

# INTERNATIONAL TRAVEL HOUSE LIMITED

## MINUTES BOOK

MINUTES OF THE PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF INTERNATIONAL TRAVEL HOUSE LIMITED HELD ON WEDNESDAY, 22ND AUGUST, 2012 AT 9.30 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110 010.

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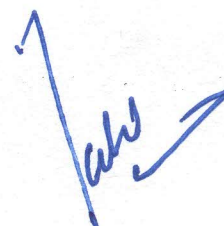
### PRESENT

**DIRECTORS** : Mr. Nakul Anand (in the Chair)  
Mr. Jehangir J Ghadiali  
Mr. Anil Rajput  
Mr. H P Ranina  
Mr. S C Sekhar  
Mr. K L Thapar

**COMPANY SECRETARY** : Mrs. Janaki Aggarwal

2051 Members (in person / through their representatives) representing 49,58,827 Shares and 66 Proxies representing 2,247 Shares were present at the meeting.

1. Mr. Nakul Anand, Chairman of the Company, took the Chair and welcomed all those present to the 31st Annual General Meeting of the Company and introduced the members of the Board on the dais.
2. The business before the meeting was taken up after having established that the requisite quorum was present.
3. The Statement of Profit and Loss for the financial year ended 31st March, 2012, the Balance Sheet as at that date, the Auditors' Report on the Accounts of the Company, the Directors' Report thereon, and all other documents annexed or



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attached to the Balance Sheet as at 31st March, 2012, and the Register of Directors' Shareholdings, were laid before the Meeting and remained open and accessible for inspection during the continuance of the Meeting.

4. The Proxy Register with Proxies were kept on the table throughout the Meeting, in accordance with the requirements of Article 103 of the Articles of Association of the Company.
5. The Chairman delivered his speech on the occasion of the 31st Annual General Meeting of the Company. The Meeting applauded the Chairman's Address.
6. The Notice dated 27th April, 2012 convening the 31st Annual General Meeting and the Reports and Accounts for the financial year ended 31st March, 2012, circulated to Members were taken as read with the consent of the Meeting.
7. Ms. Sonika Loganey, Manager, Messrs. S. R. Batliboi & Associates, Chartered Accountants, Auditors of the Company, read the Auditors' Report dated 27th April, 2012 on the Accounts of the Company for the financial year ended 31st March, 2012.

### 8. RESOLUTION NO. 1 - ORDINARY RESOLUTION

**"Resolved that the Balance Sheet of the Company as at 31st March, 2012, the Statement of Profit and Loss for the financial year ended 31st March, 2012, together with the Notes forming part of the Balance Sheet and Statement of Profit and Loss, the Auditors' Report to the Members and the Report of the Directors & Management Discussion and Analysis both dated 27th April, 2012, attached thereto, be and are hereby approved and adopted."**



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The Resolution was duly proposed by Mr. Sanjiv Jain (Account No.IN302349/10011835) and seconded by Mr. Sudhir Kumar Gupta (Account No.00033064) as an Ordinary Resolution.

Before putting the resolution to vote, the Chairman enquired from the Members present if there were any clarifications on the Reports and Accounts of the Company for the financial year 2011-2012. There being no questions from any Member, the Chairman proceeded with the business before the Meeting.

Thereafter the Resolution was put to vote and on a show of hands declared carried by requisite majority with three individual Members voting against the Resolution.

### 9. RESOLUTION NO. 2 - ORDINARY RESOLUTION

"Resolved that a Dividend at the rate of Four Rupees Twenty Five Paise (Rs. 4.25p) per Equity Share, absorbing Rupees Three Crore Thirty Nine Lakh Seventy Six Thousand Six Hundred Twenty Five only (Rs.3,39,76,625/-), to be rounded off as required, be and is hereby declared on Seventy Nine Lakhs Ninety Four Thousand and Five Hundred (79,94,500) Equity Shares of Rs. 10/- each, out of the net profits of the Company for the financial year ended 31st March, 2012, to be paid on 28th August, 2012, to those Members of the Company entitled thereto and whose names appear on its Register of Members as on 22nd August, 2012, or to their mandatees and to the beneficial owners as on 9th August, 2012 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of dematerialised shares."



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The Resolution was duly proposed by Mr. Gagan Kumar (Account No. 0030819) and seconded by Mr. Kulvinder Singh (Account No. IN 300206/10973879) as an Ordinary Resolution.

Thereafter the Resolution was put to vote and on a show of hands declared carried by requisite majority with three individual Members voting against the Resolution.

### 10. RESOLUTION NO. 3 - ORDINARY RESOLUTION

**"Resolved that Mr. Jehangir Jal Ghadiali who retires by rotation at this Meeting in accordance with the provisions of Article 143 of the Articles of Association of the Company and who is eligible for re-appointment in terms of Article 145 of the Articles of Association of the Company be and is hereby re-appointed as a Director of the Company. "**

The Resolution was duly proposed by Mr. Manish Kapur (Account No. 0031807) and seconded by Mr. Jai Kumar Sharma (Account No. 1202060000049802) as an Ordinary Resolution.

Thereafter the Resolution was put to vote and on a show of hands declared carried by requisite majority with three individual Members voting against the Resolution.

### 11. RESOLUTION NO. 4 - ORDINARY RESOLUTION

**"Resolved that Mr. Anil Baijal who retires by rotation at this Meeting in accordance with the provisions of Article 143 of the Articles of Association of the Company and who is eligible for re-appointment in terms of Article**

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**145 of the Articles of Association of the Company be and is hereby re-appointed as a Director of the Company. "**

The Resolution was duly proposed by Mr. M L Wadhwa (Account No. IN302269/10284493) and seconded by Mr. Ravi Shanker Kapoor (Account No. 0031307) as an Ordinary Resolution.

Thereafter the Resolution was put to vote and on a show of hands declared carried by requisite majority with three individual Members voting against the Resolution.

**12. RESOLUTION NO. 5 - ORDINARY RESOLUTION**

**"Resolved that Mr. Chandrasekhar Subrahmoneyan who retires by rotation at this Meeting in accordance with the provisions of Article 143 of the Articles of Association of the Company and who is eligible for re-appointment in terms of Article 145 of the Articles of Association of the Company be and is hereby re-appointed as a Director and Chairman of the Company. "**

The Resolution was duly proposed by Mr. H S Sahani (Account No. 0032547) and seconded by Mr. Vikas Jain (Account No. 00033716) as an Ordinary Resolution.

Thereafter the Resolution was put to vote and on a show of hands declared carried by requisite majority with three individual Members voting against the Resolution.

**13. RESOLUTION NO. 6 - ORDINARY RESOLUTION**

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“Resolved that Messrs S R Batliboi & Associates, Chartered Accountants, (Registration No. 101049W), be and are hereby appointed as the Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting to conduct the audit at a remuneration of Rs. 13,00,000/- plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

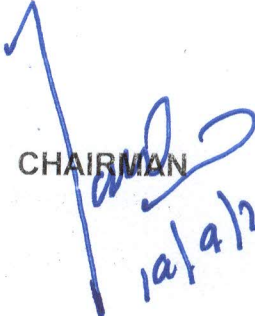
The Resolution was duly proposed by Mr. D D Sardana (Account No. 0031537) and seconded by Mr. Ajay Khurana (Account No. IN300708/10036432) as an Ordinary Resolution.

Thereafter the Resolution was put to vote and on a show of hands declared carried by requisite majority with three individual Members voting against the Resolution.

14. The business before the 31st Annual General Meeting of the Company having been transacted, the Chairman thanked all those present and declared the Meeting as concluded.

DATE: 19<sup>th</sup> September, 2012

CHAIRMAN

  
12/9/2012