



International Travel House Limited

CIN: L63040DL1981PLC011941

Registered Office: 'Travel House', T-2, Community Centre, Sheikh Sarai, Phase-I, New Delhi 110 017

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NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Eighth Annual General Meeting of the Members of International Travel House Limited will be held at Air Force Auditorium, Subroto Park, New Delhi-110 010, on Saturday, the 27th day of July, 2019 at 9.30 a.m. 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, 2019, and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr Jagdish Singh (DIN: 00042258) who retires by rotation and, being eligible, offers himself for re-appointment.
4. 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, payment of remuneration of ₹ 15,00,000/- (Rupees Fifteen Lakhs only) to Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), to conduct the audit for the financial year 2019-20 plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the appointment of Mr Pradeep Vasant Dhobale (DIN: 00274636) as an Independent Director of the Company for a period of five years with effect from 1st November, 2018, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the re-appointment of Mr Homi Phiroze Ranina (DIN: 00024753) as an Independent Director of the Company for a period of five years with effect from 10th September, 2019, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the re-appointment of Ms Sudha Pillai (DIN: 02263950) as an Independent Director of the Company for a period of five years with effect from 10th September, 2019, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

The Register of Members of the Company will remain closed from Tuesday, 16th July, 2019 to Saturday, 27th July, 2019, both days inclusive. Share Transfers received in order at the Company's Registrar and Share Transfer Agents, Messrs. MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi - 110 020 by 5.30 p.m. on Monday, 15th July, 2019 will be processed for payment of dividend, if declared, to the transferees or to their mandatees, and the dividend, if declared, will be paid on Friday, 2nd August, 2019 to those Members entitled thereto and whose names will appear in the Register of Members of the Company on 27th July, 2019, or to their mandatees, subject however to the provisions of

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Section 126 of the Companies Act, 2013. In respect of dematerialised shares, the dividend will be paid on the basis of beneficial ownership as on 15th July, 2019, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

By Order of the Board
International Travel House Limited

Place: New Delhi
Date: 15th April, 2019

J Aggarwal
Company Secretary

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.**

Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM i.e. by 9.30 a.m. on 25th July, 2019.

Corporate Members are required to send to the Registered Office of the Company, a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ('the Act'), authorising their representatives to attend and vote at the AGM.

2. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.
3. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for which purpose the Board of Directors of the Company ('the Board') have engaged the services of CDSL.

The facility for voting through ballot paper will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM.

Members, who cast their votes by remote e-voting, may attend the Meeting but will not be entitled to cast their votes once again. The Board has appointed Mr Girish Nathani (Membership No.: 088716), Partner, Girish Neelam & Associates, Chartered Accountants, as the Scrutinizer to scrutinize the process of remote e-voting and voting through ballot paper at the AGM venue.

5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **20th July, 2019 (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 remote e-voting or voting through ballot paper at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
6. Unclaimed dividend for the financial year ended 31st March, 2012 and the corresponding Equity Shares of the Company in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 28th September, 2019, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's website **www.internationaltravelhouse.in** under the section 'General Information' under 'Shareholder Value'. The Company will not be able to entertain any claim received after 26th September, 2019 in respect of the same.
7. Members may visit the Company's website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
8. Members are required to bring their admission slips to the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.

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9. The procedure with respect to **remote e-voting** is provided below:

(i) **The period for remote e-voting begins on Tuesday, 23rd July, 2019 at 9.00 a.m. and ends on Friday, 26th July, 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. 20th July, 2019, 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 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • 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).

- (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 Resolutions 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 the option 'No' implies that you dissent to the Resolution.
- (xiv) Click on the **'Resolutions 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 the Company Resolutions.

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(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 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.
- 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 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 or write an email to helpdesk.evoting@cdslindia.com or contact Mr Rakesh Dalvi at telephone no. 18002005533 (toll free). You may also address your queries / grievances relating to remote e-voting or voting at the meeting to Ms J Aggarwal, Company Secretary, at e-mail ID investor_TH@ith.co.in or at telephone no. 011 2601 7808.

(xxi) Those who become Members of the Company after despatch of the Notice but on or before **20th July, 2019 (cut-off date)** may follow the steps from Sl. Nos. (ii) to (xix) mentioned above for casting of vote.

(xxii) General Information

- (a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (b) **The Results of voting will be declared within 48 hours 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.internationaltravelhouse.in under the section 'Investor Relations' and on the website of CDSL; such Results will also be forwarded to BSE Limited, where the Company's shares are listed.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirty Eighth Annual General Meeting to be held on Saturday, 27th July, 2019.

Item No. 5

The Board of Directors of the Company ('the Board') at the meeting held on 1st November, 2018, on the recommendation of the Nominations & Remuneration Committee ('the Committee'), approved the appointment of Mr Pradeep Vasant Dhobale as Additional Director with effect from 1st November, 2018, and subject to the approval of the Members, also as Independent Director of the Company for a period of five years with effect from the said date, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations 2015').

The Committee and the Board are of the view that the association of Mr Dhobale and the rich experience he brings with him, would benefit the Company. Declaration has been received from Mr Dhobale that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of your Board, Mr Dhobale fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and he is independent of the management of the Company. Mr Dhobale will be entitled to sitting fees for attending the meetings of the Board and its Committees.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr Dhobale has been received by the Company, and consent has been filed by Mr Dhobale pursuant to Section 152 of the Act.

Additional information in respect of Mr Dhobale, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Mr Dhobale does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr Dhobale and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item Nos. 6 & 7

The Members of the Company at the Thirty Third Annual General Meeting held on 10th September, 2014 approved the appointment of Mr Homi Phiroze Ranina and Ms Sudha Pillai as Independent Directors of the Company for a period of five years with effect from

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the said date. Mr Ranina and Ms Pillai will complete their respective terms on 9th September, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 15th April, 2019, on the recommendation of the Nominations & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr Ranina and Ms Pillai as Independent Directors of the Company with effect from 10th September, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr Ranina and Ms Pillai, and contribution to Board processes by them, their continued association would benefit the Company. Declarations have been received from Mr Ranina and Ms Pillai that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr Ranina and Ms Pillai fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and they are independent of the management of the Company. Mr Ranina and Ms Pillai will be entitled to sitting fees for attending meetings of the Board and its Committees.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr Ranina and Ms Pillai, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special

Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of re-appointment, Mr Ranina will attain the age of seventy five years on 19th October, 2021. The Special Resolution under Item No. 6, once passed, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Mr Ranina as an Independent Director beyond the age of seventy five years.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr Ranina and Ms Pillai have been received by the Company, and consents have been filed by Mr Ranina and Ms Pillai pursuant to Section 152 of the Act.

Additional information in respect of Mr Ranina and Ms Pillai, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Mr Ranina and Ms Pillai do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Mr Ranina and Ms Pillai, and their relatives, are interested in the Special Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

By Order of the Board
International Travel House Limited

Place: New Delhi
Date: 15th April, 2019

J Aggarwal
Company Secretary

ROUTE MAP

