

# INTERNATIONAL TRAVEL HOUSE LIMITED

CIN: L63040DLI1981PLC011941

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 42<sup>ND</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty Second Annual General Meeting of the Members of International Travel House Limited will be held on **Tuesday, 12<sup>th</sup> September, 2023**, at **11.00 a.m. (IST)** for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the 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 31<sup>st</sup> March, 2023, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend of ₹3.50 per Equity Share of ₹10/- each for the financial year ended 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Mr. Anil Rajput (DIN: 00022289) 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, or any amendment thereto or modification thereof, the remuneration of ₹18,50,000/- (Rupees Eighteen lakhs and Fifty Thousand Only) to Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN 117366W/W-100018), Statutory Auditors of the Company, for conduct of audit for the financial year 2023-24, 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 a Special Resolution :-

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof,

for the time being in force), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Vasant Dhobale (DIN: 00274636) be and is hereby re-appointed as an Independent Director of the Company with effect from 1<sup>st</sup> November, 2023 for a period of five years, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines.”

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

“Resolved that, in partial modification of the resolution passed by the shareholders at the Forty First Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2022 and 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') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company's Policy on Related Party Transactions, consent of the Members be and is hereby accorded to the Company for entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Limited ('ITC'), a related party under Regulation 2(1)(zb) of the Listing Regulations, as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions with ITC, in the aggregate, does not exceed ₹13,500 lakhs (Rupees Thirteen Thousand Five Hundred Lakhs), during the financial year 2023-24.

Resolved further that the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or

### NOTICE OF ANNUAL GENERAL MEETING

incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

7. 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’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Policy on Related Party Transactions consent of the Members be and is hereby accorded to the Company for entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Limited (‘ITC’), a related party under Regulation 2(1)(zb) of the Listing Regulations, as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions with ITC, in the aggregate, does not exceed ₹16,500 lakhs (Rupees Sixteen Thousand Five Hundred Lakhs), during the financial year 2024-25.

Resolved further that the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required

to seek any further consent / approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

8. 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’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Policy on Related Party Transactions consent of the Members be and is hereby accorded to the Company for entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Infotech India Limited (‘IITL’), a related party under Regulation 2(1)(zb) of the Listing Regulations, as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions with IITL, in the aggregate, does not exceed ₹5,000 lakhs (Rupees Five Thousand Lakhs), during the financial year 2024-25.

Resolved further that the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

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The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31<sup>st</sup> March, 2023 is **Friday, 25<sup>th</sup> August, 2023**. Such Dividend, if declared, will be paid between **Wednesday, 13<sup>th</sup> September, 2023 and Saturday, 16<sup>th</sup> September, 2023** to those Members entitled thereto.

By Order of the Board  
International Travel House Limited

Place: New Delhi  
Date: 25<sup>th</sup> July, 2023

Meetu Gulati  
Company Secretary

### 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 will be held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for this AGM, and (b) Attendance Slip & Route Map are not annexed to this Notice.
- (iii) Corporate and Institutional Members (companies, trusts, societies, etc.) are requested to send a certified copy (in PDF / JPG format) of the Board Resolution/ appropriate authorization to attend this AGM, pursuant to Section 113 of the Act, through e-mail at **Investor\_TH@ith.co.in** or by post to the Company at its Registered Office.
- (iv) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Circulars, the items 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 e-voting and also for attending the AGM are annexed.
- (v) **Remote e-voting will commence at 9:00 a.m. on Friday, 8<sup>th</sup> September, 2023 and will end at 5:00 p.m. on Monday, 11<sup>th</sup> September, 2023**, when e-voting module will be disabled by NSDL.
- (vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Tuesday, 5<sup>th</sup> September, 2023 (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. 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 providing detailed information & instructions with respect to tax on the Final Dividend for the financial year ended 31<sup>st</sup> March, 2023 is being sent separately to the Members. The said communication will also be made available on the Company's website **www.internationaltravelhouse.in**.
- (viii) Unclaimed dividend for the financial year 2015-16 and the Equity Shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 11<sup>th</sup> October, 2023, 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 9<sup>th</sup> October, 2023 in respect of the same.
- (ix) In conformity with the applicable regulatory

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requirements, the Notice and the Report and Accounts 2023 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 desirous of obtaining physical copies of the said Notice and the Report and Accounts 2023 are required to send a request to the Company at **Investor\_TH@ith.co.in** or by post to its Registered Office, mentioning their name and DP ID and Client ID/ Folio Number.

- (x) Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the Notice and the Report and Accounts 2023, or attend the AGM, or cast their votes through remote e-voting or e-voting during the AGM, are required to register their e-mail addresses with the Company by filling the form available on Company's website at <https://www.internationaltravelhouse.in/pdf/ISR-I.pdf>
- (xi) Members who would like to express their views or ask questions with respect to the agenda items of the AGM 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 5.00 p.m. on Tuesday, 5<sup>th</sup> September, 2023 will be able to speak at the AGM. The Company reserves the right to restrict the number of questions and 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 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 remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at **Investor\_TH@ith.co.in**.

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### EXPLANATORY STATEMENT

Annexed to the Notice convening the Forty Second Annual General Meeting to be held on Tuesday, 12<sup>th</sup> September, 2023.

#### Item No. 5

The Members of the Company at the Thirty Eighth Annual General Meeting held on 27<sup>th</sup> July, 2019 approved the appointment of Mr. Pradeep Vasant Dhobale as an Independent Director of the Company for a period of five years with effect from 1<sup>st</sup> November, 2018. Mr. Dhobale will complete his present term on 31<sup>st</sup> October, 2023.

The Board of Directors of the Company ('the Board') at the meeting held on 25<sup>th</sup> July, 2023, after considering the performance evaluation carried out by the Nominations & Remuneration Committee ('the Committee') and on the recommendation of the Committee, recommended for the approval of the Members, the re-appointment of Mr. Dhobale as set out in the Resolution. The Committee and the Board considered his diverse skills, particularly in the areas of finance, strategic insight and business management, among others, as some of the important requirements for this role.

In view of the above, the Committee and the Board consider that, Mr. Dhobale possess appropriate skills, expertise and competencies in the context of the Company's businesses and given his knowledge, experience and performance and contributions made to the Board, his continued association would benefit the Company.

Mr. Dhobale, pursuant to Section 152 of the Companies Act, 2013 ('the Act') has given his consent to act as Director of the Company, and requisite notice, pursuant to Section 160 of the Act, proposing his re-appointment has been received by the Company. Declaration that he meets the criteria of independence prescribed under Section 149 of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') has also been received by the Company. Mr. Dhobale has also confirmed that he is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

The candidature of Mr. Dhobale is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Mr. Dhobale fulfils the conditions specified in the Act,

the Rules thereunder and the Listing Regulations for re-appointment as Independent Director and he is independent of the management of the Company.

Additional information in respect of Mr. Dhobale, 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. Dhobale has not resigned from any listed entity in the past three years and he does not hold any share in the Company, either in his individual capacity or on a beneficial basis.

Mr. Dhobale would be entitled to sitting fees for attending meeting of the Board and its committees, as provided in the Terms and Conditions of Appointment of Independent Directors of the Company which is available on the website of the Company at <https://www.internationaltravelhouse.in/pdf/Terms-and-Conditions-of-Independent-Directors.pdf>. Same will also be available for inspection through electronic mode during the AGM.

Mr. Pradeep Vasant Dhobale, and his relatives, are interested in the Special Resolution relating to his re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in this Special Resolution.

The Board recommends the Special Resolution for your approval.

#### Item Nos. 6, 7 and 8

In terms of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Company's Policy on Related Party Transactions, entering into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed the threshold under proviso to Regulation 23(1) of the Listing Regulations i.e. ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires prior approval of the Members of the Company. Further, similar approval is also required for subsequent material modification(s) to related party transactions as defined in the Company's Policy on Related Party Transactions, i.e. exceeding ₹5 lakhs or 10% of approved amount, whichever is higher.

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As the Members are aware, your Company has been providing travel related services to various clients, including ITC Limited ('ITC') and ITC Infotech India Limited ('IIL'). Further, your Company also enters into various contracts/ arrangements/ transactions for purchase of goods and services, deputation of manpower, rental arrangements, etc. with ITC and/ or IIL. ITC being the promoter of the Company and IIL, being a wholly owned subsidiary of ITC are related parties as per Regulation 2(1)(zb) of the Listing Regulations.

The Members had in the last Annual General Meeting held on 22<sup>nd</sup> September, 2022, approved Material Related Party Transactions with ITC, for a value not exceeding ₹12,000 lakhs to be entered during the financial year 2023-24. Based on the Company's current volume of transactions till date and the future business projections, it is anticipated that the maximum total value of the transactions with ITC for the financial year 2023-24 may exceed the aforesaid monetary limit. Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 25<sup>th</sup> July, 2023, on the recommendation of the Audit Committee, recommended for the approval of the Members, modification of aforesaid Material Related Party Transactions with ITC, for the financial year 2023-24, as provided below:

Nature of proposed transactions	Revised Estimated Value (Amount ₹ in lakhs)
Sale of Services (Gross)	12,500
Purchase of Goods and Services	50

Reimbursement of remuneration of employees (on deputation)	750
Rent Paid	100
Rental Deposit	25
Reimbursement of Expenses	75
<b>Total</b>	<b>13,500</b>
<sup>1</sup> Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the RPT	<b>73%</b>

All the other terms and conditions as approved earlier by the Members for the aforesaid Material Related Party Transactions with ITC remain unchanged.

Further, the estimated value of transactions with ITC and IIL for the financial year 2024-25 are also expected to exceed the materiality threshold provided under the Listing Regulations. In view of the same, the Board at the meeting held on 25<sup>th</sup> July, 2023, on the recommendation of the Audit Committee, also recommended for the approval of the Members, entering/continuing to enter into contracts / arrangements / transactions with ITC and IIL, in the ordinary course of business and on arm's length basis.

Details of the aforesaid transactions to be entered with ITC and IIL in the financial year 2024-25, pursuant to Section III-B of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023, are given hereunder:

Sl. No	Particulars	Details of contracts/ arrangements/ transactions			
1	Names of the Related Party	ITC Limited ('ITC')		ITC Infotech India Limited ('IIL')	
2	Nature of Relationship	ITC is a Promoter of the Company		IIL is a wholly owned subsidiary of ITC	
3	Type, material terms and particulars of the contracts / arrangements / transactions	<b>Nature of proposed transactions</b>	<b>Estimated Value (Amount ₹ in lakhs)</b>	<b>Nature of proposed transactions</b>	<b>Estimated Value (Amount ₹ in lakhs)</b>
		Sale of Services (Gross)	15,200	Sale of Services (Gross)	4,500
		Purchase of Goods and Services	100	Purchase of Goods and Services	500
		Reimbursement of remuneration of employees (on deputation)	900	<b>Total</b>	<b>5,000</b>
		Rent Paid	125		
		Rental Deposit	25		
		Reimbursement of Expenses	150		
		<b>Total</b>	<b>16,500</b>		
The terms and conditions of the said transactions will be similar to those rendered to unrelated parties with adjustments for commercial terms, as necessary.					

<sup>1</sup>For the purpose of related party transactions, Gross Transaction Value of sale of services rendered is considered, as referred in Schedule 37 of Annual Report 2022-23 (Page 77). Further, the annual turnover is determined as detailed in Note No.1(C)(v) of the audited financial statements of the Company for the Financial Year 2022-23.

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Sl. No	Particulars	Details of contracts/ arrangements/ transactions	
4	Tenure of the contracts / arrangements / transactions	Financial Year 2024-25	
5	Nature of concern or interest	Financial	
6	Value of the proposed contracts / arrangements / transactions	Upto ₹ 16,500 lakhs.	Upto ₹ 5,000 lakhs.
7	<sup>2</sup> Percentage of the Company's annual consolidated turnover for the immediately preceding financial year (i.e. financial year 2022-23) that is represented by such estimated value	90%	27%
8	Justification as to why the proposed contracts / arrangements / transactions are in the interest of the Company	The said related parties are the key clients of the Company and the proposed contracts / arrangements / transactions will aid the growth of Company's business and enable it to explore further business synergies with them.	
9	Details of valuation or other external party report, if such report has been relied upon	Not applicable	
10	Any other information that may be relevant	Nil	

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in these Resolutions.

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transactions or not) shall not vote to approve these Resolutions.

The Board recommends these Resolutions for your approval.

By Order of the Board  
International Travel House Limited

Place: New Delhi  
Date: 25<sup>th</sup> July, 2023

Meetu Gulati  
Company Secretary

<sup>2</sup>For the purpose of related party transactions, Gross Transaction Value of sale of services rendered is considered, as referred in Schedule 37 of Annual Report 2022-23 (Page 77). Further, the annual turnover is determined as detailed in Note No. I(C)(v) of the audited financial statements of the Company for the Financial Year 2022-23.

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### 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 through VC / OAVM are requested to follow the steps enumerated under (II) below for login to the NSDL e-voting system. After login, click on the 'VC / OAVM' link 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 through VC / OAVM will be available from 15 minutes before the time scheduled for the AGM and may close not earlier than 15 minutes after the commencement of the AGM.
- (c) Members are requested to login to the NSDL 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.

#### II. Instructions for remote e-voting

##### Step 1: Access to NSDL e-voting website

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

Individual Shareholders holding securities in demat mode with NSDL

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

- (a) Launch internet browser by typing the URL: <https://eservices.nsdl.com> and click on 'Beneficial Owner' tab under the 'IDeAS' section.
- (b) Insert your existing user ID, password/OTP and the verification code as shown on the screen.

- (c) After login, click on 'Access to e-voting' under value added services and 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 - NSDL' and proceed to Step 2 to cast your vote.

- **If you are not registered for IDeAS e-Services:**

- (a) The option to register is available at <https://eservices.nsdl.com>.
- (b) Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- (c) Upon successful registration, please follow steps given at Points (a) to (d) above.

- **For eVoting through website of NSDL,** you are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: <https://evoting.nsdl.com> and click on 'Shareholder / Member - Login'.
- (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 NSDL e-services website 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 - NSDL' and proceed to Step 2 to cast your vote.

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) Login at [www.cdslindia.com](http://www.cdslindia.com) and click on 'My Easi New (Token)' or launch internet browser by typing the URL: <https://web.cdslindia.com/myeasitoken/home/login>.



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- (b) Insert your existing user ID and password.
- (c) After login, you will be able to view the e-voting menu.
- (d) Click on ‘evote’ link available against International Travel House Limited or ‘e-voting service provider - NSDL’ and proceed to Step 2 to cast your vote.

**If you are not registered for CDSL ‘Easi / Easiest’ facility**, you can directly access the e-voting page by clicking on ‘E Voting’ on the home page of [www.cdslindia.com](http://www.cdslindia.com) with your demat account number and PAN.

After OTP based authentication, you will be provided link for ‘evoting’ against International Travel House Limited or ‘e-voting service provider - NSDL’. Click on the link 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 for e-voting.
- (b) Click on the option available for e-voting. You will be re-directed to NSDL e-services website 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 - 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 ‘Access to e-voting’ to proceed to Step 2 to cast your vote.

Other Members are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: <https://evoting.nSDL.com> and click on ‘Shareholder / Member - Login’.
- (b) Insert your existing user ID, password and the verification code as shown on the screen.

• **User ID:**

a) 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>
b) 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>
c) For Members holding shares in certificate form.	EVEN followed by Folio Number registered with the Company. <i>For example if the EVEN is 11111 and your folio number is 000*** then user ID is 111111000***</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 the Company.

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

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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.co.in](mailto:evoting@nsdl.co.in), mentioning your name, PAN, registered address and your DP ID & Client ID / folio number.

- (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) In case of any query / grievance you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact:
  - (i) NSDL- by sending a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at **022 - 4886 7000 and 022 - 2499 7000**;
  - (ii) CDSL - by sending a request to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 22 55 33**;

(iii) The Company- by sending a request to the Company Secretary at [Investor\\_TH@ith.co.in](mailto:Investor_TH@ith.co.in) or call at 011 26017808.

- (b) Those who become Members of the Company after sending the Notice but on or before **5<sup>th</sup> September, 2023 (cut-off date)** may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [Investor\\_TH@ith.co.in](mailto:Investor_TH@ith.co.in) requesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.

### **III. Instructions for e-voting during the AGM**

- (a) The procedure for e-voting during the AGM is same as mentioned under (II) above for remote e-voting.
- (b) Only those Members who are present in the AGM and have not cast their votes through remote e-voting prior to the AGM, shall be eligible to vote through the e-voting system available during the AGM. Members who have cast their votes by remote e-voting may attend the AGM, but they will not be entitled to cast their votes again.

### **IV. General Information**

- (a) There will be one vote for every DP ID & Client ID /Registered Folio No. irrespective of the number of joint holders.
- (b) **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](http://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.