

September 11, 2020

The General Manager  
Dept. of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

**39th Annual General Meeting of the Company – September 11, 2020**

Dear Sir,

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a summary of the proceedings of the 39th Annual General Meeting ('AGM') of the Company held on September 11, 2020.

We would also like to advise that all the Resolutions for consideration at the 39th AGM in respect of the items set out in the Notice dated July 14, 2020, have been passed by the Members by requisite majority. The Voting Results in the prescribed format in terms of Regulation 44(3) of the Listing Regulations are also enclosed.

Yours truly,  
**For International Travel House Limited**



Vivek Kumar  
Company Secretary

Encl: as above

**Summary of the proceedings of the 39<sup>th</sup> Annual General Meeting of  
International Travel House Limited**

The 39<sup>th</sup> Annual General Meeting ('AGM') of the Members of International Travel House Limited was held on Friday, September 11, 2020 through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The Meeting commenced at 9.30 a.m. (IST).

- Mr. Nakul Anand, Chairman, chaired the 39<sup>th</sup> AGM. The business before the Meeting was taken up as quorum was present at the beginning and throughout the Meeting. 132 Members attended and participated in the Meeting.
- At the outset, the Chairman advised that the Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless manner.
- The Chairman thereafter introduced the Directors and advised the Members that the registers and documents, as statutorily required, were available electronically for inspection by the Members during the AGM.
- The Chairman on the occasion of the 39<sup>th</sup> AGM delivered his annual speech.
- The Chairman briefed the Members on the Ordinary Business and Special Business items covered in the AGM Notice dated July 14, 2020 and listed under Serial Nos. 1 to 5 below:

**Ordinary Business**

1. Adoption of the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, and the Reports of the Board of Directors and the Auditors thereon;

2. Appointment of Mr. Anil Rajput who retired by rotation and offered himself for re-appointment;
3. Approval to remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2020-21.

### Special Business

4. Appointment of Mr. Subrahmoneyan Chandra Sekhar as an Independent Director of the Company for a period of five years from January 20, 2020;
  5. Appointment of Mr. Bhagwateshwaran Hariharan as a Director not liable to retire by rotation, and also as the Managing Director of the Company for a period of three years from May 01, 2020 or up to the date of his retirement with ITC Limited, whichever is earlier, and approval to his remuneration.
- The Chairman gave opportunity to the Members who had registered themselves as speakers to ask questions or seek clarifications on the Agenda items. Thereafter, he responded to the queries raised / clarifications sought by the Members who spoke at the Meeting.
  - E-voting facility was provided during the Meeting to those Members who had not cast their votes through remote e-voting. The facility to cast votes through remote e-voting was also provided to the Members from 9.00 a.m. on September 8, 2020 till 5.00 p.m. on September 10, 2020.
  - The Chairman advised the Members that the Voting Results, along with the Scrutinizer's Report, would be made available on the Company's website and also on the website of CDSL. The Voting Results would also be forwarded to BSE Limited, where the Company's shares are listed.

The Meeting concluded at 10.41 a.m.

All the Resolutions for consideration at the 39<sup>th</sup> AGM in respect of the items set out in the Notice dated July 14, 2020, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

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**39th Annual General Meeting (AGM) of  
International Travel House Limited  
Details of voting results**

<b>Date of the AGM:</b>	September 11, 2020
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to vote – September 5, 2020)	12,193
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	Not Applicable
<b>No. of Shareholders attended the meeting through video conferencing:</b>  Promoters and Promoter Group: Public	3 129

**Agenda – wise disclosure**

**ORDINARY BUSINESS**

**Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.**

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						No		
Category	Mode of Voting	No. of shares held as on cut-off date	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting*	4931901	4931896	99.9999	4931896	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		4931896	99.9999	4931896	0	100.0000	0.0000
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	10278	0.3356	10189	89	99.1341	0.8659
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		10278	0.3356	10189	89	99.1341	0.8659
<b>Total</b>		<b>7994500</b>	<b>4942174</b>	<b>61.8197</b>	<b>4942085</b>	<b>89</b>	<b>99.9982</b>	<b>0.0018</b>

**Item No. 2 - Appointment of Mr. Anil Rajput who retires by rotation and offers himself for re-appointment.**

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						No		
Category	Mode of Voting	No. of shares held as on cut-off date	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting*	4931901	4931896	99.9999	4931896	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		4931896	99.9999	4931896	0	100.0000	0.0000
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	10278	0.3356	8189	2089	76.6750	20.3250
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		10278	0.3356	8189	2089	76.6750	20.3250
<b>Total</b>		<b>7994500</b>	<b>4942174</b>	<b>61.8197</b>	<b>4940085</b>	<b>2089</b>	<b>99.9577</b>	<b>0.0423</b>

**Item No. 3 - Approval of payment of remuneration to Statutory Auditors viz. Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, for the financial year 2020-21.**

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						No		
Category	Mode of Voting	No. of shares held as on cut-off date	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting*	4931901	4931896	99.9999	4931896	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		4931896	99.9999	4931896	0	100.0000	0.0000
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	10278	0.3356	10189	89	99.1341	0.8659
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		10278	0.3356	10189	89	99.1341	0.8659
<b>Total</b>		<b>7994500</b>	<b>4942174</b>	<b>61.8197</b>	<b>4942085</b>	<b>89</b>	<b>99.9982</b>	<b>0.0018</b>

## **SPECIAL BUSINESS**

**Item No. 4 - Appointment of Mr. Subrahmoneyan Chandra Sekhar as an Independent Director of the Company for a period of 5 years from January 20, 2020.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held as on cut-off date	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting*	4931901	4931896	99.9999	4931896	0	100.0000	0.0000
	Poll		0	0.0000	0.0000	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		4931896	99.9999	4931896	0	100.0000	0.0000
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	10278	0.3356	8187	2091	79.6556	20.3444
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		10278	0.3356	8187	2091	79.6556	20.3444
<b>Total</b>		<b>7994500</b>	<b>4942174</b>	<b>61.8197</b>	<b>4940083</b>	<b>2091</b>	<b>99.9577</b>	<b>0.0423</b>

**Item No. 5 – Appointment of Mr. Bhagwateshwaran Hariharan as a Director not liable to retire by rotation, and also as the Managing Director of the Company for a period of 3 years from May 01, 2020 or upto the date of his retirement with ITC Limited, whichever is earlier, and approval to his remuneration.**

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held as on cut-off date	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting*	4931901	4931896	99.9999	4931896	0	100.0000	0
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		4931896	99.9999	4931896	0	100.0000	0
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	10278	0.3356	8189	2089	79.6750	20.3250
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		10278	0.3356	8189	2089	79.6750	20.3250
<b>Total</b>		<b>7994500</b>	<b>4942174</b>	<b>61.8197</b>	<b>4940085</b>	<b>2089</b>	<b>99.9577</b>	<b>0.0423</b>

*\*aggregate of votes cast through remote e-voting (facility to cast votes prior to the AGM) and e-voting during the AGM*

All the Resolutions for consideration at the 39th AGM in respect of the items set out in the Notice dated July 14, 2020 have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

