

12th September, 2023

The General Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Madam/Sir,

42nd Annual General Meeting of the Company – 12th September, 2023

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a summary of the proceedings of the 42nd Annual General Meeting ('AGM') of the Company held on 12th September, 2023.

We would also like to advise that all the Resolutions for consideration at the 42nd AGM in respect of the items set out in the Notice dated 25th July, 2023, have been passed by the Members by requisite majority. The Voting Results in the prescribed format in terms of Regulation 44(3) of the Listing Regulations are also enclosed.

Yours faithfully,

International Travel House Limited

Meetu Gulati
Company Secretary & Compliance Officer

Encl: A/a

Network Partner

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Approved by Department of Tourism, Government of India

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**Summary of the proceedings of the 42nd Annual General Meeting of
International Travel House Limited**

The 42nd Annual General Meeting ('AGM') of the Members of International Travel House Limited was held on Tuesday, 12th September, 2023 through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The Meeting commenced at 11:00 a.m. (IST).

- Mr. Nakul Anand, Chairman, chaired the 42nd AGM. The business before the Meeting was taken up as quorum was present at the commencement of the Meeting and throughout the Meeting. 172 Members attended the Meeting.
- At the outset, the Chairman advised that necessary steps had been taken by the Company to ensure that the Members were able to attend the AGM and vote on the resolutions proposed at the Meeting in a seamless manner.
- The Chairman thereafter introduced the Directors and advised the Members that the registers and documents, as statutorily required, were available for inspection through electronic mode during the AGM.
- The Chairman delivered his speech.
- The Members were briefed on the Ordinary Business and Special Business items covered in the Notice dated 25th July, 2023 and listed under Serial Nos. 1 to 8 below:

Ordinary Business

1. Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2023, and the Reports of the Board of Directors and the Auditors thereon;



2. Declaration of Final Dividend of ₹ 3.50 per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2023;
3. Appointment of Mr. Anil Rajput who retired by rotation, and offered himself for re-appointment;
4. Approval to remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company for conduct of audit for the financial year 2023-24.

Special Business

5. Re-appointment of Mr. Pradeep Vasant Dhobale as an Independent Director of the Company for a period of five years with effect from 1st November, 2023.
6. Modification in the related party transactions to be entered into with ITC Limited such that the maximum value of the contracts / arrangements / transactions, in the aggregate, does not exceed Rs. 13,500 lakhs (Rupees Thirteen Thousand Five Hundred Lakhs), during the financial year 2023-24.
7. Entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Limited ('ITC') 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 Rs. 16,500 lakhs (Rupees Sixteen Thousand Five Hundred Lakhs), during the financial year 2024-25.
8. Entering into and / or continuing to enter into contracts / arrangements / transactions, with ITC Infotech India Limited ('IIIL') on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions with IIIL, in the aggregate, does not exceed Rs. 5,000 lakhs (Rupees Five Thousand Lakhs), during the financial year 2024-25.



- The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions or seek clarifications on the Agenda items. Thereafter, he responded to the queries raised / clarifications sought by the Members who spoke at the Meeting.
- E-voting facility was provided during the Meeting to those Members who had not cast their votes through remote e-voting. The facility to cast votes through remote e-voting was provided to the Members from 9.00 a.m. on 8th September, 2023 till 5.00 p.m. on 11th September, 2023.
- The Chairman advised the Members that the Voting Results, along with the Scrutinizer's Report, would be made available on the Company's website and also on the website of National Securities Depository Limited. The Voting Results would also be forwarded to BSE Limited, where the Company's shares are listed.

All the Resolutions for consideration at the 42nd AGM in respect of the items set out in the Notice dated 25th July, 2023, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.



42nd Annual General Meeting (AGM) of International Travel House Limited
Details of voting results

Date of the AGM:	12 th September, 2023
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 5 th September, 2023)	11,458
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public	3 169

Agenda – wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2023, and the Reports of the Board of Directors and the Auditors thereon.

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) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting*	4931901	4931896	99.9999	4931896	0	100	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.
	Total		4931896	99.9999	4931896	0	100	0
Public - Institutions	E-Voting*	300	0	0.0000	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	755285	9	99.9988	0.0012
	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.
	Total		755294	24.6643	755285	9	99.9988	0.0012
Total		7994500	5687190	71.1388	5687181	9	99.9998	0.0002



Item No. 2 - Declaration of Final Dividend of Rs. 3.50 per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2023.

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*	4931901	4931896	99.9999	4931896	0	100	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.
	Total		4931896	99.9999	4931896	0	100	0
Public - Institutions	E-Voting*	300	0	0.0000	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	755285	9	99.9988	0.0012
	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.
	Total		755294	24.6643	755285	9	99.9988	0.0012
Total		7994500	5687190	71.1388	5687181	9	99.9998	0.0002



Item No. 3 - Appointment of Mr. Anil Rajput who retires by rotation and, being eligible, offers himself for re-appointment.

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*	4931901	4931896	99.9999	4931896	0	100	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.
	Total		4931896	99.9999	4931896	0	100	0
Public - Institutions	E-Voting*	300	0	0.0000	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	754885	409	99.9458	0.0542
	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.
	Total		755294	24.6643	754885	409	99.9458	0.0542
Total		7994500	5687190	71.1388	5686781	409	99.9928	0.0072



Item No. 4 - Approval to remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company for conduct of audit for the financial year 2023-24.

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*	4931901	4931896	99.9999	4931896	0	100	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.
	Total		4931896	99.9999	4931896	0	100	0
Public - Institutions	E-Voting*	300	0	0.0000	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	755285	9	99.9988	0.0012
	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.
	Total		755294	24.6643	755285	9	99.9988	0.0012
Total		7994500	5687190	71.1388	5687181	9	99.9998	0.0002



SPECIAL BUSINESS

Item No. 5 - Re-appointment of Mr. Pradeep Vasant Dhobale as an Independent Director of the Company for a period of five years with effect from 1st November, 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*	4931901	4931896	99.9999	4931896	0	100	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.
	Total		4931896	99.9999	4931896	0	100	0
Public - Institutions	E-Voting*	300	0	0.0000	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	754885	409	99.9458	0.0542
	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.
	Total		755294	24.6643	754885	409	99.9458	0.0542
Total		7994500	5687190	71.1388	5686781	409	99.9928	0.0072



Item No. 6 – Modification of related party transactions to be entered with ITC Limited, during the financial year 2023-24.

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						Yes		
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*	4931901	0	00.00	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.
	Total		0	00.00	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	755285	9	99.9988	0.0012
	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.
	Total		755294	24.6643	755285	9	99.9988	0.0012
Total		7994500	755294	9.4477	755285	9	99.9988	0.0012

[#]Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company were not eligible to vote. Accordingly, 3626633 votes cast by Russell Credit Limited (Promoter Company), are considered as invalid.



Item No. 7 - Entering into/continue to enter into related party transactions with ITC Limited, during the financial year 2024-25.

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						Yes		
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*	4931901	0	00.00	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.
	Total		0	00.00	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	754885	409	99.9458	0.0542
	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.
	Total		755294	24.6643	754885	409	99.9458	0.0542
Total		7994500	755294	9.4477	754885	409	99.9458	0.0542

[#]Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company were not eligible to vote. Accordingly, 3626633 votes cast by Russell Credit Limited (Promoter Company), are considered as invalid.



Item No. 8 - Entering into/continue to enter into related party transactions with ITC Infotech India Limited, during the financial year 2024-25.

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						Yes		
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*	4931901	0	00.00	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.
	Total		0	00.00	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	300	0	0.0000	0	0	0	0
	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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	3062299	755294	24.6643	755285	9	99.9988	0.0012
	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.
	Total		755294	24.6643	755285	9	99.9988	0.0012
Total		7994500	755294	9.4477	755285	9	99.9988	0.0012

[#]Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company were not eligible to vote. Accordingly, 3626633 votes cast by Russell Credit Limited (Promoter Company), are considered as invalid.

**aggregate of votes cast through remote e-voting (facility to cast votes prior to the AGM) and e-voting during the AGM*

All the Resolutions for consideration at the 42nd AGM in respect of the items set out in the Notice dated 25thJuly, 2023 have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.

