



## International Travel House Limited

CIN: L63040DL1981PLC011941

Registered Office: 'Travel House', T-2, Community Centre, Sheikh Sarai, Phase-I, New Delhi 110 017  
Tel: +91 11 2601 7808 • E-mail: investor\_TH@ith.co.in • Website: www.internationaltravelhouse.in

### TO THE MEMBERS OF THE COMPANY

#### Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

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NOTICE IS HEREBY GIVEN that the Ordinary Resolution set out hereunder for entering into material related party transactions with ITC Limited is proposed to be passed through Postal Ballot and Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolution is annexed.

The Board of Directors of the Company on 20th December, 2018 have appointed Mr. Girish Nathani, Partner, Messrs. Girish Neelam & Associates, Chartered Accountants, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process.

Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on **Thursday, 31st January, 2019**. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot and e-voting will be declared on **Friday, 1st February, 2019 at 4.00 p.m.** at the Registered Office of the Company. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.internationaltravelhouse.in](http://www.internationaltravelhouse.in) under the section 'Shareholder Value - Investor Relations' and will also be forwarded to BSE Limited, Central Depository Services (India) Limited (CDSL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website [www.evotingindia.com](http://www.evotingindia.com).

#### SPECIAL BUSINESS

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

"Resolved that, in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), consent be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) to enter into contracts / arrangements / transactions (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arm's length basis with ITC Limited, a related party within the meaning of the Listing Regulations, up to an aggregate value of ₹ 120 crores during the financial year 2018-19 (including the value of existing contracts / arrangements / transactions) and up to ₹160 crores for the financial year 2019-20, on such terms and conditions as the Board may deem fit.

Resolved further that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable and its decision shall be final and binding."

By Order of the Board  
International Travel House Limited

Place: New Delhi  
Date: 20th December, 2018

J Aggarwal  
Company Secretary

**NOTES:**

- (I) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, 21st December, 2018**. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (II) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **21st December, 2018 (cut-off date)**. Only those Members whose names are recorded 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 Postal Ballot or e-voting.
- (III) **Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting.** In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting will prevail and the votes cast through Postal Ballot will be considered invalid.
- (IV) The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or for receipt of duly completed Postal Ballot Forms i.e. **Thursday, 31st January, 2019**.

The procedure with respect to e-voting is provided below:

- (i) **The period for e-voting begins on Wednesday, 2nd January, 2019 at 9.00 a.m. and ends on Thursday, 31st January, 2019 at 5.00 p.m. During this period, Members of the Company, holding shares either in certificate form or in dematerialised form, as on the cut-off date i.e. 21st December, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) The Members should log on to the e-voting website **www.evotingindia.com**.
- (iii) Click on **'Shareholders / Members'**.
- (iv) Now enter your user ID as under:
- For CDSL: 16 digits beneficiary ID;
  - For NSDL: 8 character DP ID followed by 8 digits Client ID;
  - Members holding shares in certificate form should enter Folio Number registered with the Company.

- (v) Thereafter enter the image verification code as displayed and Click on **'Login'**.
- (vi) If you are holding shares in dematerialised form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for any company, then your existing password is to be used. If you have forgotten the password, then enter user ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- (vii) If you are a first time user, please follow the steps given below:

For Members holding shares either in dematerialised form or in certificate form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or the Company, please enter your member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on **'Submit'**.
- (ix) Members holding shares in certificate form will then reach directly to the Company's selection screen.
- (x) Members holding shares in dematerialised form will then reach the **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can be

used for voting on resolutions of any other company on which you are eligible to vote, provided that the said company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in certificate form, the details can be used only for e-voting on the Resolution contained in this Notice.
- (xii) Click on the EVSN for International Travel House Limited.
- (xiii) On the voting page, you will see '**Resolution Description**' and against the same, the option '**Yes / No**' for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies that you assent to the Resolution and option 'No' implies that you dissent to the Resolution.
- (xiv) Click on the '**Resolution File Link**', if you wish to view the entire Resolution details.
- (xv) After selecting the Resolution you have decided to vote on, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Ok**', else to change your vote, click on '**Cancel**' and accordingly modify your vote.
- (xvi) Once you '**Confirm**' your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on '**Click here to print**' option on the Voting page.
- (xviii) Members can also cast their vote using CDSL's mobile app 'm-Voting' available on Android, Apple and Windows based mobiles. Members may log in to m-Voting using their e-voting credentials to vote on this Resolution.
- (xix) **Note for Non-Individual Members and Custodians**
  - Non-Individual Members (i.e. other than HUF, Individuals, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions and e-voting manual available under the help section of CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi at telephone no. **1800225533** (toll free). You may also address your queries / grievances to Ms. J Aggarwal, Company Secretary, at e-mail ID [investor\\_TH@ith.co.in](mailto:investor_TH@ith.co.in) or at telephone no. **011 2601 7808**.
- (xxi) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

#### **EXPLANATORY STATEMENT**

Annexed to the Notice dated 20th December, 2018.

Your Company provides travel related services to various clients, including ITC Limited (ITC), a related party within the meaning of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The estimated value of transactions with ITC during the current financial year and thereafter is likely to exceed 10% of the annual consolidated turnover of the Company.

In terms of Regulation 23 of the Listing Regulations, approval of the Members is required for related party transactions which, individually or taken together with previous transactions during a financial year, are likely to exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the Board of Directors of your Company ('the Board') on 20th December, 2018, on the recommendation of the Audit Committee, recommended for the approval of the Members,

entering into material related party transactions with ITC in the ordinary course of business and on arm's length basis, as detailed in the Resolution. The Board is of the view that the aforesaid approval will be in the interest of the Company.

All related parties of the Company shall abstain from voting on this Resolution, in terms of Regulation 23 of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

By Order of the Board  
International Travel House Limited

Place: New Delhi  
Date: 20th December, 2018

J Aggarwal  
Company Secretary