

GIRISH NEELAM & ASSOCIATES

CHARTERED ACCOUNTANTS

E-26, Moti Nagar, New Delhi-110015

Phone : 9810982908

E-mail : girishnathani@hotmail.com

=====
=====
Scrutinizer's Report

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the
Companies (Management and Administration) Rules, 2014]*

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

**Postal Ballot and Electronic Voting on Ordinary Resolution for entering into
material related party transactions with ITC limited**

Dear Sir,

I, Girish Nathani, Chartered Accountant and Partner, Messrs. Girish Neelam & Associates, Chartered Accountants, appointed by the Board of Directors of the Company vide circular resolution dated 20th December, 2018 to act as the Scrutinizer in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the postal ballot and electronic voting ("e-voting") process in respect of the Resolution as set out in the Notice of Postal Ballot dated 20th December, 2018, do hereby submit my report as follows:-

1. Dispatch of the Postal Ballot Notice along with the Explanatory Statement and the Postal Ballot Form to the Members of the Company was completed on 31st December, 2018. The said documents were sent by the Company in electronic mode to those Members who had registered their e-mail addresses



with the Company or with the Depositories and in physical mode to the other Members.

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. 21st December, 2018 were entitled to cast their votes by postal ballot or e-voting.

However, ITC Limited and Russell Credit Limited, being 'related party' within the meaning of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 abstained from voting on the Ordinary Resolution.

3. Voting through postal ballot and e-voting commenced on 2nd January, 2019 and closed on 31st January, 2019. E-voting was blocked at 5.00 p.m. on 31st January, 2019 by Central Depository Services (India) Limited (CDSL), engaged by the Board of Directors of the Company for providing e-voting platform.
4. The votes cast through e-voting were unblocked on 31st January, 2019 at 5.16 p.m. in the presence of 2 (two) witnesses, Mr. Azharuddin and Ms. Priyanshi Agrawal, neither of whom are in the employment of the Company.
5. The Postal Ballot Forms received from the Members, which were kept in a locked ballot box, were unlocked on 31st January, 2019 at 6 .30 p.m.in the presence of the witnesses referred to in (4) above. The Postal Ballot Forms received were diligently scrutinized and reconciled with the records of the Company.
6. Based on the report generated from CDSL's e-voting website www.evotingindia.com and the Postal Ballot Forms received from the Members, the results of the postal ballot and e-voting on the Resolution are reported as under:



SPECIAL BUSINESS - Ordinary Resolution

Material related party transactions with ITC Limited during the financial years 2018-19 and 2019-20.

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	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	1017848	672	28808	684	1046656	99.87
Voted against the Resolution	2	818	7	595	9	1413	0.13
Invalid votes	-	-	-	-	-	-	-

Yours faithfully



Girish Nathani
(Girish Nathani)
SCRUTINIZER

Place: New Delhi

Date: 01st February, 2019

We the undersigned have witnessed that the votes cast through e-voting were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on 31st January, 2019 at 5.16 p.m. and the ballot box containing the physical Postal Ballot Forms was unlocked in our presence on 31st January, 2019 at 6.30 p.m.

Azharuddin

Name: Azharuddin
Address: RZ-192 A/16,
Tughlakabad Extension,
New Delhi – 110019

Priyanshi

Name: Priyanshi Agrawal
Address: A114, Royal House PG
Street Number 1, Shakarpur
Delhi - 110092