

The General Manager
Dept. of Corporate Services
BSE Limited,
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street, Fort
Mumbai 400 001

5 July 2017

Dear Sirs,

Notice of 36th Annual General Meeting of the Company

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a copy of Notice dated 22 April 2017 convening the 36th Annual General Meeting of the Company on 4 August 2017 at New Delhi.

Thanking you,

Yours faithfully,

for International Travel House Limited



Janaki Aggarwal
Company Secretary

Encl: A/a.

International Travel House Limited

An ISO 9001 Travel Company

Registered Office : 'Travel House' T-2, Community Centre, Sheikh Sarai Phase-I, New Delhi-110017, India
CIN. : L63040DL1981PLC011941

Tel : 91-11-26017808, 46059100 Fax : 91-11-26011543, 26015113

E-mail : travelhouse@ith.co.in Website : www.travelhouseindia.com

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GlobalStar
Travel Management

Leaders in Multinational Travel



International Travel House Limited

CIN : L63040DL1981PLC011941

Registered Office : 'Travel House', T-2, Community Centre, Sheikh Sarai, Phase-I, New Delhi 110 017

Tel: 011 26017808 ● Fax: 011 26015113 ● E-mail : investor_TH@ith.co.in ● Website : www.travelhouseindia.com

NOTICE IS HEREBY GIVEN that the Thirty Sixth Annual General Meeting of the Members of International Travel House Limited will be held at Air Force Auditorium, Subroto Park, New Delhi-110 010, on Friday, the 4th day of August, 2017 at 9:30 a.m. for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2017, and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr Anil Rajput (DIN: 00022289) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W / W-100018), be and are hereby appointed as the Auditors of the Company from the conclusion of this Annual General Meeting to hold such office for a period of five years till the conclusion of the Forty First Annual General Meeting, subject to ratification at every Annual General Meeting, at a remuneration of ₹ 15,00,000/- to conduct the audit for the financial year 2017-18, plus applicable taxes, and reimbursement of out-of-pocket expenses incurred.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 196 and 203 read with Schedule V and

other applicable provisions, if any, of the Companies Act, 2013, or any amendment thereto or modification thereof, appointment of Mr Ghanshyam Arora, Senior Executive Vice President – Operations, as the Manager of the Company for the period from 6th February, 2017 to 4th April, 2017 and his remuneration for the aforesaid period, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby approved.”

The Register of Members of the Company will remain closed from Wednesday, 26th July, 2017 to Friday, 4th August, 2017, both days inclusive. Share Transfers received in order at the Company's Registrar and Share Transfer Agents, Messrs MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110 020 by 5:30 p.m. on Tuesday, 25th July, 2017, will be processed for payment of dividend, if declared, to the transferees or to their mandatees, and the dividend, if declared, will be paid on Monday, 14th August, 2017 to those Members entitled thereto and whose names will appear in the Register of Members of the Company on 4th August, 2017, or to their mandatees, subject however to the provisions of Section 126 of the Companies Act, 2013, or any amendment thereto or modification thereof. In respect of dematerialised shares, the dividend will be paid on the basis of beneficial ownership as on 25th July, 2017, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

By Order of the Board
International Travel House Limited

Place: New Delhi
Date: 22nd April, 2017

J Aggarwal
Company Secretary



NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM i.e. by 9.30 a.m. on 2nd August, 2017.
2. Corporate Members are required to send to the Registered Office of the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 ('the Act'), authorising their representative(s) to attend and vote at the AGM.
3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for which purpose the Board of Directors of the Company ('the Board') have engaged the services of CDSL.
The facility for voting through ballot paper will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the meeting but will not be entitled to cast their votes once again. The Board has appointed Mr Girish Nathani (Membership No.: 088716), Partner, Girish Neelam & Associates, Chartered Accountants, as the Scrutinizer to scrutinize the process of remote e-voting and voting through ballot paper at the AGM venue.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **28th July, 2017 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting through ballot paper at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
6. Unclaimed dividend for the financial year ended 31st March, 2010 and the corresponding Equity Shares of the Company in respect of which dividend entitlements have remained unclaimed for seven consecutive years from the financial year ended 31st March, 2010 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 16th September, 2017, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'). In respect of the said dividend and corresponding shares, it will not be possible to entertain any claim received by the Company after 14th September, 2017.

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to the IEPF are available on the Company's website **www.travelhouseindia.com** under the section 'Investor Relations' in 'Shareholder Value'.

Dividend and corresponding shares, as stated above, once transferred to the IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Ms J Aggarwal, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.
7. Members who wish to update or register their e-mail addresses with the Company or with the Depositories may use the Form for updation / registration which can be downloaded from the Company's website www.travelhouseindia.com under the section 'Investor Relations' in 'Shareholder Value'.
8. Members are required to bring their admission slips to the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.
9. Members may visit the Company's website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
10. The procedure with respect to remote e-voting is provided below:
 - (i) **The period for remote e-voting begins on Monday, 31st July, 2017 at 9.00 a.m. and ends on Thursday, 3rd August, 2017 at 5.00 p.m. During this period, Members of the Company, holding shares either in certificate form or in dematerialised form, as on the cut-off date i.e. 28th July, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
 - (ii) The Members should log on to the e-voting website **www.evotingindia.com**.
 - (iii) Click on '**Members**'.
 - (iv) Now enter your user ID as under:
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 character DP ID followed by 8 digit Client ID,
 - (c) Members holding shares in certificate form should enter Folio Number registered with the Company.
 - (v) Thereafter enter the image verification code as displayed and Click on '**Login**'.
 - (vi) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing



user ID and password are to be used. If you have forgotten the password then enter user ID and the image verification code and click on forgot password & enter the details as prompted by the system.

(vii) If you are a first time user, follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable to shareholders holding shares in both certificate form and dematerialised form).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use first two letters of their name in CAPITAL letters and the 8 digits of the sequence number in the PAN field as provided in the Admission Slip or on email. In case the sequence number is less than 8 digits, enter the applicable number of 0s before the number and after the first two characters of the name, e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company, please enter your user ID in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on **'Submit'**.
- (ix) Members holding shares in certificate form will then reach directly to the Company selection screen. The above details can be used by them only for remote e-voting on the resolutions contained in this Notice.
- (x) Members holding shares in dematerialised form will then reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used for voting for resolutions of any other company on which you are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) Now select the relevant 'Company Name' on which you choose to vote.
- (xii) On the voting page, you will see **'Resolution Description'** and against the same the option **'Yes / No'** for voting. Select the option Yes or No as desired. The option 'Yes' implies that you assent to the

Resolution and option 'No' implies that you dissent to the Resolution.

- (xiii) Click on the **'Resolutions File Link'** if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Ok'**, else to change your vote, click on **'Cancel'** and accordingly modify your vote.
- (xv) Once you **'Confirm'** your vote on the 'Resolution', you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on **'Click here to print'** option on the Voting page.
- (xvii) Members can also cast their vote using CDSL's mobile app 'CDSL m-Voting' available for Android, Apple and Windows based mobiles. This app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xix) Those who become Members of the Company after despatch of the Notice but on or before **28 July, 2017 (cut-off date)** may follow the steps from Sl. Nos. (ii) to (xviii) mentioned above for casting of vote.
- (xx) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. You may also address your queries / grievances relating to remote



e-voting or voting at the meeting to Ms J Aggarwal, the Compliance Officer of the Company at e-mail ID investor_TH@ith.co.in or at telephone nos.: 011 26017808 / 117 / 119.

(xxi) **General Information**

- (a) There will be one vote for every Client ID No./ Registered Folio No. irrespective of the number of joint holders.
- (b) **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.travelhouseindia.com under the section 'Investor Relations' and on the website of CDSL; such Results will also be forwarded to BSE Limited.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirty Sixth Annual General Meeting to be held on Friday, 4th August, 2017.

Item 5

Mr Jehangir Jal Ghadiali who was on deputation from ITC Limited (ITC), stepped down as Managing Director of the Company with effect from 27th January, 2017, consequent to his reversion to ITC. In order to strengthen the executive management of the Company and as an interim arrangement, the Board of Directors of the Company ('the Board') at the meeting held on 6th February, 2017, on the recommendation of the Nominations & Remuneration Committee, appointed Mr Ghanshyam Arora, Senior Executive Vice President – Operations, as also the Manager of the Company with effect from 6th February, 2017 on the following remuneration, subject to the approval of the Members of the Company:

- i) Consolidated Salary : ₹ 1,14,375/- per month with annual increments as applicable to his Grade.
- ii) Consolidated Allowance : ₹ 82,756/- per month.
- iii) House Rent Allowance : ₹ 53,788/- per month.
- iv) Performance Bonus : Not exceeding ₹ 1,80,000/- per annum.
- v) Perquisites - In addition to the aforesaid remuneration, Mr Arora shall be entitled to perquisites like medical reimbursement, leave travel allowance for self and family, reimbursement for residential telephone, group mediclaim insurance etc. in accordance with the Rules of the Company, the monetary value of such perquisites being limited to ₹ 1,45,000/- per annum, for the purposes of which limit, perquisites shall be valued as per the provisions of the Income-tax Act / Rules, wherever

applicable, and in absence of any such provision, perquisites shall be valued at actual cost. However, the following shall not be included in the aforesaid perquisite limit:

- a) Contributions to Provident Fund and Superannuation Fund up to 27% of Consolidated Salary and contribution to Gratuity Fund up to 8.33% of Consolidated Salary, as defined in the Rules of the respective Funds, or up to such other limit as may be prescribed under the Income-tax Act and the Rules thereunder for this purpose.
- b) Use of Company car for official purposes.
- c) Encashment of unavailed leave at the end of the tenure or cessation of service, as per the Rules of the Company.

Mr Arora stepped down as Manager of the Company with effect from close of work on 4th April, 2017, consequent to appointment of Mr Ajay Kumar as the Chief Executive Officer of the Company with effect from 5th April, 2017.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, paid to Mr Arora as the Manager of the Company has not exceeded the limits prescribed under the Companies Act, 2013.

Brief resume of Mr Arora is provided below.

Mr Arora (58), is a Commerce Graduate having over 34 years of experience in travel trade.

Mr Arora has been associated with the Company since 1982. As Senior Executive Vice President (Operations), he has provided directions to all business verticals viz. Travel, Transport and Leisure. He has also played a supportive role towards the respective branch managers, maintained public relations with clients and suppliers and represented the Company in various trade fora.

He neither holds any share in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

Mr Arora and his relatives are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

By Order of the Board
International Travel House Limited

Place : New Delhi
Date : 22nd April, 2017

J Aggarwal
Company Secretary