



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

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

NOTICE IS HEREBY GIVEN that the Ordinary Resolution set out hereunder for entering into material related party transactions with ITC Limited and ITC Infotech India Limited is proposed to be passed through Postal Ballot by voting only through electronic means ('remote e-voting'). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the said Resolution is annexed.

The Board of Directors of the Company at the Meeting held on January 16, 2021 have appointed Mr. Girish Nathani, Partner, Messrs. Girish Neelam & Associates, Chartered Accountants, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting.

In conformity with the applicable regulatory requirements, Members can vote only through remote e-voting, for which purpose they are requested to read carefully the instructions given in the Notes forming part of this Notice. **Remote e-voting will commence at 9.00 a.m. on Friday, April 02, 2021 and will end at 5.00 p.m. on Saturday, May 01, 2021**, when remote e-voting will be blocked.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on **Monday, May 03, 2021 at 4.00 p.m.** 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 will also be forwarded to the BSE Limited, where the Company's shares are listed. Central Depository Services (India) Limited ('CDSL'), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website www.evotingindia.com.

SPECIAL BUSINESS

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

"Resolved that, in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), consent be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) to enter into contracts / arrangements / transactions (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arm's length basis with ITC Limited and ITC Infotech India Limited, related parties within the meaning of the Listing Regulations, up to an aggregate value of ₹ 90 crores and ₹ 40 crores, respectively for the financial year 2021-22 (including existing contracts / arrangements / transactions) and ₹120 crores and ₹ 50 crores, respectively for the financial year 2022-23 (including existing contracts / arrangements / transactions), on such terms and conditions as the Board may deem fit.

Resolved further that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable and its decision shall be final and binding."

By Order of the Board
International Travel House Limited

Place: New Delhi
Date: March 19, 2021

V. Kumar
Company Secretary

NOTES:

(i) In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on **March 19, 2021**, and who have registered their e-mail addresses with the Company or with the Depositories.

Further, Members can vote on the Resolution only through remote e-voting. **Remote e-voting will commence at 9.00 a.m. on Friday, April 02, 2021 and will end at 5.00 p.m. on Saturday, May 01, 2021**, when remote e-voting will be blocked by CDSL.

(ii) Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **March 19, 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.

(iii) The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **May 01, 2021**.

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

- (i) The Members should log on to the e-voting **website** <https://www.evotingindia.com/>.
- (ii) **Click** on **'Shareholders / Members'**.
- (iii) 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.

Or

Alternatively, if you are registered for CDSL's EASI / EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI / EASIEST

e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Thereafter enter the image verification code as displayed and Click on **'Login'**.
- (v) If you are holding shares in dematerialised form and had logged on to <https://www.evotingindia.com/> 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.
- (vi) If you are a first time user, please follow the steps given below:

For Members holding shares either in dematerialisation form or in certificate form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. •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.
Dividend Bank Details	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.
OR	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).
Date of Birth	

- (vii) After entering these details appropriately, click on **'Submit'**.
- (viii) Members holding shares in certificate form will then reach directly to the Company's selection screen.
- (ix) 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.

- (x) For Members holding shares in certificate form, the details can be used only for e-voting on the Resolution contained in this Notice.
- (xi) Click on the EVSN for International Travel House Limited.
- (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 '**Resolution 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 '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 this Resolution.
- (xviii) **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.
- (xix) Members who hold shares in certificate form or who have not registered their e-mail addresses with the Company and wish to participate in the AGM or cast their votes through remote e-voting or e-voting during the meeting, are requested to provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN Card), Aadhaar (self attested scanned copy of Aadhaar Card) by e-mail to Investor_TH@ith.co.in helpdeskdelhi@mcsregistrars.com. Members who hold shares in dematerialised form are requested to provide Demat account details (CDSL-16 digits beneficiary ID or NSDL-16 digits DPID +CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN Card), Aadhaar (self attested scanned copy of Aadhaar Card) by e-mail to Investor_TH@ith.co.in or helpdeskdelhi@mcsregistrars.com.
- (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. Nitin Kunder (022- 23058738), Mr. Mehboob Lakhani (022-23058543) and Mr. Rakesh Dalvi (022-23058542). You may also address your queries / grievances to Mr. V. Kumar, Company Secretary, at e-mail ID investor_TH@ith.co.in or at telephone no. **011 2601 7808**.
- (xxi) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

EXPLANATORY STATEMENT

Annexed to the Notice dated March 19, 2021.

Your Company provides travel related services to various clients, including ITC Limited (ITC) and ITC Infotech India Limited (IIL), related parties within the meaning of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Given the trend of very low consolidated turnover for the current year witnessed so far, severely impacted due to COVID 19 disruptions, the estimated value of transactions with ITC and IIL for the financial year 2021-22 and onwards is likely to exceed 10% of the annual consolidated turnover of the Company.

In terms of Regulation 23 of the Listing Regulations, approval of the Members is required for related party transactions which, individually or taken together with previous transactions during a financial year, are likely to exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the Board of Directors of your Company ('the Board') on January 16, 2021, on the recommendation of the

Audit Committee, recommended for the approval of the Members, entering into material related party transactions with ITC and IIL in the ordinary course of business and on arm's length basis, as detailed in the Resolution.

All related parties of the Company shall abstain from voting on this Resolution, in terms of Regulation 23 of the Listing Regulations.

None of the Directors or 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: March 19, 2021

V. Kumar
Company Secretary