

The General Manager
Corporate Relation Department
The Stock Exchange, Mumbai
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Mumbai 400 001
Fax No. 022- 22721919
Co. Code No. 500213

4 August 2016

Dear Sirs,

Notice of 35th Annual General Meeting of the Company

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a copy of Notice dated 16 April 2016 convening the 35th Annual General Meeting of the Company on 5 September 2016 at New Delhi.

Thanking you,

Yours faithfully,

for International Travel House Limited



Janaki Aggarwal
Company Secretary

Encl: A/a.

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

E-mail : travelhouse@ith.co.in Website : www.travelhouseindia.com

Approved by Department of Tourism, Government of India • ADTOI • IATA • ICPB • PATA • TAAI • WTO

Network Partner

GlobalStar
Travel Management

Leaders in Multinational Travel



International Travel House Limited

CIN : L63040DL1981PLC011941

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

Tel: 011 26017808 ● Fax: 011 26015113 ● E-mail : investor_TH@ith.co.in ● Website : www.travelhouseindia.com

NOTICE IS HEREBY GIVEN that the Thirty Fifth 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 Monday, the 5th day of September, 2016 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, 2016, and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr Jehangir J Ghadiali (DIN: 02031489) 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 Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Messrs S R Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting be and is hereby ratified, and remuneration of ₹15,00,000/- to Messrs S R Batliboi & Associates LLP to conduct the audit for the financial year 2016-17 plus service 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 the Companies Act, 2013, or any amendment thereto or modification thereof, Mr Jagdish Singh (DIN: 00042258)

be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

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

“Resolved that, in accordance with the applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, consent be and is hereby accorded to variation in the terms of remuneration paid / payable to Mr Jehangir Jal Ghadiali (DIN: 02031489), the Managing Director of the Company with effect from 1st January, 2016 for the residual period of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

The Register of Members of the Company will remain closed from Saturday, 27th August, 2016 to Monday, 5th September, 2016, both days inclusive. Share Transfers received in order at the Company's Registrars 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 Friday, 26th August, 2016, 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 Tuesday, 13th September, 2016 to those Members entitled thereto and whose names will appear on the Register of Members of the Company on 5th September, 2016, or to their mandatees, subject however to the provisions of Section 126 of the Companies Act, 2013, or any amendment thereto or modification thereof. In respect of dematerialised shares, the dividend will be paid on the basis of beneficial ownership as on 26th August, 2016, 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 : 16th April, 2016

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 3rd September, 2016.
2. 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.
3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions placed 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 **29th August, 2016 (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, 2009 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 7th October, 2016, pursuant to the provisions of Section 205A of the Companies Act, 1956 / Section 124 of the Companies Act, 2013, once notified. In respect of the said unclaimed dividend, it will not be possible to entertain claims received by the Company after 5th October, 2016.

Details of unclaimed dividend in respect of the financial year ended 31st March, 2009 and up to and including the financial year ended 31st March, 2015 are available on the Company's website www.travelhouseindia.com under the section 'Investor Relations' in 'Shareholder Value'.

Members who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2009 or any subsequent financial year(s), are requested to lodge their claims with the Company.
7. Members who wish to update or register their e-mail addresses with the Company or with the Depositories may use the Form for updation / registration which can be downloaded from the Company's website www.travelhouseindia.com under the section 'Investor Relations' in 'Shareholder Value'.
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.
9. 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.
10. The procedure with respect to remote e-voting is provided below:
 - (i) **The period for remote e-voting begins on Thursday, 1st September, 2016 at 9.00 a.m. and ends on Sunday, 4th September, 2016 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. 29th August, 2016, 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 '**Members**'.
 - (iv) Now enter your user ID as under:
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 character DP ID followed by 8 digit Client ID,
 - (c) 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 user ID and password are 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, follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable to shareholders holding shares in both certificate form and dematerialised form).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use first two letters of their name in CAPITAL letters and the 8 digits of the sequence number in the PAN field as provided in the Admission Slip or on email. In case the sequence number is less than 8 digits, enter the applicable number of 0s before the number and after the first two characters of the name, 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	<p>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.</p> <p>If both the details are not recorded with the Depository or Company, please enter your user ID in the Dividend Bank details field as mentioned in instruction (v).</p>

- (viii) After entering these details appropriately, click on **'Submit'**.
- (ix) Members holding shares in certificate form will then reach directly to the Company selection screen. The above details can be used by them only for remote e-voting on the resolutions contained in this Notice.
- (x) Members holding shares in dematerialised form will then reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used for voting for resolutions of any other company on which you are eligible to vote, provided that 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) Now select the "Company Name" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the **'Resolutions File Link'** if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you **'Confirm'** your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on **'Click here to print'** option on the Voting page.
- (xvii) Members can also cast their vote using CDSL's mobile app 'CDSL m-Voting' available for Android, Apple and Windows based mobiles. This app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, 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 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.
- (xix) Those who become Members of the Company after despatch of the Notice but on or before **29th August, 2016 (cut-off date)** may follow the steps from Sl. Nos. (ii) to (xviii) mentioned above for casting of vote.
- (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 at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. You may also address your queries / grievances relating to remote e-voting or voting at the meeting to Ms Janaki Aggarwal, the Compliance Officer of the Company at e-mail ID investor_TH@ith.co.in or at telephone nos.: 011 26017808 / 117 / 119.
- (xxi) **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, alongwith the Scrutinizer's Report, will be available forthwith on the Company's website www.travelhouseindia.com under the section 'Investor Relations' and on the website of CDSL; such Results will also be forwarded to BSE Limited.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirty Fifth Annual General Meeting to be held on Monday, 5th September, 2016.

Item 5

The Board of Directors of the Company ('the Board') at the meeting held on 16th April, 2016, on the recommendation of the Nominations & Remuneration Committee, have approved appointment of Mr Jagdish Singh as an Additional Director of the Company with effect from 16th April, 2016. In terms of Section 161(1) of the Companies Act, 2013 ('the Act') Mr Singh will vacate office at this Annual General Meeting. Notice under Section 160 of the Act proposing the appointment of Mr Singh has been received. Requisite consent, pursuant to Section 152 of the Act, has been filed by Mr Singh.

Mr Singh is not in receipt of any remuneration from the Company. Mr. Singh does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person. Additional information in respect of Mr Singh, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the section 'Your Directors'.

Mr Singh 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. Mr Singh is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Resolution for your approval.

Item 6

The Board of Directors of your Company ('the Board') at the meeting held on 29th January, 2016, on the recommendation of the Nominations & Remuneration Committee, have approved, subject to the approval of the Members, variation in the terms of remuneration paid / payable to Mr Jehangir Jal Ghadiali, the Managing Director of the Company with effect from 1st January, 2016 for the residual period of his appointment, in pursuance of the provisions of Schedule V and other applicable provisions of the Companies Act, 2013, as follows:-

Consolidated Salary ₹ 1,90,938/- p.m.

Supplementary Allowance ₹ 1,43,562/- p.m.

The other terms of remuneration of Mr Ghadiali, as approved by the Members earlier, remain unchanged.

Additional information in respect of Mr Ghadiali, pursuant to the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'.

Mr Ghadiali 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.

By Order of the Board
International Travel House Limited

Place : New Delhi
Date : 16th April, 2016

J Aggarwal
Company Secretary