

06.09.2024

SEC: COORD: 134

Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. <b>Scrip Symbol - ITDC (EQ)</b>	Manager, Department of Corporate Services, BSE Limited, Mumbai Floor 25, P.J. Towers, Dalal Street Mumbai- 400 001 <b>Scrip code : 532189</b>
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**Sub: Proceedings of the 59<sup>th</sup> Annual General Meeting of the Company held on 6<sup>th</sup> September 2024**

Sir/Madam,

The 59<sup>th</sup> Annual General Meeting of India Tourism Development Corporation Limited was duly held on Friday, the 6<sup>th</sup> September 2024 at 1200 hours through Video Conferencing (VC) in due compliance of relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

As per requirement of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the proceedings of 59th AGM of ITDC are enclosed herewith at Annexure-I.

You are requested to take the same on record.

Thanking you,

For **India Tourism Development Corporation Ltd.**

**V.K. Jain**  
**Company Secretary**

**PROCEEDINGS OF THE 59<sup>th</sup> ANNUAL GENERAL MEETING OF INDIA TOURISM DEVELOPMENT CORPORATION LIMITED HELD ON FRIDAY, 6<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 1200 HOURS.**

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The 59<sup>th</sup> Annual General Meeting (AGM) of India Tourism Development Corporation Limited was held on Friday, the 6<sup>th</sup> day of September, 2024 at 1200 hours through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in line with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard.

In terms of Regulation 30 read with Schedule III of SEB1 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 59<sup>th</sup> AGM of ITDC were as under:-

1. Since ITDC Board did not have permanent chairman and as per clause 44 of the Articles of Association of ITDC, in absence of chairman, the Directors present may choose a chairman. Following directors were present in the AGM :
  - i) Shri M.R. Synrem, Managing Director
  - ii) Shri Lokesh Kumar Aggarwal, Director (Finance)
  - iii) Dr. Manan Kaushal, Independent Director
  - iv) Dr. Anju Bajpai, Independent Director

Directors present chose Shri M.R. Synrem as the Chairman of the meeting.

2. At the outset, the Company Secretary extended a warm welcome to the shareholders at the 59<sup>th</sup> AGM of the Company. Chairman confirmed the requisite quorum being present (49 members). The Chairman called the Meeting to order.
3. Company Secretary welcomed the Board Members, Statutory Auditors, Secretarial Auditors, Scrutinizers and other officials of the management and also confirmed the presence of the Chairman of the Audit Committee, Statutory Auditors, Secretarial Auditor and the Scrutinizer.
4. The Members of ITDC were informed about the qualifications given on three points in the Report of the Statutory Auditors along with the Management Reply on them given in the Annual Report. The observations given in the Secretarial Audit Report along with the Management Reply were also informed. Company Secretary explained the manner of casting votes and read out the Agenda of the meeting.
5. Company Secretary stated that in compliance with the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration)

Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice dated 13.08.2024 from Tuesday, September 3, 2024 (9:00 a.m.) to Thursday, September 5, 2024 (5:00 p.m.) total three days. Further, it was informed that the Company has fixed Friday, the August 30, 2024 as the Cut-off date for determining the eligibility to vote by electronic means as well as during the AGM to those members who could not cast their vote(s).

6. It was informed that the Company has appointed Shri Ankit Jain, Partner of M/s Agarwal S. & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the votes cast by the shareholders through remote e-voting as well as instapoll voting at the AGM in a fair and transparent manner.
7. Thereafter, Company Secretary read the items of the Business to be transacted at the 59<sup>th</sup> Annual General Meeting as detailed below:-

<b>Item No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
<b>ORDINARY BUSINESS</b>		
1.	Adoption of Standalone Financial Statements for the year ended 31 <sup>st</sup> March 2024 together with the Reports of the Board of Directors, Auditors and CAG comments thereon.	Ordinary
2.	Adoption of Consolidated Financial Statements for the year ended 31 <sup>st</sup> March 2024 together with the Report of the Auditors and CAG comments thereon.	Ordinary
3.	Declaration of Dividend at the rate of Rs.2.52 per share	Ordinary
4.	Re-appointment of Ms. Ranjana Chopra, Director who is liable to retire by rotation and being eligible offers herself for reappointment	Ordinary
5.	Re-appointment of Shri Lokesh Kumar Aggarwal, Director (Finance), who is liable to retire by rotation and being eligible offers himself for reappointment.	Ordinary
<b>SPECIAL BUSINESS</b>		
6.	Appointment of Shri M.R. Synrem as the Director and Managing Director in accordance with the provisions of Section 152, 196 and 203 of the Companies Act, 2013 and Regulation 17(IC) of SEBI (LODR) Regulations.	Ordinary

8. Company Secretary informed that details of all Directors i.e. directors liable to retire by rotation and seeking re-appointment and Director seeking appointment, are given in the Notice of the meeting.

9. The Company Secretary explained the objectives and implications of each of the above resolutions. Meanwhile, the Chairman interacted with the shareholders and responded to the queries / comments of the shareholders. Seventeen shareholders registered themselves as speaker out of which eleven speakers were present and raised queries, the same were duly responded at the AGM.
10. Shareholders were informed that the results of voting on each resolution shall be determined by aggregating vote(s) cast through remote e-voting and voting at the AGM. It was further informed that the results of voting will be announced and uploaded on the website of the Company ([www.itdc.co.in](http://www.itdc.co.in)) and on KFintech website (<https://evoting.kfintech.com>) and will also be submitted to the Stock Exchanges within the prescribed time. Further, it was informed that the above resolutions will be deemed to be passed on the date of AGM, i.e. September 6, 2024.
11. Chairman announced the conclusion of business part of proceedings of meeting. Shareholders were informed that "the Instapoll facility will be activated now for next 15 minutes to enable members who have not cast their votes earlier through remote e-voting. This facility is available on the left-hand corner of the Video Conferencing screen in the form of a 'Thumb' sign. Members can click on the same to take them to the 'Instapoll' page and vote." He also announced that meeting will be deemed concluded after the run of Instapoll screen for 15 minutes.
12. Thereafter Instapoll screen was run for 15 minutes to cast votes by the shareholders who have not exercised their right to vote through remote e-voting.
13. There being no other business to transact, the meeting ended at 1310 Hours.

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VIRENDRA  
KUMAR  
JAIN

Digitally signed by  
VIRENDRA KUMAR  
JAIN  
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