
ii) Advances Given							18.83	18.83			-
iii) Payables		2.67		6.23	1.68		4.60	15.18	2.04		2.04

\* Includes rent pertaining to leases classified as Right-of-use assets.

<sup>1</sup> The amounts outstanding are unsecured and will be settled in cash.

<sup>2</sup> Includes cost of fair value of option granted under ITC Hotels Special Purpose Employees Stock Option Scheme and Stock Appreciation Units granted under ITC Employee Cash Settled Stock Appreciation Linked Reward Plan [Refer Note 29 (ix)]

<sup>3</sup> Post employment benefits are actuarially determined on overall basis and hence not separately provided.

<sup>4</sup> During the year, pursuant to the Scheme [Refer Note 29 (ii)], the Company granted Stock Options to eligible employees, including Managing Director and KMPs, under the Special Purpose Employee Stock Option Scheme at 'market price' (within the meaning of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021). ITC Limited also granted Stock Options to eligible employees, including Managing Director and KMPs, under its Employee Stock Option Schemes and Employee Stock Appreciation Linked Units (ESAR Units) to the aforesaid persons in the previous years under the 'ITC Employee Cash Settled Stock Appreciation Linked Reward Plan, cost of which is being reimbursed [Refer Note 29 (viii)]. Since such Stock Options are not tradeable, no perquisite or benefit is immediately conferred upon the employee by grant of such Stock Options, and accordingly the said grants have not been considered as 'remuneration'. However, in accordance with Ind AS -102, the Group has recorded employee benefits expense by way of share based payments to employees at ₹ 2.72 Crores for the year ended 31st March, 2025 (Previous Period: Nil), of which ₹ 0.99 Crore (Previous Period: Nil) is attributable to Managing Director and KMPs.

<sup>5</sup> The related party transactions for the period 28th July 2023 to 31st December 2024 has been disclosed on the basis of transactions entered into by the Group and do not include transactions of the Demerged Undertaking till the Appointed Date under the Scheme.



# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 31. Related Party Disclosures (Contd.)

### 4. INFORMATION REGARDING SIGNIFICANT TRANSACTIONS / BALANCES

(Generally in excess of 10% of the total transaction value of the same type)

RELATED PARTY TRANSACTIONS SUMMARY			2025	2024	RELATED PARTY TRANSACTIONS SUMMARY			2025	2024
<b>1. Sale of Goods / Services</b>					<b>12 Remuneration to KMP#</b>				
ITC Limited			11.50	-	12A. Short term benefits				
					A. Chadha			0.44	-
<b>2 Purchase of Goods / Services</b>					S. Bose			0.51	-
ITC Limited			18.57	-	S.K. George			0.52	-
International Travel House Limited			5.04	-	12B. Other long-term incentives				
ITC Infotech India Limited			2.93	-	A. Chadha			0.52	-
<b>3 Rent Received</b>					S. Bose			0.27	-
ITC Limited			0.17	-	S.K. George			0.26	-
International Travel House Limited			0.14	-					
<b>4 Rent Paid</b>					<b>13 Issue of equity shares</b>				
Gujarat Hotels Limited			1.55	-	ITC Limited			-	83.00
ITC Limited			0.70	-					
<b>5 Remuneration of Employees on Deputation reimbursed</b>					<b>14 Outstanding Balances</b>				
ITC Limited*		0.63	3.55		(i) Receivables				
Gujarat Hotels Limited		-	1.52		ITC Limited			13.05	-
<b>6 Remuneration of Employees on Deputation recovered</b>					(ii) Advances Given				
International Travel House Limited		-	0.87		ITC Hotels Ltd Employee Superannuation Scheme			18.44	-
<b>7 Reimbursement of Share Based Payments</b>					(iii) Payables				
ITC Limited#		-	2.96		ITC Limited			6.23	2.04
<b>8 Recovery of Share Based Payments</b>					ITC Infotech India Limited			1.44	-
ITC Limited		-	2.37		Gujarat Hotels Limited			2.09	-
<b>9 Contribution to Employees' Benefit Plans</b>									
ITC Defined Contribution Pension Fund		-	1.55		*Includes remuneration reimbursed in relation to KMPs of the Group as follows: A. Thakar - ₹ 0.81 Crore (Previous Period - Nil), C. Saboo - ₹ 0.48 Crore (Previous Period - ₹ 0.26 Crore) and D. Dinesh - ₹ 0.78 Crore (Previous Period - ₹ 0.34 Crore)				
ITC Management Staff Gratuity Fund		-	0.95						
ITC Employees Gratuity Fund		-	0.73						
ITC Pension Fund		-	0.71						
<b>10 Expenses Recovered</b>					# In accordance with Ind AS - 102, the Group has recognised employee benefits expense by way of share based payments [(Refer Note 29 (ix) and 29 (x)], of which ₹ 0.99 Crore (Previous Period: Nil) is attributable to Managing Director & KMPs: A. Chadha - ₹ 0.31 Crore (Previous Period: Nil), A. Thakar - ₹ 0.31 Crore (Previous Period: Nil), S. Bose - ₹ 0.25 Crore (Previous Period: Nil) and S.K. George - ₹ 0.12 Crore (Previous Period: Nil)				
ITC Limited		-	15.91						
<b>11 Expenses Reimbursed</b>									
ITC Limited		2.23	0.22						
Gujarat Hotels Limited		-	0.07						

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 32. Financial Instruments and Related Disclosures

### 1. Capital Management

The Group's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Group funds its operations primarily through internal accruals and aims at maintaining a strong capital base to support the future growth of its businesses. During the previous year, the Group issued 83,00,00,000 Equity Shares of ₹ 1.00 each amounting to ₹ 83.00 Crores upon incorporation for cash. The securities premium stood at ₹ 10546.75 crores as at 31st March, 2025 (2024 - Nil).

### 2. Categories of Financial Instruments

		As at 31st March, 2025		As at 31st March, 2024	
		Carrying Value	Fair Value	Carrying Value	Fair Value
<b>A. Financial Assets</b>					
<b>a) Measured at amortised cost</b>					
i) Cash and cash equivalents		78.71	78.71	49.32	49.32
ii) Bank balances other than (i) above		1574.85	1574.85	148.14	148.14
iii) Investment in Bonds / Debentures & Government or Trust Securities		385.44	385.44	24.78	24.78
iv) Loans		0.21	0.21	0.40	0.40
v) Trade receivables		201.77	201.77	144.52	144.52
vi) Other financial assets		73.45	73.45	59.52	59.52
<b>Sub-total</b>		<b>2314.43</b>	<b>2314.43</b>	<b>426.68</b>	<b>426.68</b>
<b>b) Measured at Fair value through Profit or Loss</b>					
Investment in Mutual Funds		173.68	173.68	75.94	75.94
<b>Total Financial Assets</b>		<b>2488.11</b>	<b>2488.11</b>	<b>502.62</b>	<b>502.62</b>
<b>B. Financial Liabilities</b>					
<b>a) Measured at amortised cost</b>					
i) Trade payables		421.43	421.43	433.29	433.29
ii) Lease Liabilities		73.30	73.30	73.59	73.59
iii) Other financial liabilities		187.77	187.77	227.36	227.36
<b>Sub-total</b>		<b>682.50</b>	<b>682.50</b>	<b>734.24</b>	<b>734.24</b>
<b>b) Measured at Fair value through Profit or Loss</b>					
Derivative instruments not designated as hedging instruments		0.20	0.20	-	-
<b>Total Financial Liabilities</b>		<b>682.71</b>	<b>682.71</b>	<b>734.24</b>	<b>734.24</b>

### 3. Financial risk management objectives

The Group has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Group's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with the applicable regulations. It also seeks to drive accountability in this regard.

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 32. Financial Instruments and Related Disclosures (Contd.)

### Liquidity Risk

Liquidity risk is the risk that the Group may not be able to settle or meet its obligations as they become due, under both normal and stressed conditions, without incurring significant losses or impacting Group's reputation. The Group has laid down standard operating procedures for planning and review of cashflow / working capital position to ensure optimum liquidity through judicious mix of liquid assets and committed borrowing facilities.

The Group's Current assets aggregate ₹ 3456.96 Crores (Previous Period: ₹ 1546.80 Crores) including Current Investments, Cash and cash equivalents and Other Bank Balances of ₹ 1827.24 Crores (Previous Period: ₹ 273.20 Crores) against an aggregate Current liabilities of ₹ 1160.74 Crores (Previous Period: ₹ 982.11 Crores).

Other liabilities due between one year to three years amounted to ₹ 9.36 Crores (Previous Period: ₹ 6.69 Crores) and Other Non-current liabilities due after three years amounted to ₹ 1.59 Crores (Previous Period: ₹ 1.56 Crores) on the reporting date. Similarly, the maturity of undiscounted lease liabilities as provided in Note 29 (vii) over the period of one year to three years are not significant. Further, while the Group's total equity and non-controlling interest stands at ₹ 10728.44 Crores (Previous Period: ₹ 8531.10 Crores), it has no borrowings (other than lease liabilities). In view of the above, the liquidity risk is not considered significant.

### Market Risk

#### A. Interest Rate Risk

As the Group is virtually debt-free, the exposure to interest rate risk from the perspective of financial liabilities is negligible. Further, treasury activities, focused on managing investments in debt instruments, are administered under a set of approved policies and procedures guided by the tenets of safety, liquidity and returns. This ensures that investments are made within acceptable risk parameters after due evaluation.

The Group's investments are predominantly held in bonds / debentures, fixed deposits and debt mutual funds. Mark to market movements in respect of the Group's investments in bonds / debentures that are held at amortised cost are temporary and get recouped through coupon accruals. Fixed deposits are held with highly rated banks and companies and have a short tenure and are not subject to interest rate volatility.

The Group also invests in debt mutual fund schemes of leading fund houses. Such investments are susceptible to market price risks that arise mainly from changes in interest rate which may impact the return and value of such investments. However, given the relatively short tenure of underlying portfolio of the debt mutual fund schemes in which the Group has invested, such price risk is not significant.

#### B. Foreign Currency Risk

The Group undertakes transactions denominated in foreign currency (mainly US Dollar and Euro) which are subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency, including the Group's net investments in foreign operations (with a functional currency other than Indian Rupee), are also subject to reinstatement risks.

The carrying amounts of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows:

(₹ in crores)

As at 31st March, 2025	USD	Euro	Total
Financial Assets	0.45	-	0.45
Financial Liabilities	5.36	0.37	5.73
As at 31st March, 2024	USD	Euro	Total
Financial Assets	0.59	-	0.59
Financial Liabilities	20.63	-	20.63

The Group uses foreign exchange forward contracts as an economic hedge for its exposures in foreign currency arising from firm commitments. It does not follow hedge accounting as such exposures are not significant.

# Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

## 32. Financial Instruments and Related Disclosures (Contd.)

- a. Forward exchange contracts that were outstanding on respective reporting dates:

(In Million)

Particulars	Currency	Cross Currency	As at 31st March, 2025	As at 31st March, 2024
			Buy	Buy
Not designated under Hedge Accounting	US Dollar	Indian Rupee	3.05	-
	Euro	US Dollar	0.09	-

The aforesaid hedges have a maturity of less than 1 year from the year end.

### Foreign Currency Sensitivity

For every percentage point increase / decrease in the underlying exchange rate of the outstanding foreign currency denominated balances, including derivative contracts, holding all other variables constant, the profit before tax for the year ended 31st March, 2025 and other equity as at 31st March, 2025 would increase / decrease by ₹ 0.22 Crore (Previous Period: by ₹ (0.21) Crore) on a pre-tax basis.

### Credit Risk

Group's deployment in debt instruments, as stated above, are primarily in fixed deposits with highly rated banks, highly rated bonds / debentures, debt mutual fund schemes of leading fund houses etc. With respect to the Group's investing activities, mutual fund schemes and counter parties are shortlisted and exposure limits determined on the basis of their credit rating (by independent agencies), financial statements and other relevant information. As these counter parties are Central / State Government, Government institutions / public sector undertakings with investment grade / sovereign credit ratings and taking into account the experience of the Group over time, the counter party risk attached to such assets is considered to be insignificant.

The Group's customer base is large and diverse limiting the risk arising out of credit concentration. Further, credit is extended in business interest in accordance with the Credit Policy. Extension of credit is managed by appropriate authorities, after due consideration of the counterparty's credentials and financial capacity, trade practices and prevailing business and economic conditions. The Group's exposure to trade receivables on the reporting date, net of expected loss provisions, stood at ₹ 201.77 Crores (Previous Period: ₹ 144.52 Crores).

The Group's historical data and experience of collecting receivables and the level of default indicate that credit risk is low and generally uniform across markets; consequently, trade receivables are considered to be a single class of financial assets. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Loss allowances and impairment is recognized, where considered appropriate by responsible management.

The movement of the expected loss provision (allowance for bad and doubtful loans, advances and receivables etc.) made by the Group are as under:

Particulars	Expected Loss Provision	
	31st March, 2025	31st March, 2024
Opening Balance	11.33	-
Addition pursuant to the Scheme	-	18.44
Less: Utilisation for impairment / de-recognition	1.40	7.11
<b>Closing Balance</b>	<b>9.93</b>	<b>11.33</b>



Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

32. Financial Instruments and Related Disclosures (Contd.)

4. Fair value measurement

The following table presents the fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

Particulars	Fair Value Hierarchy (Level)	As at 31st March, 2025	As at 31st March, 2024
<b>A. Financial assets</b>			
<b>a) Measured at amortised cost</b>			
Investment in Bonds / Debentures & Government or Trust Securities	2	385.44	24.78
<b>b) Measured at Fair value through Profit or Loss</b>			
Investment in Mutual Funds	1	173.68	75.94
<b>Total financial assets</b>		<b>559.12</b>	<b>100.72</b>
<b>B. Financial liabilities</b>			
<b>Measured at Fair value through Profit or Loss</b>			
Derivative instruments not designated as hedging instruments	2	0.20	-
<b>Total financial liabilities</b>		<b>0.20</b>	<b>-</b>

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

- Level 1:** Quoted prices (unadjusted) in active market or Net Asset Value (NAV) for identical assets or liabilities.
- Level 2:** Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.
- Derivatives are valued using valuation techniques with market observable inputs such as foreign exchange spot rates and forward rates at the end of the reporting period, yield curves, risk free rate of returns, volatility etc., as applicable. The fair value of investment in Bonds / Debentures, Certificate of Deposits, Venture Capital funds etc. and financial liabilities, where applicable, is determined using market observable inputs such as quotes from market participants, value published by the issuer etc.
- Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted methodologies such as discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

Notes to the Consolidated Financial Statements

(Rupees in crores unless specified otherwise)

32. Financial Instruments and Related Disclosures (Contd.)

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short – term nature. Where such items are non-current in nature, the same are classified as Level 3 and fair value determined using discounted cash flow basis. The Group has not classified any material financial instruments under Level 3 of the fair value hierarchy. Accordingly, the sensitivity of change in the unobservable inputs used in fair valuation of Level 3 financial assets and liabilities is not applicable. There were no transfers between Level 1, Level 2 and Level 3 during the period.

In terms of our report attached

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership No: 095169

New Delhi, 15th May, 2025

On behalf of the Board

S. Puri  
Chairman  
(DIN: 00280529)

A. Thakar  
Chief Financial Officer

A. Chadha  
Managing Director  
(DIN: 08073567)  
  
D. Dinesh  
Company Secretary  
(Membership No: ACS 22282)

INDEPENDENT AUDITOR’S REPORT

To the Members of ITC Hotels Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of ITC Hotels Limited (hereinafter referred to as “the Holding Company”), its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), its associates and joint venture comprising of the consolidated Balance sheet as at March 31 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries associates and joint venture, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint venture as at March 31, 2025, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of

the Consolidated Ind AS Financial Statements’ section of our report. We are independent of the Group, associates and joint venture in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Accounting for demerger of hotel business from ITC Limited into the Company (as described in Note 29(i) of the financial statements)</b>	
During the current year, the Hotels division of ITC Limited (“Demerged undertaking”) has been demerged into the Company from ITC Limited (“Demerged Company”) pursuant to the Scheme of Arrangement (“the Scheme”) approved by the Hon’ble National Company Law Tribunal (“NCLT”), Kolkata Bench, vide its Order dated October 04, 2024 and the Scheme has been given effect on the Effective Date, i.e. January 1, 2025 after fulfilling all conditions specified in the Scheme including filing of the aforesaid Order with the Registrar of Companies.	Our audit procedures included the following, we have: <ul style="list-style-type: none"><li>Read the sanctioned Scheme of arrangement and final order passed by the NCLT and submission to the Registrar of Companies (ROC) to understand the key terms and conditions.</li><li>Evaluated the design and tested the operating effectiveness of key controls over the accounting for business combinations.</li></ul>

Independent Audit Report (Contd.)

Key audit matters	How our audit addressed the key audit matter
As per the Scheme, Company shall issue its equity shares at fair value as consideration for the Demerged undertaking to the shareholders of ITC Limited.  The Company has recorded the net assets acquired at their respective carrying values and has given effect to the demerger transaction from the date of its incorporation and accordingly the comparative figures for the period July 28, 2023 to March 31, 2024 have been prepared in accordance with the requirement of accounting treatment prescribed in the Scheme and Ind-AS 103, Business Combinations.  The acquisition of demerged undertaking has been considered as key audit matter considering the: <ul style="list-style-type: none"><li>magnitude involved and this event being a material non-routine transaction</li><li>determination of fair values of assets and liabilities for the purposes of issue of shares involves significant judgments and estimates which are sensitive to underlying assumptions (forecast of future cash flows, growth rate, weighted average cost of capital and discount rates etc.). These judgements / estimates could have an impact on the recognition of the amount of securities premium and capital reserve.</li></ul>	<ul style="list-style-type: none"><li>Assessed whether the accounting treatment in the financial statements is in accordance with the Scheme and Ind AS 103 “Business Combinations” including preparation of previous period consolidated Ind AS financial statements..</li><li>Obtained the management’s working of financial information of Demerged undertaking as extracted from the underlying financial statements of Demerged Company and agreed to the entries recorded and disclosures in the financial statements.</li><li>Obtained the report of the management’s expert for determination of fair value of assets and liabilities acquired. Evaluated the competence and objectivity of the management’s expert.</li><li>Obtained and evaluated the management’s projections by performing sensitivity analysis.</li><li>Involved our valuation specialist to evaluate the methodology and key assumptions considered by management in arriving at fair value.</li><li>Evaluated the adequacy of disclosures as per the applicable accounting standards and Schedule III to the Companies Act, 2013.</li></ul>

Information Other than the Financial Statements and Auditor’s Report Thereon

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor’s report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated Ind AS financial performance including other comprehensive income,

consolidated cash flows and consolidated statement of changes in equity of the Group including its associates and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as



## Independent Audit Report (Contd.)

applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates and joint venture are also responsible for overseeing the financial reporting process of their respective companies.

### Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention

in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint venture of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Independent Audit Report (Contd.)

### Other Matter

- We did not audit the financial statements and other financial information, in respect of four subsidiaries, whose financial statements include total assets of Rs 3,738.36 crores as at March 31, 2025, and total revenues of Rs 268.50 crores and net cash inflows of Rs 7.21 crores for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. 15.87 crores for the year ended March 31, 2025, as considered in the consolidated Ind AS financial statements, in respect of two associates and one joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint venture and associates, is based solely on the report(s) of such other auditors.

One of these subsidiaries is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective country and which have been audited by other auditor under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central

## Independent Audit Report

Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, associate companies and joint venture, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

- As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - We / the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph (i) (vi) below on reporting under Rule 11(g);
  - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
  - In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate companies and joint venture, none of the directors of the Group's companies its associates and joint venture, incorporated in India, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

**Independent Audit Report (Contd.)**

- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g);
- (g) With respect to the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company including its subsidiary companies, associate companies and joint venture, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;
- (h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associates and joint venture incorporated in India, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company, its subsidiaries, associates and joint venture incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (i) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint venture, as noted in the ‘Other matter’ paragraph:
  - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associates and joint venture in its consolidated Ind AS financial statements – Refer Note 29(iv)(a) to the consolidated Ind AS financial statements;
  - ii. The Group, its associates and joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associates and joint venture, incorporated in India during the year ended March 31, 2025;
  - iv. a) The respective managements of the Holding Company and its subsidiaries, associates and joint venture which are companies incorporated in India whose financial

statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint venture respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, associates and joint venture to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries, associates and joint venture (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The respective managements of the Holding Company and its subsidiaries, associates and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint venture respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries, associates and joint venture from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, associates and joint venture shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, associates and joint venture which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

**Independent Audit Report (Contd.)**

- v) The final dividend paid by the subsidiaries and associate companies incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.  
  
The respective Board of Directors of the subsidiaries and its associate companies, incorporated in India have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and its associates which are companies incorporated in India whose

financial statements have been audited under the Act, except in case of 1 associate company as disclosed in note 29(xi) to the consolidated Ind AS financial statements, the Holding Company, subsidiaries, its associates and joint venture have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries, associates and joint venture did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled.

Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the prior year.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership Number: 095169  
UDIN: 25095169BMLOC12205

Place of Signature: New Delhi  
Date: May 15, 2025



## Annexure 1 referred to in paragraph under the heading “Report on other legal and regulatory requirements” of our report of even date

### Re: ITC Hotels Limited (“the Holding Company”)

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditors of the subsidiary companies, associates and joint venture incorporated in India, we state that:

(xxi) There are no qualifications or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 of the companies included in the consolidated Ind AS financial statements.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership Number: 095169  
UDIN: 25095169BMLOC12205

Place of Signature: New Delhi

Date: May 15, 2025

## Annexure 2 to the Independent Auditor’s Report of even date on the Consolidated Ind AS Financial Statements of ITC Hotels Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of ITC Hotels Limited (hereinafter referred to as the “Holding Company”) as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), its associates and joint venture, which are companies incorporated in India, as of that date.

#### Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, its associates and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the Holding Company’s internal financial controls with reference to consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS financial statements included obtaining an understanding of internal financial controls with reference to consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated Ind AS financial statements.

#### Meaning of Internal Financial Controls With Reference to Consolidated Ind AS Financial Statements

A company’s internal financial control with reference to consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Independent Audit Report (Contd.)**
**Inherent Limitations of Internal Financial Controls With Reference to Consolidated Ind AS Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Group, its associates and joint venture, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company, in so far as it relates to these three subsidiaries, two associates and one joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, associates and joint venture incorporated in India.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E / E300005  
per Sanjay Vij  
Partner  
Membership Number: 095169  
UDIN: 25095169BMLOC12205

Place of Signature: New Delhi  
Date: May 15, 2025







**ITC HOTELS LIMITED**

[www.itchotels.com](http://www.itchotels.com)



# ITC HOTELS LIMITED

CIN: L55101WB2023PLC263914

**Registered Office: Virginia House, 37 Jawaharlal Nehru Road, Kolkata 700 071**

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## NOTICE OF 2<sup>ND</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting of the Members of ITC Hotels Limited will be held on Monday, 11th August, 2025 at 10:30 a.m. (IST), through Video Conferencing / Other Audio Visual Means, for the transaction of the following businesses:-

### ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2025, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Supratim Dutta (DIN: 01804345) who retires by rotation and, being eligible, offers himself for re-election.
3. **To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-**

“**RESOLVED THAT**, in accordance with the provisions of Section 142 of the Companies Act, 2013, remuneration of ₹ 1,10,00,000/- (Rupees One Crore and Ten Lakhs Only) to Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E / E300005), Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26, payable in one or more instalments, plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

### SPECIAL BUSINESS

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 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013, Messrs. S. N. Ananthasubramanian & Co., Company Secretaries (Firm Registration No. P1991MH040400), be and are hereby appointed as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from the financial year 2025-26 on such remuneration as may be determined by the Board of Directors of the Company.”

Dated: 15th May, 2025.

By Order of the Board  
ITC Hotels Limited  
Diwaker Dinesh  
Company Secretary



**NOTES:**

- (i) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
- (ii) Since this AGM is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip and Route Map are not annexed to this Notice.
- (iii) Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, at **itchlagm2025@itchotels.com** or by post to the Company Secretary at the Corporate Office of the Company at ITC Green Centre, 10 Institutional Area, Sector 32, Gurugram 122 001.
- (iv) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e., facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer to scrutinize the process of e-voting.

Detailed instructions for attending the AGM and for e-voting are annexed.

- (v) **Remote e-voting will commence at 9:00 a.m. (IST) on Thursday, 7th August, 2025 and will end at 5:00 p.m. (IST) on Sunday, 10th August, 2025**, when remote e-voting will be blocked by NSDL.
- (vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Monday, 4th August, 2025 (cut-off date)**. Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- (vii) In accordance with the Scheme of Arrangement amongst ITC Limited ('ITC') and the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act for demerger of the Hotels Business of ITC into the Company, which became effective from 1st January, 2025 ('Scheme of Arrangement'):
  - (a) the Company had issued Equity Shares in dematerialised form only. The Equity Shares in respect of those Members
    - (i) holding ordinary shares of ITC in the certificate form and who had not provided details of their demat accounts, in accordance with the Scheme of Arrangement, and
    - (ii) whose shares could not be credited due to rejection by the Depositories, were credited to the Escrow Demat Account.

The aforesaid Members are advised to claim their shares by providing details / documents as prescribed in the communication sent to them. For any queries, please reach out to the Company's Registrar and Share Transfer Agent ('RTA') i.e., Messrs. KFin Technologies Limited at **einward.ris@kfintech.com** or at Selenium Building, Tower B, Plot Nos. 31 and 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad 500 032.

- (b) in respect of those Members of ITC whose shares were lying with the Investor Education and Protection Fund ('IEPF'), the Company had issued Equity Shares in the name of IEPF. Such shares can be claimed from the IEPF Authority by applying in the prescribed Form No. IEPF-5. Steps for filing the said form are available on the Company's website at <https://www.itchotels.com/dividend-iefp> .
- (viii) The Notice of this AGM and the Report and Accounts 2025 will be sent through electronic mode to those Members who have registered their e-mail address with the Company or the Depositories, in conformity with the Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, Government of India. A communication providing web links where the aforementioned documents are available will be sent to the other Members.
- Members desirous of obtaining physical copies of the said Notice and the Report and Accounts may send a request to the Company, mentioning their name and DP ID & Client ID / folio number, at [itchlagm2025@itchotels.com](mailto:itchlagm2025@itchotels.com) or by post to the Company Secretary.
- (ix) Members who have not registered their e-mail address with the Company or the Depositories and wish to cast their votes through remote e-voting or e-voting during the AGM are required to register their e-mail address by sending a letter, mentioning their name and DP ID & Client ID / folio number, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by post to the RTA, in case the shares are held in certificate form, and to the respective Depository Participant, in case the shares are held in demat form.
- (x) Members who would like to express their views / ask questions / seek clarifications with respect to the agenda item(s) of the meeting may register themselves as a speaker by sending a request at [itchlagm2025@itchotels.com](mailto:itchlagm2025@itchotels.com) from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker between 9:00 a.m. (IST) on Monday, 28th July, 2025 and 5:00 p.m. (IST) on Saturday, 2nd August, 2025 will have the opportunity to express their views / ask questions / seek clarifications at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.
- Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance at [itchlagm2025@itchotels.com](mailto:itchlagm2025@itchotels.com) within the aforesaid time period.
- (xi) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act and the Certificate from the Secretarial Auditors in respect of ITC Hotels - Special Purpose Employee Stock Option Scheme will be available for inspection through electronic mode during the AGM, for which purpose Members are required to send a request at [itchlagm2025@itchotels.com](mailto:itchlagm2025@itchotels.com) .
- (xii) The transcript of the AGM proceedings will be made available on the Company's website [www.itchotels.com](http://www.itchotels.com) .



## **EXPLANATORY STATEMENT**

Annexed to the Notice convening the Second Annual General Meeting on 11th August, 2025.

### **Item No. 4**

The Board of Directors of the Company ('the Board') at the meeting held on 15th May, 2025, on the recommendation of the Audit Committee, approved, subject to the approval of the Members, the appointment of Messrs. S. N. Ananthasubramanian & Co., Company Secretaries ('SNA'), as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from the financial year 2025-26.

SNA, a peer reviewed firm, was established in 1991 by Mr. S. N. Ananthasubramanian who has over four decades of professional experience; the partnership firm has a team of experienced and qualified company secretaries led by five partners.

SNA were considered to be best suited for appointment as the Secretarial Auditors of the Company, in view of their market standing, clientele served, audit competence, technical knowledge & proficiency, and profile & experience of the firm and its partners.

The remuneration to SNA for conduct of such audit for the financial year 2025-26 has been determined by the Board at ₹ 1,75,000/- (Rupees One Lakh and Seventy Five Thousand only), plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred.

The remuneration of the outgoing Secretarial Auditors for the last year was ₹ 50,000/-. Such change in remuneration has been necessitated in view of change in the Company's size & scale of operations and the scope of audit.

SNA have given their consent to act as the Secretarial Auditors of the Company and have also confirmed compliance with the conditions prescribed under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the SEBI Circular dated 31st December, 2024.

In terms of Regulation 24A of the Listing Regulations, Secretarial Auditors are now required to be appointed for a period of five years with the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Ordinary Resolution for your approval.

Dated: 15th May, 2025.

By Order of the Board  
ITC Hotels Limited  
Diwaker Dinesh  
Company Secretary

## INSTRUCTIONS FOR ATTENDING THE AGM AND FOR E-VOTING

### I. Instructions for attending the AGM through VC / OAVM

- (a) Members who wish to attend this AGM are requested to follow the steps enumerated under (II) for login to the NSDL e-voting website.

After login, click on the '**VC / OAVM**' link appearing under '**Join Meeting**' against the Electronic Voting Event Number ('EVEN') of ITC Hotels Limited.

- (b) The facility for the Members to join this AGM will be available from 30 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting.
- (c) Members are requested to login to the NSDL e-voting website using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

### II. 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:
- Type the URL: <https://eservices.nsdl.com> and click on '**Beneficial Owner**' tab under the 'IDeAS' section.
  - Insert your existing user ID, password and the verification code as shown on the screen.
  - After OTP based authentication and login, click on '**Access to e-voting**' under value-added services and you will be able to view the e-voting page.
  - Click on '**evote**' link available against ITC Hotels Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.
- **If you are not registered for NSDL 'IDeAS' facility**, you are required to follow the below-mentioned steps:
- Type the URL: <https://evoting.nsdl.com> and click on '**Login**' tab under the '**Shareholder / Member**' section.
  - 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.
  - After authentication, 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 ITC Hotels 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 ITC Hotels Limited or e-voting service provider i.e. **'NSDL'** and proceed to Step 2 to cast your vote.

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

After OTP based authentication, click on **'evote'** link available against ITC Hotels 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 ITC Hotels Limited or e-voting service provider i.e. **'NSDL'** and proceed to Step 2 to cast your vote.
- 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.nsdl.com>** with your existing IDeAS login and click on '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:

- Type the URL: **<https://www.evoting.nsdl.com>** and click on **'Login'** tab under the **'Shareholder / Member'** section.
- 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.	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 system for the first time, you would need to use your **'initial password'** for login, which has been communicated to you by NSDL.

- (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.

- (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 ITC Hotels 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 **rla.itchlscrutinizer@gmail.com** with a copy marked to NSDL at **evoting@nsdl.com**.

- (b) Those who become Members of the Company after sending the Notice but on or before **Monday, 4th August, 2025 (cut-off date)** may write to NSDL at **evoting@nsdl.com** or to the Company at **itchlagm2025@itchotels.com** requesting for user ID and password. On receipt of user ID and password, the steps under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.

- (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) Mr. Amit Vishal, Deputy 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 **AmitV@nsdl.com**;

- (ii) Company Secretary, at telephone no. **0124-417 1717** or at e-mail ID **investorservices@itchotels.in**.

## **III. Instructions for e-voting during the AGM**

- (a) The procedure for e-voting during the AGM is same as mentioned under (II) for remote e-voting.
- (b) The aforesaid facility will be available only to those Members who participate in the AGM and who do not cast their votes by remote e-voting prior to the AGM. Members who cast their votes by remote e-voting will not be entitled to cast their votes again.



#### IV. General Information

- (a) There will be one vote for every DP ID & Client ID / folio number irrespective of the number of joint holders.
- (b) In case the Members require any technical assistance with respect to attending the AGM or e-voting during the meeting, they may contact the helpline numbers mentioned above.

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)**.
- (c) **The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website **www.itchotels.com** under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed.

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