

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. Scrip Symbol - ITDC (EQ)	Manager, Department of Corporate Services, BSE Limited, Mumbai Floor 25, P.J. Towers, Dalal Street Mumbai- 400 001 Scrip code : 532189
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Sub: Voting Results along with the Scrutinizers Report of 59th Annual General Meeting of the Company held on 6th September, 2024 through Video Conferencing/ Other Audio Visual Means

Sir/Madam,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies Management and Administration Rules, 2014, the Company had provided electronic voting facility (e-voting) to the members entitled to cast their votes at Annual General Meeting. The e-voting process was carried out by the RTA M/s KFinTech Technologies Ltd. from Tuesday, the 3rd September, 2024 (9:00 A.M.) to Thursday, the 5th September, 2024 (5:00 P.M.) with cut-off date for determining voting rights and shareholding being 30th August, 2024. Those shareholders who had not cast their vote through e-voting, were given an option to cast their vote through InstaPoll on all the Resolutions at the AGM held on 6th September, 2024.

Shri Ankit Jain, partner of M/s Agarwal S. & Associates, Company Secretaries who was appointed as Scrutinizer for e-voting as well as voting through Instapoll at the AGM has submitted his consolidated report to the Chairman of Annual General Meeting.

The Consolidated voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Consolidated Report of the Scrutinizer dated 6th September, 2024 are enclosed herewith.

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 59th Annual General Meeting of the Company have been duly approved & passed by the Shareholders with requisite majority.

You are requested to take the same on your records.

Thanking you,

For **India Tourism Development Corporation Ltd.**

VIRENDRA
KUMAR JAIN

Digitally signed by
VIRENDRA KUMAR JAIN
Date: 2024.09.06
16:07:14 +05'30'

V.K. Jain
Company Secretary



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman
59th Annual General Meeting
India Tourism Development Corporation Limited
Scope Complex, Core 8, 6th Floor
Lodhi Road, New Delhi- 110003

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted at the 59th Annual General Meeting of the equity shareholders of India Tourism Development Corporation Limited Friday, September 06, 2024 at 12:00 noon (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Sir,

I, Ankit Jain, Company Secretary in practice (C.P. No. 26724) and Partner of M/s. Agarwal S. & Associates, Practicing Company Secretaries, Delhi, was appointed as Scrutinizer by the Board of Directors of **India Tourism Development Corporation Limited ("the Company")** for the purpose of scrutinizing the remote e-voting process and voting during the 59th Annual General Meeting ("AGM") of the Company held on Friday, September 06, 2024 at 12:00 noon (IST) through VC/OAVM in a fair and transparent manner on the resolution(s) contained in the AGM Notice dated August 13, 2024 (the "Notice").

The said appointment as Scrutinizer is under the provisions of Section 108 of the Act read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time. As the Scrutinizer, I have to scrutinize the remote e-voting process and voting during the 59th AGM on the dates referred to in the Notice, and I submit my report as under:

1. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, (the "Act") read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, (the "Management Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), read with General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 Dt. January 5, 2023, latest being SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India ("SEBI") and all other applicable circulars on this matter issued by MCA & SEBI (collectively referred to as "Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of voting on the resolution contained in the Notice.

2. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the E-voting system provided by KFin Technologies Limited ("KFin") the e-voting service provider.

3. Dispatch of Notice

- (i) The KFin/ e-voting service provider has sent the Notice and the Annual Report for financial year 2023-24 through electronic mode to the Members who have registered their e-mail addresses with the Company or with the Depositories/Depository Participant and whose names appear in the Register of Members/list of Beneficial Owners as on the August 13, 2024, pursuant to the Circulars issued by the MCA and SEBI.

The Company had also published an advertisement on Thursday, August 15, 2024, an English Newspaper and in a vernacular (Hindi) newspaper regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules and MCA Circulars with regard to remote e-voting.

- (ii) The Notice of AGM is also available on the website of the Company, Registrar and Share Transfer Agent (i.e., KFin) and was also intimated to BSE Limited and National Stock Exchange of India Limited.

4. E-voting process

- (i) The cut-off date for the purpose of reckoning the voting rights of the shareholders was August 30, 2024 ("**Cut-off Date**"). The voting rights of the shareholders were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- (ii) The e-voting facility was provided by KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company.
- (iii) In accordance with the Notice, the remote e-voting commenced at 9:00 a.m. (IST) on Tuesday, September 03, 2024, and ended on Thursday, September 05, 2024, at 05:00 p.m. (IST) both days inclusive.
- (iv) The Company had also provided e-voting facility/ Insta Poll to the shareholders present at the AGM through VC/OAVM and who had not cast their votes earlier. The votes received electronically from the Shareholders till Thursday, September 05, 2024, at 05:00 p.m., being the last date and time fixed for the remote e- voting and the votes received during the AGM through Insta Poll, were considered for my scrutiny.
- (v) The votes received both (votes casted through Remote E-Voting and Insta Poll) were unblocked by me on Friday, September 06, 2024, after the conclusion of the AGM, in presence of two witnesses, Mr. Manish Saini and Mr. Shammy Kumar, who are not in employment of the Company and / or KFin.

5. Voting Results

- i. I have scrutinized and reviewed the remote e-voting and Insta Poll during the AGM based on the data downloaded from the website of KFin i.e., <https://evoting.kfintech.com>.
- ii. The votes cast by shareholders, who are eligible to vote in terms of Regulations 23 of Listing Regulations have been considered.

iii. On proper scrutiny of all the votes cast by way of remote e-voting and Insta Poll, I report the result of the voting as under:

Item No. 1 - To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2024 together with the Report of the Auditors, Comptroller and Auditor General of India and the Board's Report thereon.

Ordinary Resolution							
Particulars	Remote E-Voting (A)		Voting at the AGM (B)		Total (A + B)		
	Nos.	Votes	Nos.	Votes	Nos.	Votes	% of votes
Votes cast in favor	71	7,46,44,673	12	3,459	83	7,46,48,132	99.9999
Votes cast against	4	55	-	-	4	55	0.0001

**One Shareholder having 6 votes abstained from voting*

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 13, 2024, has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

Item No. 2 – To receive, consider and adopt the Consolidated Financial Statements as at 31st March, 2024 and Report of Auditors and Comptroller and Auditor General of India thereon

Ordinary Resolution							
Particulars	Remote E-Voting (A)		Voting at the AGM (B)		Total (A + B)		
	Nos.	Votes	Nos.	Votes	Nos.	Votes	% of votes
Votes cast in favor	71	7,46,44,673	12	3,459	83	7,46,48,132	99.9999
Votes cast against	4	55	-	-	4	55	0.0001

**One Shareholder having 6 votes abstained from voting*

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 13, 2024, has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

Item No. 3 – To declare a dividend of 25.2% (i.e. Rs. 2.52 per share) aggregating Rs. 21.61 crore approx. on the equity share capital of the company as recommended by the Board of Directors.

Ordinary Resolution							
Particulars	Remote E-Voting (A)		Voting at the AGM (B)		Total (A + B)		
	Nos.	Votes	Nos.	Votes	Nos.	Votes	% of votes
Votes cast in favor	71	7,46,44,673	12	3,459	83	7,46,48,132	99.9999
Votes cast against	4	55	-	-	4	55	0.0001

**One Shareholder having 6 votes abstained from voting*

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 13, 2024, has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

Item No. 4 - To appoint a Director in place of Ms. Ranjana Chopra, (DIN 07435946) Part Time Non-Executive Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible offers herself for re-appointment

Ordinary Resolution							
Particulars	Remote E-Voting (A)		Voting at the AGM (B)		Total (A + B)		
	Nos.	Votes	Nos.	Votes	Nos.	Votes	% of votes
Votes cast in favor	71	7,46,44,673	12	3,459	83	7,46,48,132	99.9999
Votes cast against	4	55	-	-	4	55	0.0001

**One Shareholder having 6 votes abstained from voting*

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 13, 2024, has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

Item No. 5 - To appoint a Director in place of Shri Lokesh Kumar Aggarwal (DIN-09714805), Director (Finance) who retires by rotation pursuant to Article 61 of the Article of Association and being eligible offers himself for re-appointment.

Ordinary Resolution							
Particulars	Remote E-Voting (A)		Voting at the AGM (B)		Total (A + B)		
	Nos.	Votes	Nos.	Votes	Nos.	Votes	% of votes
Votes cast in favor	71	7,46,44,673	12	3,459	83	7,46,48,132	99.9999
Votes cast against	4	55	-	-	4	55	0.0001

**One Shareholder having 6 votes abstained from voting*

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 13, 2024, has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

Item No. 6 - To appoint Shri Mebanshailang Rynjah Synrem (DIN-03619409) as Director and the Managing Director of the Company

Ordinary Resolution							
Particulars	Remote E-Voting (A)		Voting at the AGM (B)		Total (A + B)		
	Nos.	Votes	Nos.	Votes	Nos.	Votes	% of votes
Votes cast in favor	71	7,46,44,673	12	3,459	83	7,46,48,132	99.9999
Votes cast against	4	55	-	-	4	55	0.0001

**One Shareholder having 6 votes abstained from remote e-voting*

Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated August 13, 2024, has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

6. Custody of Records

The electronic data and all other relevant records relating to e-voting have been handed over to the Company Secretary & Compliance Officer for preservation and safe keeping.

7. Based on the above information, you may accordingly declare the result of the AGM, as required.

For Agarwal S. & Associates
Company Secretaries
(Firm Registration No.: P2003DE049100)
Peer Review No. 3939/2023

Ankit Jain
Digitally signed
by Ankit Jain
Date: 2024.09.06
15:10:30 +05'30'

CS Ankit Jain
Partner
ACS 31103
COP No.: 26724
UDIN: A031103F001158889

Countersigned by


(Sh. M. R. Synrem)
Chairman for 59th AGM
India Tourism Development Corporation Limited

Witness 1



Name: Manish Saini
Address:
H. No. 148, Azadpur, New Delhi-110033

Witness 2



Name: Shammy Kumar
Address:
House no. A1/61, Akansha Apartment,
Chanakya Palace, New Delhi 110059

Place: New Delhi
Date: September 06, 2024