

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

11 August 2018

Dear Sirs,

Notice of 37th 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 30 July 2018 convening the 37th Annual General Meeting of the Company on 5 September 2018 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

CIN. : L63040DL1981PLC011941

Corporate Office : JMD Pacific Square, Unit No. 101, 1st Floor, Sector-15, Part-II, Gurugram, Haryana-122001, India, • Tel.: 0124-4786300

Regd. Office : 'Travel House' T-2, Comm. Centre, Sheikh Sarai Phase-I, New Delhi-110017, India, • Tel.: 91-11-26017808, 46059100

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

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

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: 91 11 2601 7808 ● Fax: 91 11 2601 5113 ● E-mail: investor_TH@ith.co.in ● Website: www.travelhouseindia.com

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Seventh 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 Wednesday, the 5th day of September, 2018 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, 2018, and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr Nakul Anand (DIN: 00022279) 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, or any amendment thereto or modification thereof, the remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W / W-100018), Statutory Auditors of the Company, to conduct the audit for the financial year 2018-19 at ₹ 15,00,000/- 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, or any amendment thereto or modification thereof, this Meeting hereby approves the appointment of Mr Anand Nayak

(DIN: 00973758) as an Independent Director of the Company for a period of five years with effect from 30th July, 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for Mr Krishan Lal Thapar (DIN: 00022283) to continue as an Independent Director of the Company from 1st April, 2019 till the completion of his present term i.e. up to 9th September, 2019.”

The Register of Members of the Company will remain closed from Saturday, 25th August, 2018 to Wednesday, 5th September, 2018, 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 Friday, 24th August, 2018, will be processed for payment of dividend, if declared, will be paid on Thursday, 13th September, 2018 to those Members entitled thereto and whose names will appear in the Register of Members of the Company on 5th September, 2018, or to their mandatees, subject however to the provisions of 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 Friday, 24th August, 2018, 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: 30th July, 2018

J Aggarwal
Company Secretary

AGM NOTICE

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, 2018.
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. Route-map of the AGM venue, pursuant to the Secretarial Standards on General Meetings, is also annexed.
5. 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.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **29th August, 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 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.
7. Unclaimed dividend for the financial year ended 31st March, 2011 and the corresponding Equity Shares of the Company in respect of which dividend entitlements have remained unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 12th October, 2018, 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. Details of such unclaimed dividend and corresponding shares are available on the Company's website **www.travelhouseindia.com** under the section 'Investor Relations' in 'Shareholder Value'. In respect of the said dividend and shares, it will not be possible to entertain any claim received by the Company after 10th October, 2018.
8. 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'.
9. 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.
10. 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.
11. Members who hold shares in certificate form and are yet to register their Permanent Account Number (PAN) and / or Bank details with the Company are once again requested to submit self attested copy of their PAN Card and / or original cancelled cheque at the Registered Office of the Company, within 21 days from the date of receipt of this Notice.
12. The procedure with respect to remote e-voting is provided below:
 - (i) **The period for remote e-voting begins on Saturday, 1st September, 2018 at 9.00 a.m. and ends on Tuesday, 4th September, 2018 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, 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 '**Members**'.

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- (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 in Demat Form and Certificate Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable to Members holding shares in both certificate form and dematerialised form). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Admission Slip indicated 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. 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 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 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 for the Company resolutions.
- (xix) **Note for Non-Individual Members and Custodians**
- 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 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.

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- (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 at telephone no. 18002005533. You may also address your queries / grievances relating to remote e-voting or voting at the meeting to Ms J Aggarwal, the Compliance Officer of the Company at e-mail ID investor_TH@ith.co.in or at telephone nos.: 011 2601 7808 / 117 / 119.
- (xxi) Those who become Members of the Company after despatch of the Notice but on or before **29th August, 2018 (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.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 Seventh Annual General Meeting to be held on Wednesday, 5th September, 2018.

Item No. 5

The Board of Directors of the Company ('the Board') at the meeting held on 30th July, 2018, on the recommendation of the Nominations & Remuneration Committee, approved the appointment of Mr Anand Nayak as Additional Director with effect from 30th July, 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'), or any amendment thereto or modification thereof.

Anand Nayak (67) is a Post Graduate in Personnel Management and Industrial Relations from XLRI, Jamshedpur. He joined ITC Limited (ITC) in the year 1973 and during his long tenure of 42 years, held various portfolios in that company. He was the Executive Vice President and Head of Corporate Human Resources of ITC from 1996 to 2015. He was also responsible for overall superintendence of Social Sector initiatives under the CSR agenda of ITC. He does not hold directorship in any other company.

In the view of your Board, the association of Mr Nayak and the rich experience he brings with him, would benefit the Company. Declaration has been received from Mr Nayak 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 Nayak fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and that he is independent of the management of the Company. Mr Nayak will be entitled to sitting fees for attending meetings of the Board and its Committees.

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

Mr Nayak does not hold any share in the Company in his individual capacity or on beneficial basis for any other person.

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

The Board recommends this Resolution for your approval.

Item No. 6

The Members at the 33rd Annual General Meeting held on 10th September, 2014 approved the appointment of Mr Krishan Lal Thapar as an Independent Director of the Company for a period of five years with effect from the said date. Mr Thapar will complete his present term on 9th September, 2019.

In terms of recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr Thapar's age is currently 85 years.

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The Nominations & Remuneration Committee ('the Committee') and the Board of Directors of the Company (the Board') are of the view that in order to take advantage of Mr Thapar's counsel and advice, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at the meeting held on 30th July, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr Thapar as an Independent Director of the Company from 1st April, 2019 till the completion of his present term i.e. up to 9th September, 2019, on the existing terms and conditions.

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

The Board recommends this Special Resolution for your approval.

By Order of the Board
International Travel House Limited

Place: New Delhi
Date: 30th July, 2018

J Aggarwal
Company Secretary

ROUTE MAP

