

## INTERNATIONAL TRAVEL HOUSE LIMITED

**MINUTES OF THE PROCEEDINGS OF THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INTERNATIONAL TRAVEL HOUSE LIMITED HELD ON SATURDAY, 5TH SEPTEMBER, 2015 AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110 010 FROM 9.30 A.M. TO 10 A.M.**

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### PRESENT

**DIRECTORS** :

- Mr Nakul Anand (Chairman)
- Mr Anil Bajjal
- Mr Jehangir J Ghadiali
- Ms Sudha Pillai
- Mr H P Ranina
- Mr Arun Pathak
- Mr K L Thapar

Chairmen of the Audit Committee, Nomination & Remuneration Committee and Representatives of Stakeholders Relationship Committee were present. Mr Anil Rajput, Non-Executive Director could not attend the meeting as he was travelling overseas.

**COMPANY SECRETARY :** Ms Janaki Aggarwal

**STATUTORY AUDITORS :** Represented by Ms Sonika Loganey,

**SECRETARIAL AUDITORS :** Represented by Mr Rupesh Aggarwal

2856 Members representing 49,66,063 Shares and 68 Proxies representing 2307 Shares were present.

1. Mr Nakul Anand, Chairman of the Company, took the Chair and welcomed all those present to the 34th Annual General Meeting (AGM) of the Company.
2. The Chairman thereafter introduced all the Directors on the dais to those present at the AGM.



3. The business before the AGM was taken up as quorum was present. Quorum was also present throughout the Meeting.
4. The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the AGM:
  - (a) Financial Statements for the financial year ended 31st March, 2015, and the Reports of the Board of Directors and the Auditors.
  - (b) Registers of Directors and Key Managerial Personnel and their shareholding.
  - (c) Register of Contracts or Arrangements in which Directors are interested.
5. 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.
6. The Chairman delivered his speech on the occasion of the 34th Annual General Meeting of the Company. The Meeting applauded the Chairman's Address.
7. The Notice dated 22nd July, 2015 convening the 34th Annual General Meeting & the Explanatory Statement and the Report and Accounts for the financial year ended 31st March, 2015, circulated to the Members were taken as read with the consent of the Meeting.
8. The Chairman briefly covered the items of business before the AGM and enquired from the Members present if they require any clarifications on them, particularly on the Financial Statements of the Company.
9. The Chairman drew attention that the Company, pursuant to the provisions of the Companies Act, 2013, had provided the facility of remote e-voting on all the Resolutions forming part of the agenda of the AGM; the period for remote



e-voting commenced on 1st September, 2015 at 9.00 a.m. and ended on 4th September, 2015 at 5.00 p.m.

The Chairman advised that those who had not been able to cast their votes by remote e-voting may avail the facility of ballot paper provided at the AGM venue once the Resolutions as per the agenda are read.

The Chairman thereafter read the Resolutions as follows:-

ORDINARY BUSINESS

**I. RESOLUTION NO. 1 ON ADOPTION OF FINANCIAL STATEMENTS - ORDINARY RESOLUTION**

“Resolved that the Financial Statements of the Company for the financial year ended 31st March, 2015, the Auditors’ Report to the Members dated 15<sup>th</sup> April, 2015 and the Report of the Board of Directors & Management Discussion and Analysis dated 22nd July, 2015, be and are hereby approved and adopted.”

**II. RESOLUTION NO. 2 ON DECLARATION OF DIVIDEND - ORDINARY RESOLUTION**

“Resolved that Dividend at the rate of Four Rupees Twenty Five Paise (₹4.25p) per Equity Share, absorbing Rupees Three Crore Thirty Nine Lakhs Seventy Six Thousand Six Hundred and Twenty Five only (₹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) fully paid Equity Shares of ₹10/- each, out of the net profits of the Company for the financial year ended 31st March, 2015, to be paid on 14th September, 2015, to those Members of the Company entitled thereto and whose names appeared on its Register of Members on 5th September, 2015, or to their mandatees, and to the beneficial owners as on 28th August, 2015 as per details furnished by National Securities



Depository Limited and Central Depository Services (India) Limited in respect of dematerialised shares."

III. RESOLUTION NO. 3 ON RE-APPOINTMENT OF MR NAKUL ANAND - ORDINARY RESOLUTION

"Resolved that Mr Nakul Anand (DIN:00022279) who retires by rotation at this Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 read with 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."

IV. RESOLUTION NO. 4 ON APPOINTMENT AND REMUNERATION OF STATUTORY AUDITORS - ORDINARY RESOLUTION

"Resolved that pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, the appointment of Messrs S R Batliboi & Associates LLP ('SRB'), Chartered Accountants (Registration No. 101049W) as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting be and is hereby ratified, and remuneration of ₹ 13,00,000/- to SRB to conduct the audit for the financial year 2015-16 plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved."

SPECIAL BUSINESS

V. RESOLUTION NO. 5 ON APPOINTMENT OF MR ARUN PATHAK - ORDINARY RESOLUTION

"Resolved that Mr Arun Pathak (DIN:00502850) be and is hereby appointed as a Non-Executive Director of the Company whose period of



office shall be liable to determination by retirement of directors by rotation.”

VI. RESOLUTION NO. 6 ON RE-APPOINTMENT OF MR JEHANGIR JAL GHADIALI - ORDINARY RESOLUTION

“Resolved that in pursuance of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, consent be and is hereby accorded for re-appointment of Mr Jehangir J Ghadiali (DIN:02031489) as the Managing Director of the Company with effect from 17th February, 2015 for a period of two years or upto the date of his superannuation whichever is earlier, on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.”

10. The Chairman thereafter announced the commencement of voting through ballot paper on the Resolutions placed before the meeting.

The Chairman advised that Mr. Girish Nathani, Practicing Chartered Accountant, has been appointed as the Scrutinizer by the Board of Directors to scrutinize the process of voting through ballot paper which would remain open upto 10 a.m. on completion of which the AGM would stand concluded.

11. The Scrutinizer's Report dated 5th September, 2015, inter alia, containing the Results of the remote e-voting and voting through ballot at the AGM venue was presented to the Chairman, in terms of which all the Resolutions were approved by the requisite majority; the said results, as annexed, were declared the same day and posted on the Company's website. The said results were posted on the website of National Securities Depository Limited on 7th September 2015.

Date: 30<sup>th</sup> September, 2015

Place: New Delhi

Sd/-

CHAIRMAN



For INTERNATIONAL TRAVEL HOUSE LIMITED

JANAKI AGGARWAL  
COMPANY SECRETARY

## Annexure

International Travel House Limited  
34<sup>th</sup> Annual General Meeting (AGM) – Results of Voting

		Remote e-voting		Voting through Ballot Paper at the AGM		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
<b>ORDINARY BUSINESS</b>								
Item No.1- Ordinary Resolution – Adoption of the Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015, and the Reports of the Board of Directors and the Auditors.	Voted in favour of the resolution	18	49,33,944	107	1,928	125	49,35,872	99.99
	Voted against the resolution	1	1	0	0	1	1	0.01
	Invalid votes	0	0	0	0	0	0	N.A.
Item No.2- Ordinary Resolution – Declaration of Dividend for the financial year ended 31 <sup>st</sup> March, 2015.	Voted in favour of the resolution	18	49,33,944	107	1,928	125	49,35,872	99.99
	Voted against the resolution	1	1	0	0	1	1	0.01
	Invalid votes	0	0	0	0	0	0	N.A.
Item No.3- Ordinary Resolution – Re-appointment of Mr. Nakul Anand who retires by rotation and offers himself for re-appointment.	Voted in favour of the resolution	17	49,33,844	107	1,928	124	49,35,772	99.998
	Voted against the resolution	2	101	0	0	2	101	0.002
	Invalid votes	0	0	0	0	0	0	N.A.
Item No.4- Ordinary Resolution – Ratification of the appointment of Messrs S.R.Batliboi & Associates LLP as Auditors, from the conclusion of this AGM till the conclusion of the 35 <sup>th</sup> AGM and approval of their remuneration for the financial year 2015-16.	Voted in favour of the resolution	18	49,33,944	107	1,928	125	49,35,872	99.99
	Voted against the resolution	1	1	0	0	1	1	0.01
	Invalid votes	0	0	0	0	0	0	N.A.



		Remote e-voting		Voting through Ballot Paper at the AGM		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
<b>SPECIAL BUSINESS</b>								
<u>Item No.5 – Ordinary Resolution</u>  <b>Appointment of Mr. Arun Pathak as Non-Executive Director</b>	Voted in favour of the resolution	16	49,33,794	107	1,928	123	49,35,722	99.996
	Voted against the resolution	3	151	0	0	3	151	0.004
	Invalid votes	0	0	0	0	0	0	N.A.
<u>Item No.6 – Ordinary Resolution</u>  <b>Re-appointment of Mr. Jehangir Jal Ghadiali as Managing Director</b>	Voted in favour of the resolution	16	49,33,794	107	1,928	123	49,35,722	99.996
	Voted against the resolution	3	151	0	0	3	151	0.004
	Invalid votes	0	0	0	0	0	0	N.A.

