



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

NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Ninth Annual General Meeting of the Members of International Travel House Limited will be held on Friday, the 11th day of September, 2020 at 9.30 a.m. for the transaction of the following businesses, 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:-

ORDINARY BUSINESS

1. To consider and adopt 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.
2. To appoint a Director in place of Mr Anil Rajput (DIN: 00022289) who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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, the remuneration of ₹ 15,00,000/- (Rupees Fifteen Lakhs only) to Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), Statutory Auditors of the Company, for conduct of the audit for the financial year 2020-21, plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

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 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, Mr Subrahmoneyan Chandra Sekhar (DIN: 00024780) be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 20th January, 2020, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

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

“Resolved that, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013, Mr Bhagwateshwaran Hariharan (DIN: 02953902) be and is hereby appointed as a Director, not liable to retire by rotation, and also as the Managing Director of the Company for a period of three years with effect from 1st May, 2020, or up to the date of his retirement with ITC Limited, whichever is earlier, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

By Order of the Board
International Travel House Limited

Place: New Delhi
Date: 14th July, 2020

B Hariharan
Managing Director

NOTES:

- (i) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM'), is annexed.
- (ii) Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.
- (iii) Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorising their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at **Investor_TH@ith.co.in**.
- (iv) 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 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 Central Depository Services (India) Limited ('CDSL'). The Board has appointed Mr Girish Nathani (Membership No: 088716), Partner, Messrs. Girish

AGM NOTICE

Neelam & Associates, Chartered Accountants, as the Scrutinizer for this purpose.

- (v) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **5th September, 2020 (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 e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (vi) Unclaimed dividend for the financial year ended 31st March, 2013 and the Equity Shares in respect of which dividends entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 9th October, 2020, 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. 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' under 'Shareholder Value'. The Company will not be able to entertain any claim received after 7th October, 2020 in respect of the same.
- (vii) In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2020 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses with the Company by accessing the section 'Service of Documents through Electronic Mode' on the Company's website at <https://www.internationaltravelhouse.in/agm-info.aspx#>. Members holding shares in dematerialised form are requested to register / update their e-mail addresses with the relevant Depositories.

I. Instructions for attending the AGM through VC / OAVM

- (a) Member who wish to attend this AGM through VC / OAVM are requested to login to the e-voting system of CDSL at www.evotingindia.com under Shareholder

/ Member login, where the EVSN with name of the Company will be displayed, by using their remote e-voting credentials.

Members who do not have the user ID and password for remote e-voting or have forgotten the user ID and password may retrieve the same by following the remote e-voting instructions given under (II) below.

- (b) The facility for the Members to join this AGM through VC / OAVM 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 CDSL e-voting system 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.
- (d) Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending e-mail to the Company Secretary 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 by 9.30 a.m. on Wednesday, 9th September, 2020 will be able to speak at the meeting.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid date and time, by following similar process as stated above.

II. Instructions for remote e-voting

- (a) **The period for remote e-voting begins on Tuesday, 8th September, 2020 at 9.00 a.m. and ends on Thursday, 10th September, 2020 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. Saturday, 5th September, 2020, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (b) The Members should log on to the e-voting website www.evotingindia.com.

AGM NOTICE

- (c) Click on **‘Shareholders / Members’**.
- (d) Now enter your user ID as under:
- For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 characters DP ID followed by 8 digits Client ID;
 - Members holding shares in certificate form should enter Folio Number registered with the Company.
- (e) Thereafter enter the image verification code as displayed and Click on **‘Login’**.
- (f) 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.
- (g) If you are a first time user, please follow the steps given below:
- | | |
|---|---|
| For Members holding shares either in dematerialised form or in certificate form | |
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> • 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. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth | <p>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.</p> <ul style="list-style-type: none"> • 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 (d). |
- (h) After entering these details appropriately, click on **‘Submit’**.
- (i) Members holding shares in certificate form will then reach directly to the Company selection screen.
- (j) 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.
- (k) For Members holding shares in certificate form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (l) Click on the EVSN for International Travel House Limited.
- (m) 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 the option ‘No’ implies that you dissent to the Resolution.
- (n) Click on the **‘Resolutions File Link’**, if you wish to view the entire Resolution details.
- (o) 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.
- (p) Once you **‘Confirm’** your vote on the Resolution, you will not be allowed to modify your vote.
- (q) You can also take a print of the votes cast by clicking on **‘Click here to print’** option on the Voting page.
- (r) 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 the Company Resolutions.
- (s) **Note for Non-Individual Members and Custodians**
- Non-Individual Members (i.e. other than HUF, Individuals,

NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves under “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance 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.
- (t) 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 e-mail to helpdesk.evoting@cdslindia.com or contact Mr Rakesh Dalvi at telephone no. 18002005533 (toll free). You may also address your queries / grievances relating to remote e-voting or e-voting during the meeting to the Company Secretary, at e-mail Investor_TH@ith.co.in or at telephone no. 011-26017808.
- (u) Those who become Members of the Company after sending the Notice but on or before **5th September, 2020 (cut-off date)** may follow the steps from Sl. Nos. (b) to (s) mentioned above for casting of vote.

III. Instruction for e-voting during the AGM

- (a) The procedure for e-voting during the AGM is the same as mentioned above 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 once again.

IV. Instruction for the Members whose e-mail IDs are not registered with the Company or with the Depositories

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), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to Investor_TH@ith.co.in or 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), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to Investor_TH@ith.co.in or helpdeskdelhi@mcsregistrars.com.

V. General Information

- (a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (b) In case the Members require any technical assistance with respect to attending the meeting or voting during the meeting, they may contact the helpline numbers mentioned above under Clause (t).
- (c) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, and the relevant documents referred to in the Notice will remain available for inspection during the meeting, on the CDSL e-voting system after login.
- (d) **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.internationaltravelhouse.in under the section 'Investor Relations' and on the website of CDSL; such Results will also be forwarded to BSE Limited, where the Company's shares are listed.

AGM NOTICE

EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirty Ninth Annual General Meeting to be held on Friday, 11th September, 2020.

Item No. 4

The Board of Directors of the Company ('the Board') at the meeting held on 20th January, 2020, on the recommendation of the Nominations & Remuneration Committee ('the Committee'), approved the appointment of Mr Subrahmoneyan Chandra Sekhar as Additional Director with effect from 20th January, 2020, and subject to the approval of the Members, also as an 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 ('Listing Regulations').

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

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

Additional information in respect of Mr Sekhar, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Mr Sekhar does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr Sekhar 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.

The Board recommends this Resolution for your approval.

Item No. 5

The Board of Directors of the Company ('the Board') at the meeting held on 1st May, 2020, on the recommendation of the Nominations & Remuneration Committee ('the Committee'), approved the appointment of Mr Bhagwateshwaran Hariharan as Additional Director with effect from 1st May, 2020, and subject to the approval of the Members, also as the Managing Director of the Company for a period of three years with effect from the said date or upto the date of his retirement with ITC Limited ('ITC') whichever is earlier, in terms of Sections 196, 197 and 203 read with Schedule V of the Act, on the following remuneration:

- i. Consolidated Monthly Salary : ₹ 2,75,677/-
- ii. Consolidated Monthly Allowances : ₹ 2,44,745/-
- iii. Performance Bonus : Not exceeding ₹ 36,70,000/- per annum.
- iv. Other Perquisites & Benefits : As applicable to his grade in ITC.
- v. The aggregate of the remuneration and perquisites / benefits of Mr Hariharan shall be within the limits prescribed under the Act.
- vi. The aforesaid remuneration shall be paid as minimum remuneration to Mr Hariharan in terms of Schedule V to the Act.

ITC has deputed the services of Mr Hariharan to the Company.

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

Additional information in respect of Mr Hariharan, pursuant to Schedule V of the Act, Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors', 'Report on Corporate Governance' and 'Report of the Board of Directors & Management Discussion and Analysis'. In addition to the above information, following information is also provided as per Schedule V of the Act:

AGM NOTICE

The Company 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 2018-19	FY 2017-18	FY 2016-17
Revenue from Operations	20,814.21	20,434.51	20,154.19
Profit before Tax	424.90	1,151.14	1,830.91
Profit for the year	267.97	695.40	1,117.24
Earnings per Share (₹)	3.35	8.70	13.98

The Company does not have any foreign investment or collaboration.

In the opinion of the Board, Mr Hariharan is competent to carry on the responsibilities entrusted to him. Taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr Hariharan, and the responsibility to be shouldered by

him, the proposed remuneration of Mr Hariharan, as stated above, is fair and reasonable in the opinion of the Board.

The appointment of Mr Hariharan is governed by the resolutions passed by the Board and the shareholders of the Company. The statutory provisions apply with respect to notice period and severance fee.

Mr Hariharan 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.

The Board recommends this Resolution for your approval.

By Order of the Board
International Travel House Limited

Place: New Delhi
Date: 14th July, 2020

B Hariharan
Managing Director