

**38th Annual General Meeting (AGM) of
International Travel House Limited – details of voting results**

Date of the AGM:	27th July, 2019
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to voting – 20th July, 2019)	12,240
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	3 2,852
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	Not applicable

Agenda – wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31 March 2019, and the Reports of the Board of Directors and the Auditors.

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	49,31,901	49,31,896	99.9999	49,31,896	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100.0000	0.00
Public - Institutions	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-Voting	30,62,299	3,658	0.1195	3,657	1	99.9727	0.0273
	Poll		2,039	0.0666	2,039	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5,697	0.186	5,696	1	99.9824	0.0176
Total		79,94,500	49,37,593	61.7624	49,37,592	1	100.0000	0.00



Item No. 2 - Declaration of dividend for the financial year ended 31 March 2019.

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	49,31,901	49,31,896	99.9999	49,31,896	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100.0000	0.00
Public - Institutions	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-Voting	30,62,299	3,658	0.1195	3,657	1	99.9727	0.0273
	Poll		2,039	0.0666	2,039	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5,697	0.186	5,696	1	99.9824	0.0176
Total		79,94,500	49,37,593	61.7624	49,37,592	1	100.0000	0.00

Item No. 3 - Appointment of Mr Jagdish Singh who retires by rotation and offers himself for reappointment.

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	49,31,901	49,31,896	99.9999	49,31,896	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100.0000	0.00
Public - Institutions	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-Voting	30,62,299	3,658	0.1195	705	2,953	19.2728	80.7272
	Poll		2,039	0.0666	2,039	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5,697	0.186	2,744	2,953	48.1657	51.8343
Total		79,94,500	49,37,593	61.7624	49,34,640	2,953	99.9402	0.0598

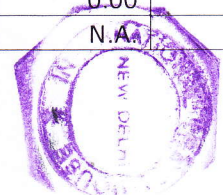
Item No. 4 - Approval of remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors, for the financial year 2019-20.

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	49,31,901	49,31,896	99.9999	49,31,896	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100.0000	0.00
Public - Institutions	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-Voting	30,62,299	3,658	0.1195	3,657	1	99.9727	0.0273
	Poll		2,039	0.0666	2,039	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5,697	0.186	5,696	1	99.9824	0.0176
Total		79,94,500	49,37,593	61.7624	49,37,592	1	100.0000	0.00

SPECIAL BUSINESS

Item No. 5 - Appointment of Mr Pradeep Vasant Dhobale as an Independent Director of the Company.

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	49,31,901	49,31,896	99.9999	49,31,896	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100.0000	0.00
Public - Institutions	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-Voting	30,62,299	3,658	0.1195	2,840	818	77.6381	22.3619
	Poll		2,039	0.0666	2,039	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5,697	0.186	4,879	818	85.6416	14.3584
Total		79,94,500	49,37,593	61.7624	49,36,775	818	99.9834	0.0166

Item No. 6 – Re-appointment of Mr Homi Phiroze Ranina as an Independent Director of the Company with effect from 10th September, 2019.

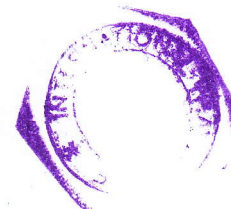
Resolution Required :						Special Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held as on cut-off date	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% 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	49,31,901	49,31,896	99.9999	49,31,896	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100.0000	0.00
Public - Institutions	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-Voting	30,62,299	3,658	0.1195	2,840	818	77.6381	22.3619
	Poll		2,039	0.0666	2,039	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5,697	0.186	4,879	818	85.6416	14.3584
Total		79,94,500	49,37,593	61.7624	49,36,775	818	99.9834	0.0166



Item No. 7 – Re-appointment of Ms Sudha Pillai as an Independent Director of the Company with effect from 10th September, 2019.

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	49,31,901	49,31,896	99.9999	49,31,896	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49,31,896	99.9999	49,31,896	0	100.0000	0.00
Public - Institutions	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-Voting	30,62,299	3,658	0.1195	2,840	818	77.6381	22.3619
	Poll		2,039	0.0666	2,039	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5,697	0.186	4,879	818	85.6416	14.3584
Total		79,94,500	49,37,593	61.7624	49,36,775	818	99.9834	0.0166

All the resolutions for consideration at the 38th AGM in respect of the items set out in the Notice dated 15th April, 2019, have been passed by the Members by the requisite majority through remote e-voting and voting through ballot paper at the AGM venue.



GIRISH NEELAM & ASSOCIATES

CHARTERED ACCOUNTANTS

E-26, Moti Nagar, New Delhi-110015

Phone : 9810982908

E-mail : girishnathani@hotmail.com

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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]

The Chairman
International Travel House Limited,
"Travel House", T-2, Community Centre,
Sheikh Sarai, Phase-I, New Delhi-110017

38th Annual General Meeting of the Members of International Travel House Limited (the Company) held on Saturday, 27th July, 2019 at Air Force Auditorium, Subroto Park, New Delhi-110010

Dear Sir,

I, Girish Nathani, Chartered Accountant and Partner, Messrs Girish Neelam & Associates, Chartered Accountants, appointed by the Board of Directors of the Company at the meeting held on 15th April, 2019 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 remote e-voting and voting through ballot paper at the 38th Annual General Meeting (AGM) of the Company in respect of the Resolutions for consideration at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also voting through ballot paper at the AGM venue, for which



purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).

2. Members whose names were 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 i.e. 20th July, 2019 were entitled to cast their votes by remote e-voting or voting through ballot paper at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on 23rd July, 2019 and ended at 5.00 p.m. on 26th July, 2019, when remote e-voting was blocked by CDSL.
4. Facility of voting through ballot paper was provided at the AGM venue to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. Members and proxies, after marking their preferences in the Ballot Paper, casted their votes in the ballot box. After conclusion of voting at the venue, the locked ballot box was opened on the same date at 10.35 a.m. in the presence of 2 (two) witnesses, Mr. Azharuddin and Mr. Neeraj, neither of whom are in the employment of the Company, and ballot papers were diligently scrutinized.
6. After counting votes cast through ballot paper at the AGM venue, the votes cast through remote e-voting were unblocked the same day at 10.45 a.m. in the presence of 2 (two) witnesses as named above.
7. The Ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. Based on the reports generated from CDSL's e-voting website www.evotingindia.com and voting through ballot paper at the AGM venue, which I have scrutinised, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

Item No. 1 — Ordinary Resolution

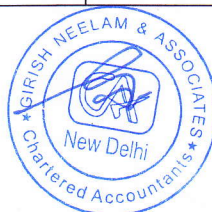
Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2019, and the Reports of the Board of Directors and the Auditors.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	17	4935553	36	2039	53	4937592	99.99
Voted against the resolution	1	1	0	0	1	1	00.01
Invalid votes	0	0	0	0	0	0	0

Item No. 2 — Ordinary Resolution

Declaration of dividend for the financial year ended 31st March, 2019.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	17	4935553	36	2039	53	4937592	99.99
Voted against the resolution	1	1	0	0	1	1	00.01
Invalid votes	0	0	0	0	0	0	0



Item No. 3 — Ordinary Resolution

Appointment of Mr Jagdish Singh who retires by rotation and offers himself for re-appointment.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	15	4932601	36	2039	51	4934640	99.94
Voted against the resolution	3	2953	0	0	3	2953	00.06
Invalid votes	0	0	0	0	0	0	0

Item No.4 — Ordinary Resolution

Approval of remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors, for the financial year 2019-20.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted
Voted in favour of the resolution	17	4935553	36	2039	53	4937592	99.99
Voted against the resolution	1	1	0	0	1	1	00.01
Invalid votes	0	0	0	0	0	0	0



SPECIAL BUSINESS

Item No. 5 — Ordinary Resolution

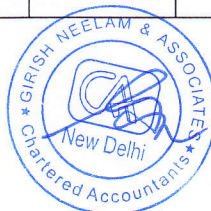
Appointment of Mr Pradeep Vasant Dhobale as an Independent Director of the Company.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted
Voted in favour of the resolution	16	4934736	36	2039	52	4936775	99.98
Voted against the resolution	2	818	0	0	2	818	0.02
Invalid votes	0	0	0	0	0	0	0

Item No. 6 — Special Resolution

Re-appointment of Mr Homi Phiroze Ranina as an Independent Director of the Company with effect from 10th September, 2019.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted
Voted in favour of the resolution	16	4934736	36	2039	52	4936775	99.98
Voted against the resolution	2	818	0	0	2	818	0.02
Invalid votes	0	0	0	0	0	0	0



Item No. 7 — Special Resolution

Re-appointment of Ms Sudha Pillai as an Independent Director of the Company with effect from 10th September, 2019.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Members who voted
Voted in favour of the resolution	16	4934736	36	2039	52	4936775	99.98
Voted against the resolution	2	818	0	0	2	818	0.02
Invalid votes	0	0	0	0	0	0	0

Yours faithfully,



(Girish Nathani)
SCRUTINIZER

Place: New Delhi

Date: 27th July, 2019

We the undersigned, have witnessed that the ballot box was opened and the votes cast through remote e-voting were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on 27th July, 2019 at 10.35 a.m. and 10:45 a.m. respectively.



Name: Azharuddin
Address: RZ-193, Second Floor
Front Side, Gali Noi.16
Tughlakabad Extension
New Delhi – 110019



Name: Neeraj
Address: H.No. 3328/51
Azad Chowk, Arya Nagar
Rewari, Haryana,-123401