

## Postal Ballot through e-voting of International Travel House Limited – Voting Results

<b>Date of declaration of the results of Postal Ballot through e-voting:</b>	3 <sup>rd</sup> March, 2023
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to vote – 20 <sup>th</sup> January, 2023)	10,758
<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	Not Applicable

### Agenda – wise disclosure

#### SPECIAL BUSINESS

**Item No. 1 - Variation in the terms of remuneration of Mr. Bhagwateshwaran Hariharan, erstwhile Managing Director of the Company for the period 1<sup>st</sup> October, 2022 to 31<sup>st</sup> January, 2023**

<b>Resolution Required:</b>						Special Resolution		
<b>Whether promoter / promoter group are interested in the agenda / resolution:</b>						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	4931896	4931896	100.00	4931896	0	100.00	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>4931896</b>	<b>100.00</b>	<b>4931896</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	300	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>000.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Non-Institutions	E-Voting	3062299	155301	5.0174	119739	35562	77.1012	22.8988
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>155301</b>	<b>5.0174</b>	<b>119739</b>	<b>35562</b>	<b>77.1012</b>	<b>22.8988</b>
<b>Total</b>		<b>7994495</b>	<b>5087197</b>	<b>63.6338</b>	<b>5051635</b>	<b>35562</b>	<b>99.3010</b>	<b>0.6990</b>



**Item No. 2 - Appointment of Mr. Ashwin Moodliar as a Director and also as the Managing Director of the Company, effective 1<sup>st</sup> February, 2023**

Resolution Required:						Special 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	4931896	4931896	100.00	4931896	0	100.00	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>4931896</b>	<b>100.00</b>	<b>4931896</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	300	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>000.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Non-Institutions	E-Voting	3062299	155301	5.0174	119739	35562	77.1012	22.8988
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>155301</b>	<b>5.0174</b>	<b>119739</b>	<b>35562</b>	<b>77.1012</b>	<b>22.8988</b>
<b>Total</b>		<b>7994495</b>	<b>5087197</b>	<b>63.6338</b>	<b>5051635</b>	<b>35562</b>	<b>99.3010</b>	<b>0.6990</b>

The Special Resolutions, as set out in the Postal Ballot Notice dated 13<sup>th</sup> January, 2023, have been passed by the Members by requisite majority.



**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]*

To,  
Ms. Meetu Gulati  
Company Secretary  
International Travel House Limited  
"Travel House" T-2, Community  
Centre, Sheikh Sarai, Phase-I,  
New Delhi-110017

**Subject: Scrutinizer's Report for passing of Resolutions through Postal Ballot(only electronic Voting system) of International Travel House Limited ("the Company")**

Dear Ma'am,

I, Pooja Bhatia, Proprietor, M/s P B & Associates, Practicing Company Secretaries, appointed by the Board of Directors of the Company at their meeting held on 13<sup>th</sup> January, 2023 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of Postal Ballot through electronic voting which commenced on 1<sup>st</sup> February, 2023 at 9:00 AM (IST) and ended on 2<sup>nd</sup> March, 2023 at 5:00 PM (IST).

**Management Responsibility**

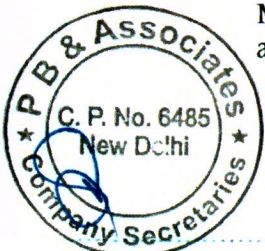
The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made there under and General Circular issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to Postal Ballot Process and e-voting on the resolutions contained in the Notice of Postal Ballot dated 13<sup>th</sup> January, 2023.

**Scrutinizer's Responsibility**

Our Responsibility as Scrutinizer for the Postal Ballot Process through e-voting is restricted to make a Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the Notice of Postal Ballot dated 13<sup>th</sup> January, 2023 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility during the Postal Ballot Process.

The Members' approval was sought for the following:

1. Variation in the terms of remuneration of Mr. Bhagwateshwaran Hariharan, erstwhile Managing Director of the Company, for the period 1<sup>st</sup> October, 2022 to 31<sup>st</sup> January, 2023; and



2. Appointment of Mr. Ashwin Moodliar as a Director and also as the Managing Director of the Company, effective 1<sup>st</sup>February, 2023.

I do hereby submit my report as follows:

1. The dispatch of the Postal Ballot Notice dated 13<sup>th</sup>January, 2023 was completed on 30<sup>th</sup> January, 2023 to the Members whose names appeared in the Register of Members/ List of Beneficial Owners as received from the Registrar and Share Transfer Agent (RTA)/National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20<sup>th</sup> January, 2023. The Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents.
2. In terms of the aforesaid notice, Members were required to convey their assent or dissent, through remote e-voting system, on e-voting platform provided by Central Depository Services (India) Limited (CDSL) from 9:00 a.m. (IST) on Wednesday, 1<sup>st</sup>February, 2023 to 5:00 p.m. (IST) on Thursday, 2<sup>nd</sup> March, 2023.
3. Particulars of all votes cast through electronic means have been entered in the register maintained for the purpose.
4. The votes cast through electronic means were unblocked on 2<sup>nd</sup>March, 2023 at 5:50 PM (IST) in the presence of two witnesses, Mr. Devender Singh and Ms. Naina Soni, neither of whom are in the employment of the Company.
5. The Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on Friday, 20<sup>th</sup>January, 2023.
6. Based on the report generated from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com), which I have scrutinized, results of voting are reported as per **Annexure-I**.



**ANNEXURE-I**

**ITEM NO. 1 — AS A SPECIAL RESOLUTION**

**VARIATION IN THE TERMS OF REMUNERATION OF MR. BHAGWATESHWARAN HARIHARAN, ERSTWHILE MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD 1<sup>ST</sup> OCTOBER, 2022 TO 31<sup>ST</sup> JANUARY, 2023**

	E-voting		Voting results
	Number of Members who voted	Number of Shares for which votesCast	Percentage of votes to totalnumber of valid votes cast
Voted in favour of the resolution	77	5051635	99.30
Voted against the resolution	7	35562	0.70
<b>Total</b>	<b>84</b>	<b>5087197</b>	<b>100.00</b>

*Note: For the purpose of calculation of no. of votes polled, only the valid votes have been counted and no. of invalid votes havenot been taken into account.*

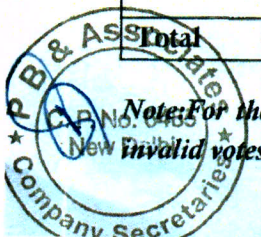
Based on the aforesaid results, Special Resolution as contained in Item No. 1 of the Notice of Postal Ballot of the Company dated 13<sup>th</sup> January, 2023 has been passed with Requisite Majority.

**ITEM NO. 2 — AS A SPECIAL RESOLUTION**

**APPOINTMENT OF MR. ASHWIN MOODLIAR AS A DIRECTOR AND ALSO AS THE MANAGING DIRECTOR OF THE COMPANY, EFFECTIVE 1<sup>ST</sup> FEBRUARY, 2023**

	E-voting		Voting results
	Number of Members who voted	Number of Shares for which votesCast	Percentage of votes to totalnumber of valid votes cast
Voted in favour of the resolution	77	5051635	99.30
Voted against the resolution	7	35562	0.70
<b>Total</b>	<b>84</b>	<b>5087197</b>	<b>100.00</b>

*Note: For the purpose of calculation of no. of votes polled, only the valid votes have been counted and no. of invalid votes havenot been taken into account.*



Based on the aforesaid results, Special Resolution as contained in Item No. 2 of the Notice of Postal Ballot of the Company dated 13<sup>th</sup> January, 2023 **has been passed with Requisite Majority.**

All the relevant records shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairperson or Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,  
For P B & Associates  
Company Secretaries

Pooja Bhatia

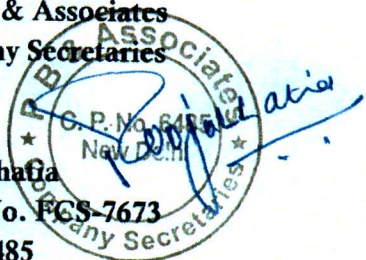
Mem. No. FCS-7673

COP: 6485

Dated: 3<sup>rd</sup> March 2023

Place: New Delhi

UDIN:F007673D003231960



We the undersigned, have witnessed that the votes cast through Postal Ballot(only electronic Voting system)were unblocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 2<sup>nd</sup> March, 2023 at 5:50 PM (IST)

Handwritten signature of Devender Singh in blue ink.

Name: Devender Singh  
Address: H. No-N-8, BudhVihar,  
Phase-1, Delhi-110086

Handwritten signature of Naina Soni in blue ink.

Name: Naina Soni  
Address: A-107b, Dashrath Puri  
New Delhi-110045

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Countersigned by the Company Secretary

Name: Meetu Gulati

Signature:

Handwritten signature of Meetu Gulati in blue ink.

Dated: 3/3/23