

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

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of the Members of International Travel House Limited will be held on Friday, the 17th day of September, 2021, at 11.00 a.m. (IST) for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2021, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nakul Anand (DIN: 00022279) who retires by rotation and, being eligible, offers himself for re-appointment.
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, the remuneration of ₹ 15,00,000/- (Rupees Fifteen Lakhs only) to Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), Statutory Auditors of the Company, for conduct of audit for the financial year 2021-22, 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 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, Ms. Vrinda Sarup (DIN: 03117769) be and is hereby appointed a Director

and also an Independent Director of the Company for a period of five years with effect from 29th June, 2021, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

By Order of the Board
International Travel House Limited

Place: Gurugram
Date: 15th July, 2021

Meetu Gulati
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 will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this AGM. Further, Attendance Slip and Route Map are not being annexed to this Notice.
- (iii) Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorising their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at Investor_TH@ith.co.in.
- (iv) Members attending this AGM through VC / OAVM will be counted for the purpose of ascertaining quorum under Section 103 of the Act.
- (v) 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 (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 Central Depositories Services (India) Limited ('CDSL'). The Board has

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appointed Mr. Girish Nathani (Membership No: 088716), Partner, Messrs. Girish Neelam & Associates, Chartered Accountant, as the Scrutinizer for this purpose.

- (vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **10th September, 2021 (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 e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (vii) The period for remote e-voting will begin on **Tuesday, 14th September, 2021 at 9.00 a.m.** and will end on **Thursday, 16th September, 2021 at 5.00 p.m.** The e-voting module will be disabled by CDSL for voting thereafter. 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. 10th September, 2021, may cast their votes electronically.
- (viii) In case you have any queries / grievances or issues regarding attending the AGM or e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at 022- 23058738 and 022-23058542/43. You may also address your queries / grievances to the Company Secretary through e-mail at Investor_TH@ith.co.in or call at 011 26017808.
- (ix) Unclaimed dividend for the financial year ended 31st March, 2014 and the Equity Shares 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 16th October, 2021, pursuant to 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 14th October, 2021 in respect of the same.

- (x) In view of the prevailing circumstances due to the COVID-19 pandemic and in conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2021 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. The AGM Notice can be accessed on the website of the Company at www.internationaltravelhouse.in, and also on the websites of BSE Limited at www.bseindia.com and of CDSL at www.evotingindia.com

Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents or participate in the AGM, or cast their votes through remote e-voting or e-voting during the AGM, are required to register their e-mail addresses with the Company by accessing the section "Service of Documents through Electronic Mode" on the Company's website at <https://www.internationaltravelhouse.in/agm-info.aspx>. Members holding shares in dematerialised form are requested to register / update their e-mail addresses with the relevant Depositories.

- (xi) Members who would like to express their views or ask questions during the AGM will be required to register themselves as speaker by sending e-mail to the Company Secretary at Investor_TH@ith.co.in from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 5.00 p.m. on 10th September, 2021 will be able to speak at the AGM. The Company reserves the right to restrict the number of questions and 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 within the aforesaid time period.

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I. Instructions for remote e-voting

Step 1: Access to CDSL e-voting website

(A) For Individual Members holding shares in dematerialised form:

For Members holding shares in demat account with 'CDSL'

➤ **If you are registered for CDSL 'Easi / Easiest' facility**, you are required to follow the below-mentioned steps:

- (a) Login at **www.cdslindia.com** and click on '**New System Myeasi**', or launch internet browser by typing the URL: **https://web.cdslindia.com/myeasi/home/login**.
- (b) Insert your existing user ID and password.
- (c) After login, you will be able to view the e-voting menu.
- (d) Thereafter, click on '**evote**' link for International Travel House Limited or '**e-voting service provider - CDSL**' and proceed to Step 2 to cast your vote.

➤ **If you are not registered for CDSL 'Easi / Easiest' facility**, you can also directly access the e-voting page from a link on the home page of **www.cdslindia.com** with your demat account number and PAN.

After OTP based authentication, you will be provided link for '**e-voting**' for International Travel House Limited or '**e-voting service provider - CDSL**' and proceed to Step 2 to cast your vote.

For Members holding shares in demat account with 'National Securities Depository Limited' (NSDL)

➤ **If you are registered for NSDL 'IDeAS' facility**, you are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: **https://eservices.nsd.com** and click on '**Beneficial Owner**' tab under the 'IDeAS' section.
- (b) Insert your existing user ID and password.

(c) After login, click on '**Access to e-voting**' under e-voting services and you will be able to see the e-voting page.

(d) Thereafter, click on '**evote**' link for International Travel House Limited or '**e-voting service provider - CDSL**' and proceed to Step 2 to cast your vote.

➤ **If you are not registered for 'IDeAS'**, you are required to follow the below-mentioned steps:

(a) Launch internet browser by typing the URL: **https://www.evoting.nsd.com** and click on '**Shareholder / Member - Login**'.

(b) 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.

(c) After authentication, you will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.

(d) Thereafter, click on '**evote**' link for International Travel House Limited or '**e-voting service provider - CDSL**' and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

(a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL for e-voting.

(b) Click on '**e-voting**'. You will be re-directed to CDSL e-voting website wherein you will be able to see the e-voting page.

(c) Thereafter, click on '**evote**' link for International Travel House Limited or '**e-voting service provider - CDSL**' 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. Once the vote is cast, the Member shall not be allowed to change it subsequently.

(B) For Non-Individual Members holding shares in dematerialised form and Members holding shares in certificate form:

You are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: www.evotingindia.com and click on ‘**Shareholder / Member - Login**’.
- (b) 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.	EVSN followed by your folio number registered with the Company.

• **Password:**

- (i) **If you are already registered with CDSL for remote e-voting, you should use your existing password for login.**

Members may also use OTP based login.

- (ii) If you are using CDSL e-voting system for the first time, you would need to enter your 10 digit alpha-numeric PAN and enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account.
- (iii) If you are unable to retrieve the password, or have forgotten your password, then enter the User ID and the image verification code, and click on Forgot Password & enter the details as prompted by the system.

You may also send an e-mail requesting for password at helpdesk.evoting@cdslindia.com mentioning your name, PAN, registered address and your DP ID & Client ID / folio number.

- (c) Click on ‘Submit’. Home page of remote e-voting opens.

Facility for Non-Individual Members and Custodians – Remote e-voting

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Custodian / Corporate Shareholder” module.
- 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, a Compliance User should be created using the admin login and password. The Compliance 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. Alternatively, Non-Individual Members are required to send the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at girishnathani@hotmail.com and to the Company at Investor_TH@ith.co.in, if they have voted from the given tab & not uploaded the same in the CDSL e-voting system.

Step 2: Cast your vote on CDSL e-voting website

- (a) Click on ‘**e-voting**’ and select the EVSN of International Travel House Limited.
- (b) Now you are ready for remote e-voting as ‘**Cast Vote**’ page opens.

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- (c) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted; upon confirmation, your vote is cast.

Other Instructions

- (a) In case of any query / grievance for any technical issues related to login through Depository i.e. CDSL and NSDL, you may contact the following:
- (i) For CDSL - by sending a request to Mr. Rakesh Dalvi, Sr. Manager, Central Depositories Services (India) Limited at helpdesk.evoting@cdslindia.com or contact at **022- 23058738 and 22-23058542/43**;
 - (ii) For NSDL - by sending a request at evoting@nsdl.co.in or call at toll free nos. **1800 1020 990 and 1800 22 44 30**.
- (b) Those who become Members of the Company after sending the Notice but on or before **10th September, 2021 (cut-off date)** may write to CDSL at helpdesk.evoting@cdslindia.com or to the Company at Investor_TH@ith.co.in requesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: Cast your vote on CDSL e-voting website' should be followed for casting of vote.

II. Instructions for attending the AGM through VC / OAVM

- (a) Member who wish to attend this AGM through VC / OAVM are requested to login to the e-voting system of CDSL at www.evotingindia.com under "Shareholders / Members" login, under the EVSN - International Travel House Limited, by using their remote e-voting credentials. The procedure for attending the AGM is same as the instructions mentioned above for remote e-voting.
- (b) The facility for the Members to join this AGM through VC / OAVM will be available from 30 minutes before the time scheduled for the AGM and may close not earlier than 30 minutes after the commencement of the AGM.
- (c) Members are requested to login to the CDSL e-voting system 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.

III. Instructions for e-voting during the AGM

- (a) The procedure for e-voting during the AGM is same as mentioned above for remote e-voting.
- (b) Only those Members who are present in the AGM through VC / OAVM and have not casted their votes on the Resolutions through remote e-voting, shall be eligible to vote through the e-voting system available during the AGM. Members who cast their votes by remote e-voting may also attend the meeting, but will not be entitled to cast their votes once again.

IV. 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 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 relevant documents referred to in the AGM Notice will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at Investor_TH@ith.co.in.
- (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.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.

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EXPLANATORY STATEMENT

Annexed to the Notice convening the Fortieth Annual General Meeting to be held on Friday, 17th September, 2021.

Item No. 4

The Board of Directors of the Company ('the Board') at the meeting held on 29th June, 2021, on the recommendation of the Nominations & Remuneration Committee ('the Committee'), approved the appointment of Ms. Vrinda Sarup as an Additional Director with effect from 29th June, 2021, and subject to the approval of the Members, also as an 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').

The Board on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Ms. Sarup as an Independent Director of the Company for a period of five years with effect from 29th June, 2021.

The Committee and the Board are of the view that the association of Ms. Sarup and the rich experience she brings with her, would benefit the Company; she also possesses appropriate skills, expertise and competencies in the context of the Company's businesses. Declaration has been received from Ms. Sarup that she 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. In the opinion of your Board, Ms. Sarup fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as an Independent Director and she is independent of the management of the Company. Ms. Sarup 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 Ms. Sarup has been received by the Company, and consent has been filed by Ms. Sarup pursuant to Section 152 of the Act.

Additional information in respect of Ms. Sarup, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Ms. Sarup does not hold any share in the Company, either in her individual capacity or on a beneficial basis for any other person. She is not related to any of the Directors or Key Managerial Personnel of the Company.

Ms. Sarup and her 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.

By Order of the Board
International Travel House Limited

Place: Gurugram
Date: 15th July, 2021

Meetu Gulati
Company Secretary