

5th September, 2016

**The General Manager**  
**Dept. of Corporate Services**  
BSE Limited  
1st Floor, New Trading Ring  
Rotunda Building  
P.J. Towers, Dalal Street, Fort  
Mumbai 400 001  
Fax No. 022- 22721919  
Co. Code No. 500213

Dear Sirs,

**35th Annual General Meeting**

We enclose in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 35th Annual General Meeting (AGM) of the Company held on 5th September, 2016 at New Delhi.

We would advise that all the Resolutions for approval at the 35th AGM, as set out in the Notice dated 16th April, 2016, have been passed by the Members by requisite majority. The Voting Results, in the prescribed format in terms of Regulation 44(3) of the Regulations, are also enclosed.

Thanking you.

Yours faithfully,

**for International Travel House Limited**



**Janaki Aggarwal**  
Company Secretary

**International Travel House Limited**

An ISO 9001 Travel Company

Registered Office : 'Travel House' T-2, Community Centre, Sheikh Sarai Phase-I, New Delhi-110017, India  
CIN. : L63040DL1981PLC011941

Tel : 91-11-26017808, 46059100 Fax : 91-11-26011543, 26015113

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## Summary of the proceedings of the 35th Annual General Meeting

The 35th Annual General Meeting (AGM) of the Members of International Travel House Limited was convened at 9.30 a.m. on Monday, 5th September, 2016 at Air Force Auditorium, Subroto Park, New Delhi - 110 010 and concluded at 9.50 a.m.

- Mr. Nakul Anand, Chairman of the Company, chaired the Meeting. The business before the Meeting was taken up as the quorum was present, which remained present throughout the Meeting. 3,114 Members were present in person or through proxy at the Meeting.
- The Chairman delivered his Speech.
- The Chairman covered the items of Ordinary Business and Special Business before the Meeting, as listed under Serial Nos. 1 to 6 below. He gave the opportunity to the Members to ask questions or seek clarifications on the Agenda items; thereafter he responded to the queries / clarifications of Members.
- Facility of casting votes by remote e-voting was provided to Members from 1st September, 2016 at 9.00 a.m. to 4th September, 2016 at 5.00 p.m. Facility of voting through ballot paper was also provided at the Meeting venue.

The following items of business as per the Notice of the 35th AGM were transacted:

### Ordinary Business

1. Adoption of the Financial Statements for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors;
2. Declaration of dividend for the financial year ended 31st March, 2016;
3. Appointment of Mr Jehangir Jal Ghadiali who retires by rotation and offers himself for re-appointment;
4. Ratification of appointment of Messrs. S R Batliboi & Associates LLP, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 36th AGM and approval to their remuneration for the financial year 2016-17;



Special Business

5. Appointment of Mr. Jagdish Singh as Non- Executive Director, liable to retire by rotation with effect from 16th April, 2016;
6. Variation in the terms of remuneration of Mr Jehangir J Ghadiali with effect from 1st January, 2016.

All the Resolutions as per the agenda of the 35th AGM were passed by the Members by requisite majority through remote e-voting and e-voting at the AGM venue.



**35th Annual General Meeting (AGM) of  
International Travel House Limited – details of voting results**

<b>Date of the AGM:</b>	5th September, 2016
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to voting – 29th August, 2016)	14,692
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	3 3,111
<b>No. of Shareholders attended the meeting through video conferencing:</b>  Promoters and Promoter Group: Public:	Not applicable

**Agenda – wise disclosure**

**ORDINARY BUSINESS**

**Item No. 1 - Adoption of the Financial Statements for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	49,31,901	49,31,896	99.9999	49,31,896	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100	0
Public - Institutions	E-Voting	500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public – Non-Institutions	E-Voting	30,62,099	2,847	0.0930	2,845	2	99.9298	0.0702
	Poll		484	0.0158	484	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,331	0.1088	3,329	2	99.9399	0.0601
<b>Total</b>		<b>79,94,500</b>	<b>49,35,227</b>	<b>61.7328</b>	<b>49,35,225</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>



**Item No. 2 - Declaration of dividend for the financial year ended 31st March, 2016.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	49,31,901	49,31,896	99.9999	49,31,896	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100	0
Public - Institutions	E-Voting	500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public – Non-Institutions	E-Voting	30,62,099	2,847	0.0930	2,845	2	99.9298	0.0702
	Poll		484	0.0158	484	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,331	0.1088	3,329	2	99.9399	0.0601
<b>Total</b>		<b>79,94,500</b>	<b>49,35,227</b>	<b>61.7328</b>	<b>49,35,225</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>

**Item No. 3 - Appointment of Mr Jehangir Jal Ghadiali who retires by rotation and offers himself for re- appointment.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	49,31,901	49,31,896	99.9999	49,31,896	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100	0
Public - Institutions	E-Voting	500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public – Non-Institutions	E-Voting	30,62,099	2,847	0.0930	2,845	2	99.9298	0.0702
	Poll		484	0.0158	484	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,331	0.1088	3,329	2	99.9399	0.0601
<b>Total</b>		<b>79,94,500</b>	<b>49,35,227</b>	<b>61.7328</b>	<b>49,35,225</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>



**Item No. 4 - Ratification of appointment of Messrs. S R Batliboi & Associates LLP, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 36th AGM and approval to their remuneration for the financial year 2016-17.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	49,31,901	49,31,896	99.9999	49,31,896	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100	0
Public - Institutions	E-Voting	500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public – Non-Institutions	E-Voting	30,62,099	2,847	0.0930	2,845	2	99.9298	0.0702
	Poll		484	0.0158	484	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,331	0.1088	3,329	2	99.9399	0.0601
<b>Total</b>		<b>79,94,500</b>	<b>49,35,227</b>	<b>61.7328</b>	<b>49,35,225</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>

**SPECIAL BUSINESS**

**Item No. 5 - Appointment of Mr. Jagdish Singh as Non- Executive Director, liable to retire by rotation with effect from 16th April, 2016.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	49,31,901	49,31,896	99.9999	49,31,896	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100	0
Public - Institutions	E-Voting	500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public – Non-Institutions	E-Voting	30,62,099	2,847	0.0930	2,845	2	99.9298	0.0702
	Poll		484	0.0158	484	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,331	0.1088	3,329	2	99.9399	0.0601
<b>Total</b>		<b>79,94,500</b>	<b>49,35,227</b>	<b>61.7328</b>	<b>49,35,225</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>



**Item No. 6 – Variation in the terms of remuneration of Mr Jehangir J Ghadiali with effect from 1st January, 2016.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	49,31,901	49,31,896	99.9999	49,31,896	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100	0
Public - Institutions	E-Voting	500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public – Non-Institutions	E-Voting	30,62,099	2,847	0.0930	595	2,252	20.8992	79.1008
	Poll		484	0.0158	484	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,331	0.1088	1,079	2,252	32.3927	67.6073
<b>Total</b>		<b>79,94,500</b>	<b>49,35,227</b>	<b>61.7328</b>	<b>49,32,975</b>	<b>2,252</b>	<b>99.9544</b>	<b>0.0456</b>

All the resolutions, as set out in the Notice dated 16th April, 2016, were passed by the Members by requisite majority.



**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration) Rules, 2014]*

The Chairman  
International Travel House Limited  
"Travel House", T-2, Community Centre,  
Sheikh Sarai, Phase-1, New Delhi-110017

**35th Annual General Meeting of the Members of International Travel House Limited ('the Company') held on Monday, 5th September, 2016 at Air Force Auditorium, Subroto Park, New Delhi-110010**

Dear Sir,

I, Girish Nathani, Chartered Accountant and Partner, Messrs. Girish Neelam & Associates, Chartered Accountants, appointed by the Board of Directors of the Company at the meeting held on 16th April, 2016 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and voting through ballot paper at the 35th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All Resolutions for approval at the AGM were transacted through remote e-voting and also voting through ballot paper at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Members whose names were 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 i.e. 29th August, 2016 were entitled to cast their votes by remote e-voting or voting through ballot paper at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on 1st September, 2016 and closed at 5.00 p.m. on 4th September, 2016, when remote e-voting was blocked by CDSL.
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of voting through ballot paper was provided at the AGM venue.



5. Members and proxies, after marking their preferences in the Ballot Paper, cast their votes in the ballot box. After the conclusion of voting, the locked ballot box was opened at 10.05a.m.in the presence of 2 (two) witnesses, Mr. Azharuddin and Mr. Manoj Raj, neither of whom are in the employment of the Company, and ballot papers were diligently scrutinized.
6. After counting votes cast through ballot paper at the AGM venue, the votes cast through remote e-voting were unblocked the same day at 10.09 a.m.in the presence of 2 (two) witnesses as named above.
7. Based on the reports generated from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) and voting through ballot paper at the AGM venue, which I have scrutinised, the consolidated results of voting are reported as under:

### ORDINARY BUSINESS

#### Item No. 1 — Ordinary Resolution

**Adoption of the Financial Statements for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors.**

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	12	4934741	72	484	84	4935225	61.73%
Voted against the Resolution	2	2	0	0	2	2	0.00%
Invalid votes	0	0	0	0	0	0	0.00%



### Item No. 2 — Ordinary Resolution

#### **Declaration of dividend for the financial year ended 31st March, 2016.**

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	12	4934741	72	484	84	4935225	61.73%
Voted against the Resolution	2	2	0	0	2	2	0.00%
Invalid votes	0	0	0	0	0	0	0.00%

### Item No. 3 — Ordinary Resolution

#### **Appointment of Mr. Jehangir Jal Ghadiali who retires by rotation and offers himself for re-appointment.**

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	12	4934741	72	484	84	4935225	61.73%
Voted against the Resolution	2	2	0	0	2	2	0.00%
Invalid votes	0	0	0	0	0	0	0.00%



#### Item No.4 — Ordinary Resolution

**Ratification of appointment of Messrs. S R Batliboi & Associates LLP, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 36th AGM and approval to their remuneration for the financial year 2016-17.**

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	12	4934741	72	484	84	4935225	61.73%
Voted against the Resolution	2	2	0	0	2	2	0.00%
Invalid votes	0	0	0	0	0	0	0.00%

#### SPECIAL BUSINESS

#### Item No. 5 — Ordinary Resolution

**Appointment of Mr. Jagdish Singh as Non- Executive Director, liable to retire by rotation, with effect from 16th April, 2016.**

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	12	4934741	72	484	84	4935225	61.73%
Voted against the Resolution	2	2	0	0	2	2	0.00%
Invalid votes	0	0	0	0	0	0	0.00%



Item No. 6 — Ordinary Resolution

**Variation in the terms of remuneration of Mr. Jehangir J Ghadiali with effect from 1st January, 2016.**

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	11	4932491	72	484	83	4932975	61.70%
Voted against the Resolution	3	2252	0	0	3	2252	0.03%
Invalid votes	0	0	0	0	0	0	0.00%

Place : New Delhi

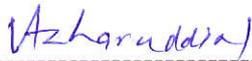
Date : 5th September, 2016



Yours faithfully

  
(Girish Nathani)  
SCRUTINIZER

We the undersigned have witnessed that the ballot box was opened and the votes cast through remote e-voting were unblocked from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) in our presence on 5th September, 2016 at 10.05 a.m. and 10.09 a.m. respectively.

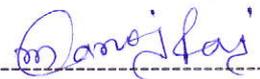
  
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Name: Azharuddin

Address: RZ-192 A/16,

Tughlakabad Extension,

New Delhi – 110019

  
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Name: Manoj Raj

Address: 4302, Badi Basti,

Main Bazar, Paharganj,

New Delhi - 110055