

INTERNATIONAL TRAVEL HOUSE LIMITED

CIN: L63040DL1981PLC011941

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

Tel: 011 2601 7808 ● E-mail: Investor_TH@ith.co.in ● Website: www.internationaltravelhouse.in

NOTICE OF 44TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty Fourth Annual General Meeting of the Members of International Travel House Limited will be held on **Tuesday, 19th August, 2025, at 11:00 a.m. (IST)**, through Video Conferencing / Other Audio Visual Means, 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, 2025, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend of ₹ 5.50/- per equity share of ₹10/- each, for the financial year ended 31st March, 2025.
3. To appoint a Director in place of Mr. Anil Chadha (DIN: 08073567) 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, remuneration of ₹ 22,50,000/- (Rupees Twenty Two Lakhs and Fifty Thousand Only) to Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26, payable in one or more instalments, 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 Regulation 24A of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013, Messrs. Mehta & Mehta, Company Secretaries (Firm Registration No. P1196MH007500), be and are hereby appointed as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from the financial year 2025-26 on such remuneration as may be determined by the Board of Directors of the Company.”

6. **To consider and, if thought fit, to pass the following resolution as a Special Resolution :-**

“Resolved that, in accordance with the provisions of Sections 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Mr. Ashwin Moodliar (DIN: 08205036), be and is hereby re-appointed as a Director, not liable to retire by rotation, and also as the Managing Director of the Company with effect from 1st February, 2026 for a period of two years or till such earlier date as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2025 is **Friday, 1st August, 2025**, and such Dividend, if declared, will be paid between **Wednesday, 20th August, 2025** and **Monday, 25th August, 2025** to those Members entitled thereto.

By Order of the Board
International Travel House Limited

Place: Gurugram
Dated: 10th July, 2025

Abhishek Chawla
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

- (i) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Businesses to be transacted at this Annual General Meeting ('AGM'), is annexed.
- (ii) Since this AGM is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for this Meeting, and (b) Attendance Slip and Route Map are not annexed to this Notice.
- (iii) Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, at **Investor_TH@ith.co.in** or by post to the Company Secretary at the Registered Office of the Company at 'Travel House', T-2 Community Centre, Sheikh Sarai Phase-I, New Delhi- 110017.
- (iv) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has appointed Ms. Pooja Bhatia (Membership No: F7673), Proprietor, Messrs. P B & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the process of e-voting.

Detailed instructions for attending the AGM and for e-voting are annexed.
- (v) **Remote e-voting will commence at 9:00 a.m. (IST) on Saturday, 16th August 2025 and will end at 5:00 p.m. (IST) on Monday, 18th August, 2025,** when remote e-voting will be blocked by NSDL.
- (vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Tuesday, 12th August, 2025 ('cut-off date')**. Only those Members whose names appear 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 e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- (vii) Pursuant to the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication with detailed information and instructions regarding tax on the Final Dividend for the financial year ended 31st March, 2025 will be sent to the Members in due course. The said communication will also be made available on the Company's website **www.internationaltravelhouse.in** under the section 'Investor Relations'.
- (viii) Unclaimed dividend for the financial year 2017-18 and the shares in respect of which dividend entitlements will remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 11th October, 2025, pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's website **www.internationaltravelhouse.in** under the section 'General Information'. The Company will not be able to entertain any claim received after 8th October, 2025 in respect of the same.
- (ix) The Notice of this AGM and the Report and Accounts 2025 will be sent through electronic mode to those Members who have registered their e-mail address with the Company or the Depositories, in conformity with the Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, Government of India. A communication providing web links where the aforementioned documents are available will be sent to the other Members.

NOTICE OF ANNUAL GENERAL MEETING

Members desirous of obtaining physical copies of the said Notice and the Report and Accounts may send a request to the Company, mentioning their name and DP ID and Client ID / Folio Number, at **Investor_TH@ith.co.in** or by post to the Company Secretary.

- (x) Members who have not registered their e-mail address with the Company or the Depositories and wish to cast their votes through remote e-voting or e-voting during the AGM are required to register their e-mail address by sending a letter, mentioning their name and DP ID & Client ID / folio number, at **helpdeskdelhi@mcsregistrars.com** or by post to the Company's Registrar and Share Transfer Agent ('RTA') i.e., Messrs. MCS Share Transfer Agent Limited at 179-180, 3rd Floor, DSIDC Shed, Okhla Industrial Area, Phase -I, New Delhi-110020 in case the shares are held in certificate form and to the respective Depository Participant, in case the shares are held in demat form.
- (xi) Members who would like to express their views /ask questions/ seek clarification with respect to the agenda item(s) of the Meeting will be required to register themselves as speaker by sending a request at **Investor_TH@ith.co.in** from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only

those Members who have registered themselves as speaker between 9:00 a.m. (IST) on Monday, 4th August, 2025 and 5:00 p.m. (IST) on Saturday, 9th August, 2025 will have the opportunity to express their views / ask questions / seek clarifications at the Meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance at **Investor_TH@ith.co.in** within the aforesaid time period.

- (xii) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act and the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will be available for inspection through electronic mode during the AGM, for which purpose Members are required to send a request at **Investor_TH@ith.co.in** .
- (xiii) The transcript of the AGM proceedings will be made available on the Company's website **www.internationaltravelhouse.in**.

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

Annexed to the Notice convening the Forty Fourth Annual General Meeting on Tuesday, 19th August, 2025.

Item No. 5

The Board of Directors of the Company ('the Board') at the meeting held on 10th July, 2025, on the recommendation of the Audit Committee, approved, subject to the approval of the Members, the appointment of Messrs. Mehta & Mehta ('Mehta & Mehta') as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from the financial year 2025-26.

Mehta & Mehta, a peer reviewed firm, having over 25 years of professional experience was promoted by Mr. Atul Mehta and Ms. Dipti Mehta. The firm's head office is in Mumbai and branch offices are at various locations in India including New Delhi. Besides secretarial audit, the firm also renders services such as corporate secretarial services, legal services, business advisory etc. Mehta & Mehta have been Secretarial Auditors of the Company since the financial year 2023-24.

The remuneration to Mehta & Mehta for conduct of such audit for the financial year 2025-26 has been determined by the Board at ₹68,900/- (Rupees Sixty Eight Thousand Nine Hundred only), plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred.

Mehta & Mehta have given their consent to act as the Secretarial Auditors of the Company and have also confirmed compliance with the conditions prescribed under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the SEBI Circular dated 31st December, 2024.

In terms of Regulation 24A of the Listing Regulations, Secretarial Auditors are now required to be appointed for a period of five years with the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 6

The Members of the Company, vide special resolution passed through postal ballot on 3rd March, 2023, approved the appointment of Mr. Ashwin Moodliar as the Managing Director of the Company for a period of three years with effect from 1st February, 2023. Mr. Moodliar, who is on deputation from ITC Hotels Limited ('ITCHL'), will complete his present term on 31st January, 2026.

The Board of Directors of the Company ('the Board') at the meeting held on 10th July, 2025, on recommendation of the Nominations & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Moodliar as the Managing Director of the Company as set out in the resolution, at a remuneration as provided herein below:

Particulars	Remuneration
Basic Salary per month	₹ 3,77,353/-
Consolidated Allowances per month	₹4,32,924/-
Annual Performance Bonus/ Variable Pay	Not Exceeding ₹ 44,60,000/-
Business Results Linked Incentive (payable in three financial years based on business performance)	Not Exceeding ₹ 54,00,000/-
Other perquisites & benefits	As applicable to his Grade in ITCHL.

Mr. Moodliar, pursuant to Section 152 of the Companies Act, 2013 ('the Act') has given his consent to act as a Director of the Company and requisite notice, pursuant to Section 160 of the Act, proposing his re-appointment as a Director of the Company has been received. He has not been a director of any other listed company.

The information in respect of Mr. Moodliar, including his brief resume pursuant to the provisions of 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 sections 'Your Directors' and 'Report on Corporate Governance'. The additional information as

NOTICE OF ANNUAL GENERAL MEETING

required under Schedule V to the Act is provided as below :

I. General information about the Company

The Company is engaged in travel-related services. It commenced its commercial operations in June, 1981. The key financial performance indicators of the Company for the last three financial years are given below:

(₹ in lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations	23,562.74	21,732.79	18,404.73
Profit /(loss) before Tax	3,678.75	3,043.68	1,831.30
Profit /(loss) after Tax	2,715.17	2,250.30	2,838.59
Earnings per Share (₹)	33.96	28.15	35.51

The Company does not have any foreign investment or collaboration.

II. Other Information

The remuneration of Mr. Moodliar exceeds the statutory limit of 5% of the net profits of the Company and thereby the Company's profits are inadequate in terms of Schedule V to the Act. In the opinion of the Board, Mr. Moodliar is competent to carry on the responsibilities entrusted to him and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Moodliar, the proposed remuneration, as stated above, is fair and reasonable.

The Company has shown growth of 8% in Revenue from Operations for the financial year ended 31st March 2025 over the previous year and 20.9% growth in profit before tax due to healthy growth in business travel.

The aggregate of the remuneration and perquisites / benefits payable to Mr. Moodliar shall be within the limits prescribed under the Act. Further, the aforesaid remuneration shall be paid as minimum remuneration to Mr. Moodliar in terms of Schedule V to the Act, notwithstanding absence or inadequacy of profits in any financial year. Apart from drawing remuneration, he does not have any direct or indirect pecuniary relationship with the Company.

Approval by way of Special Resolution is being sought, as required under the provisions of Section 196, 197 read with Section II of Part II of Schedule V to the Act, for the appointment and payment of remuneration of Mr. Moodliar, as set out herein above.

Mr. Moodliar and his relatives are interested in this Special Resolution. He neither holds any share in the Company (in individual capacity or on a beneficial basis for any other person) nor is he related to any of the Directors or Key Managerial Personnel of the Company.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, in this Special Resolution.

The Board recommends this Special Resolution for your approval.

By Order of the Board
International Travel House Limited

Place: Gurugram
Dated: 10th July, 2025

Abhishek Chawla
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

INSTRUCTIONS FOR ATTENDING THE AGM AND ALSO FOR E-VOTING

I. Instructions for attending the AGM through VC / OAVM

- (a) Members who wish to attend this AGM are requested to follow the steps enumerated under (II) for login to the NSDL e-voting website.

After login, click on the '**VC / OAVM**' appearing under '**Join Meeting**' against the Electronic Voting Event Number ('EVEN') of International Travel House Limited.

- (b) The facility for the Members to join this AGM will be available from 30 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting.
- (c) Members are requested to login to the NSDL e-voting website using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

II. Instructions for remote e-voting

Step I: Access to NSDL e-voting website

(A) For Individual Members holding shares in dematerialised form:

For Members holding shares in demat account with NSDL

- **If you are registered for NSDL 'IDeAS' facility**, you are required to follow the below-mentioned steps:

- (a) Type the URL: **<https://eservices.nsdl.com>** and click on '**Beneficial Owner**' tab under the 'IDeAS' section.
- (b) Insert your existing user ID, password and the verification code as shown on the screen.
- (c) After OTP based authentication and login, click on '**Access to e-voting**' under value-added services and you will be able to view the e-voting page.

- (d) Click on '**evote**' link available against International Travel House Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.

- **If you are not registered for NSDL 'IDeAS' facility**, you are required to follow the below-mentioned steps:

- (a) Type the URL: **<https://evoting.nsdl.com>** and click on '**Login**' tab under the '**Shareholder / Member**' section.
- (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen and agree to the terms and conditions by clicking the box.
- (c) After authentication, you will be re-directed to e-services website of NSDL, wherein you will be able to see the e-voting page.
- (d) Click on '**evote**' link available against International Travel House Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.

You may also download NSDL Mobile App '**NSDL Speede**' by scanning the following QR code, for e-voting:



For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')

- **If you are registered for CDSL 'Easi / Easiest' facility**, you are required to follow the below-mentioned steps:

- (a) Type the URL **<https://www.cdslindia.com>** and click on '**Login to - My Easi**' or type the URL: **<https://web.cdslindia.com/myeasitoken/home/login>**.

NOTICE OF ANNUAL GENERAL MEETING

- (b) Insert your existing username and password.
- (c) After OTP based authentication and login, click on e-voting menu.
- (d) Click on **'evote'** link available against International Travel House Limited or e-voting service provider i.e. **'NSDL'** proceed to Step 2 to cast your vote.

You can directly access the e-voting page by clicking on **'E Voting'** on the home page of www.cdslindia.com with your demat account number and PAN.

After OTP based authentication, click on **'evote'** link available against International Travel House Limited or e-voting service provider i.e. **'NSDL'** and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

- (a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL.
- (b) Click on the option available for e-voting. You will be re-directed to e-services website of NSDL, wherein you will be able to see the e-voting page.
- (c) Click on **'evote'** link available against International Travel House Limited or e-voting service provider i.e. **'NSDL'** and proceed to Step 2 to cast your vote.

- Members who are unable to retrieve their user ID or password are advised to use 'Forgot User ID' / 'Forgot Password' option(s) available on the websites of the respective Depositories / Depository Participants.

(B) For Non-Individual Members holding shares in dematerialised form and Members holding shares in certificate form:

If you are holding shares in dematerialised form and are registered for NSDL 'IDeAS' facility, you can login at <https://eservices.nsdl.com> with your existing IDeAS login and click on 'e-voting' to proceed to Step 2 to cast your vote.

Other Members, including Members holding shares in the certificate form, are required to follow the below-mentioned steps:

- (a) Type the URL: <https://www.evoting.nsdl.com> and click on **'Login'** tab under the **'Shareholder / Member'** section.
- (b) Insert your existing user ID, password and the verification code as shown on the screen.

● **User ID:**

For Members holding shares in demat account with NSDL.	8 character DP ID followed by 8 digit Client ID. <i>For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.</i>
For Members holding shares in demat account with CDSL.	16 digit Beneficiary ID. <i>For example, if your Beneficiary ID is 12***** then your user ID is 12*****.</i>
For Members holding shares in certificate form.	EVEN followed by your folio number registered with the Company. <i>For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.</i>

● **Password:**

- (i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.**

Members may also use OTP based login

- (ii) If you are using NSDL e-voting system for the first time, you would need to use your **'initial password'** for login, which has been communicated to you by NSDL.

- (iii) If you are unable to retrieve the 'initial password', or have forgotten your password:

- Click on **'Forgot User Details / Password?'**, if holding shares in dematerialised form, or
- Click on **'Physical User Reset Password?'**, if holding shares in certificate form.

You may also send an e-mail requesting for password at evoting@nsdl.com, mentioning your name, PAN, registered address, DP ID & Client ID / folio number.

NOTICE OF ANNUAL GENERAL MEETING

- (c) Agree to the terms and conditions by clicking the box.
- (d) Click on **‘Login’**. Home page of remote e-voting opens.

Step 2: Cast your vote on NSDL e-voting website

- (a) Select the EVEN of International Travel House Limited.
- (b) Now you are ready for remote e-voting as **‘Cast Vote’** page opens.
- (c) Cast your vote by selecting appropriate option and click on **‘Submit’**. Thereafter click on **‘Confirm’** when prompted; upon confirmation, your vote is cast and the message **‘Vote cast successfully’** will be displayed.

Other Instructions

- (a) Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer at **pooja@aasthalaw.com** with a copy marked to NSDL at **evoting@nsdl.com** and the Company at **Investor_TH@ith.co.in**.
- (b) Those who become Members of the Company after sending the Notice but on or before **Tuesday, 12th August, 2025 (cut-off date)** may write to NSDL at **evoting@nsdl.com** or to the Company at **Investor_TH@ith.co.in** requesting for user ID and password. On receipt of user ID and password, the steps under ‘Step 2: Cast your vote on NSDL e-voting website’ should be followed for casting of vote.
- (c) In case of any query, you may refer to the Frequently Asked Questions and e-voting User Manual for Shareholders available under the Download section of NSDL’s e-voting website **www.evoting.nsdl.com**. You may also contact the following persons for any query / grievance:
 - (i) Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 301, Naman Chambers, Plot C-32, G-Block, 3rd Floor, Bandra Kurla Complex, Bandra

East, Mumbai 400 051, at telephone no. **022-4886 7000** or at e-mail ID **evoting@nsdl.com** ;

- (ii) Company Secretary, at telephone no. **011 26017808** or at email ID **Investor_TH@ith.co.in**.

III. Instructions for e-voting during the AGM

- (a) The procedure for e-voting during the AGM is same as mentioned under (II) for remote e-voting.
- (b) The aforesaid facility will be available only to those Members who participate in the AGM and who do not cast their votes by remote e-voting prior to the AGM. Members who cast their votes by remote e-voting will not be entitled to cast their votes again.

IV. General Information

- (a) There will be one vote for every DP ID & Client ID/ folio number irrespective of the number of joint holders.
- (b) In case the Members require any technical assistance with respect to attending the AGM or e-voting during the Meeting, they may contact the helpline numbers mentioned above.

Individual Members holding shares in dematerialised form may also reach out for any technical issue related to login through their respective Depositories, i.e. NSDL and CDSL, as follows:

- NSDL - e-mail at **evoting@nsdl.com** or call at telephone no. **022-4886 7000**.
- CDSL - e-mail at **helpdesk.evoting@cdslindia.com** or call at telephone no. **1800-21-09911 (toll free)**.
- (d) **The Results of voting will be declared within two working days 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.internationaltravelhouse.in** under the section ‘Investor Relations’ and on the website of NSDL; such Results will also be forwarded to BSE Limited, where the Company’s shares are listed.