



Scrutinizer's Report

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
(At 53rd Annual General Meeting)
India Tourism Development Corporation Ltd.
(CIN: L74899DL1965GOI004363)
Scope Complex, Core 8,
6th Floor, 7 Lodi Road,
New Delhi-110 003

Dear Sir,

1. We, P C Jain & Co, Company Secretaries, having office at 2382, Sector-16, Faridabad-121002 have been appointed by the Board of Directors of India Tourism Development Corporation Ltd. ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting along with polling process carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the 53rd Annual General Meeting (AGM) of the members of the Company held on Friday, the September 28, 2018 at 11.00 a.m. in Ashok Hotel at Convention Hall (Entry from Samrat Hotel through Ashok-Samrat connecting door), New Delhi-110 021.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 53rd Annual General Meeting (AGM) of the members of the Company. Our responsibility as a Scrutinizer for the e-voting & Poll process is restricted to make a Scrutiny of the Votes cast "in favour" or "against" the resolutions stated in the notice of Annual General Meeting, based on the reports generated from the e-voting system provided by M/s Karvy Computershare Private Limited (Karvy), at its portal i.e. <https://evoting.karvy.com>, the authorized agency to provide e-voting facilities, engaged by the Company.

(CORPORATE LAW & INSOLVENCY ADVISOR)

Head Office: 808, Skylark Building, 60, Nehru Place, New Delhi-110019
Phone: 9811087881, (011) 49874370
Branch Office: 2382, Sector-16, Faridabad-121002, Haryana
Phone: 9811078338 (0129) 4043338

वीरेन्द्र कुमार जैन / Virendra Kumar Jain
कंपनी सचिव / Company Secretary
भारत पर्यटन विकास निगम लि.
India Tourism Development Corpn. Ltd.
स्कोप कॉम्प्लेक्स, कोर-8, 7, लोधी रोड
Scope Complex, Core-8, 7, Lodhi Road
नई दिल्ली-110003 / New Delhi-110003



3. Further, We submit our Combined report for e-voting and Polling as under:-

- i. The e-voting period remained open from Tuesday, 25th September, 2018 (9.00 am) to Thursday, 27th September, 2018 (5.00 pm).
- ii. The members of the Company as on the "cut off" date i.e. 21st September, 2018 were entitled to vote on the resolutions (items No. 1 to 8 as set out in Notice of the 53rd AGM of the Company).
- iii. The voting pattern was unblocked on Friday, the 28th September, 2018 in the presence of 2 witnesses, Ms. Shikha Gupta and Ms. Rashi Singla who are not in the employment of the Company and thereafter list of Equity Shareholders who voted "for" or "against" each of the resolutions that were put to vote, were downloaded from Karvy Computershare Private Limited (Karvy) i.e. <http://evoting.karvy.com>. They have signed below in the confirmation of the votes being unlocked in their presence.

Shikha Gupta
H.No- 87, Ward No-8,
Bania Wala,
Ballabgarh- 121004
Name: CS Shikha Gupta
(Witness)

Rashi Singla
H.No- 59, Ward No 5,
Brahman Wala,
Ballabgarh - 121004
Name: CS Rashi Singla
(Witness)

- iv. Before the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was locked in our presence with due identification marks placed by us.
- v. The locked ballot box, after the polling was over, was opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
- vi. The poll papers, which were incomplete and/ or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately. Two (2) such poll papers were treated invalid.
- vii. A combined report of the poll and e-voting conducted is given below:



1. To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2018 together with the Report of the Auditors, Comptroller and Auditor General of India and the Board's Report thereon by ORDINARY RESOLUTION:-

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Total Votes	Number of share holders	Total Votes	Percentage
Favour	16	74641855	11	3127395	27	77769250	99.99978
Against	0	0	1	22	1	22	0.00003
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100

2. To receive, consider and adopt the Consolidated Ind AS Financial Statements as at 31st March, 2018 and Report of Auditors and Comptroller and Auditor General of India thereon by ORDINARY RESOLUTION:-

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Percentage	Number of share holders	Total Votes	Percentage
Favour	16	74641855	11	3127395	27	77769250	99.99978
Against	0	0	1	22	1	22	0.00003
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100



3. To declare a Dividend of 18.5% (i.e. Rs. 1.85 per share) aggregating Rs. 15,86,73,390/- on the equity share capital of the company as recommended by the Board of Directors by **ORDINARY RESOLUTION:-**

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Total Votes	Number of share holders	Total Votes	Percentage
Favour	16	74641855	12	3127417	28	77769272	99.99981
Against	0	0	0	0	0	0	0
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100

4. To appoint a Director in place of Shri Piyush Tiwari (DIN 07194427), Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible, offers himself for re-appointment by **ORDINARY RESOLUTION:-**

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Total Votes	Number of share holders	Total Votes	Percentage
Favour	15	74641755	11	3127395	26	77769150	99.99965
Against	1	100	1	22	2	122	0.00016
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100



5. To appoint a Director in place of Shri Pradip Kumar Das (DIN 07448576), Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible, offers himself for re-appointment by ORDINARY RESOLUTION:-

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Total Votes	Number of share holders	Total Votes	Percentage
Favour	15	74641755	10	3127345	25	77769100	99.99959
Against	1	100	2	72	3	172	0.00022
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100

6. To appoint Dr. Paragbhai M. Sheth (DIN 08195292), MD (Radiologist) as Independent Director in the Company w.e.f. 30.07.2018, by ORDINARY RESOLUTION:-

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Total Votes	Number of share holders	Total Votes	Percentage
Favour	15	74641755	11	3127395	26	77769150	99.99965
Against	1	100	1	22	2	122	0.00016
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100

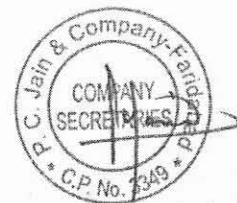


7. To appoint Shri K. Padmakumar (DIN 06836223), Politician & Social Worker as Independent Director in the Company w.e.f. 30.07.2018 by ORDINARY RESOLUTION:-

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Total Votes	Number of share holders	Total Votes	Percentage
Favour	15	74641755	10	3127345	25	77769100	99.99959
Against	1	100	2	72	3	172	0.00022
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100

8. To appoint Dr. Kamla Singh (DIN 08205907), Politician & Social Worker as Independent Director in the Company w.e.f. 30.07.2018 by ORDINARY RESOLUTION:-

	Voting at AGM		E-Voting		Total		Total
	Number of share holders	Total Votes	Number of share holders	Total Votes	Number of share holders	Total Votes	Percentage
Favour	15	74641755	10	3127345	25	77769100	99.99959
Against	1	100	2	72	3	172	0.00022
Invalid	2	151	0	0	2	151	0.00019
Total	18	74642006	12	3127417	30	77769423	100



Conclusion:

Item: 1 Ordinary Resolution to receive, consider and adopt the Standalone Financial Statements as at 31st March, 2018 together with the Report of the Auditors, Comptroller and Auditor General of India and the Board's Report thereon.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

Item: 2 Ordinary Resolution to receive, consider and adopt the Consolidated Ind AS Financial Statements as at 31st March, 2018 and Report of Auditors and Comptroller and Auditor General of India thereon.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

Item: 3 Ordinary Resolution to declare a Dividend of 18.5% (i.e. Rs. 1.85 per share) aggregating Rs. 15,86.73,390/- on the equity share capital of the company as recommended by the Board of Directors.

Since all the votes cast by the members were in favor of resolution, therefore, the proposed Ordinary Resolution may be declared as passed unanimously.

Item: 4 Ordinary Resolution to appoint a Director in place of Shri Piyush Tiwari (DIN 07194427), Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible, offers himself for re-appointment.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

Item: 5 Ordinary Resolution to appoint a Director in place of Shri Pradip Kumar Das (DIN 07448576), Director who retires by rotation pursuant to Article 61 of the Article of Association and being eligible, offers himself for re-appointment.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.



Item: 6 Ordinary Resolution to appoint Dr. Paragbhai M. Sheth (DIN 08195292), MD (Radiologist) as Independent Director in the Company w.e.f. 30.07.2018.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

Item: 7 Ordinary Resolution to appoint Shri K. Padmakumar (DIN 06836223), Politician & Social Worker as Independent Director in the Company w.e.f. 30.07.2018.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

Item: 8 Ordinary Resolution to appoint Dr. Kamla Singh (DIN 08205907), Politician & Social Worker as Independent Director in the Company w.e.f. 30.07.2018.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

The Register, all other papers and relevant records relating to e-voting and poll paper would be handed over for safe custody and for declaration of results to Mr. V. K. Jain (Company Secretary) who has been authorized by the Chairman to receive the voting papers and other documents from the Scrutinizer.

Thanking you,

Yours Sincerely

For P C JAIN & Co.
(FRN: P2016HR051300)
Company Secretaries



(P.C. Jain)
Partner

CP No. 3349

M. No. F-4103

Date:-28.09.2018
Place:- Faridabad

वीरेन्द्र कुमार जैन / Virendra Kumar Jain
कंपनी सचिव / Company Secretary
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	INDIA TOURISM DEVELOPMENT CORPORATION LTD
Date of the AGM/EGM	28-09-2018
Total number of shareholders on record date	7624
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	103
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY BUSINESS (Ordinary resolution) - Adoption of Standalone Financial Statements as at 31st March 2018 together with the Report of the Auditors, CAG and the Board's Report thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	74641681	0	0.0000	00	0	0.0000	0.0000
	Poll		74641681	100.0000	74641681	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		74641681	100	74641681	0	100.0000	0.0000
Public- Institutions	E-Voting	3144991	3126429	99.4098	3126429	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3126429	99.4098	3126429	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7982728	988	0.0124	966	22	97.7732	2.2267
	Poll		174	0.0022	174	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1162	0.0146	1140	22	98.1067	1.8933
Total		85769400	77769272	90.6725	77769250	22	100.0000	0.0000

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY BUSINESS (Ordinary resolution) - Adoption of Consolidated Financial Statement and report of auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	74641681	0	0.0000	00	0	0.0000	0.0000
	Poll		74641681	100.0000	74641681	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		74641681	100	74641681	0	100.0000	0.0000
Public- Institutions	E-Voting	3144991	3126429	99.4098	3126429	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3126429	99.4098	3126429	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7982728	988	0.0124	966	22	97.7732	2.2267
	Poll		174	0.0022	174	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1162	0.0146	1140	22	98.1067	1.8933
Total		85769400	77769272	90.6725	77769250	22	100.0000	0.0000

Jain

श्रीरंज कुमार जैन / Virendra Kumar Jain
 कंपनी सचिव / Company Secretary
 भारत पर्यटन विकास निगम लि.
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Resolution No.	ORDINARY BUSINESS (Ordinary resolution) - Declaration of Dividend @Rs.1.85 per share on the equity share capital									
Resolution required: (Ordinary/ Special)	ORDINARY BUSINESS (Ordinary resolution) - Declaration of Dividend @Rs.1.85 per share on the equity share capital									
Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY BUSINESS (Ordinary resolution) - Declaration of Dividend @Rs.1.85 per share on the equity share capital									
No	ORDINARY BUSINESS (Ordinary resolution) - Declaration of Dividend @Rs.1.85 per share on the equity share capital									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group										
E-Voting										
Poll	74641681	74641681	100.0000	74641681	0	100.0000	0.0000			
Postal Ballot (if applicable)										
Total	74641681	74641681	100	74641681	0	100.0000	0.0000			
Public- Institutions										
E-Voting										
Poll	3144991	3126429	99.4098	3126429	0	100.0000	0.0000			
Postal Ballot (if applicable)										
Total	3144991	3126429	99.4098	3126429	0	100.0000	0.0000			
Public- Non Institutions										
E-Voting										
Poll	7982728	988	0.0124	988	0	100.0000	0.0000			
Postal Ballot (if applicable)										
Total	7982728	988	0.0124	988	0	100.0000	0.0000			
Total	85769400	77769272	90.6725	77769272	1162	100.0000	0.0000			

Resolution No.	ORDINARY BUSINESS (Ordinary resolution) - Re-appointment of Shri Piyush Tiwari, Director who retires by rotation									
Resolution required: (Ordinary/ Special)	ORDINARY BUSINESS (Ordinary resolution) - Re-appointment of Shri Piyush Tiwari, Director who retires by rotation									
Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY BUSINESS (Ordinary resolution) - Re-appointment of Shri Piyush Tiwari, Director who retires by rotation									
No	ORDINARY BUSINESS (Ordinary resolution) - Re-appointment of Shri Piyush Tiwari, Director who retires by rotation									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group										
E-Voting										
Poll	74641681	74641681	100.0000	74641681	0	100.0000	0.0000			
Postal Ballot (if applicable)										
Total	74641681	74641681	100	74641681	0	100.0000	0.0000			
Public- Institutions										
E-Voting										
Poll	3144991	3126429	99.4098	3126429	0	100.0000	0.0000			
Postal Ballot (if applicable)										
Total	3144991	3126429	99.4098	3126429	0	100.0000	0.0000			
Public- Non Institutions										
E-Voting										
Poll	7982728	988	0.0124	966	22	97.7732	2.2267			
Postal Ballot (if applicable)										
Total	7982728	988	0.0124	966	22	97.7732	2.2267			
Total	85769400	77769272	90.6725	77769150	122	99.9998	0.0002			

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Resolution No.	7
Resolution required: (Ordinary/Special)	SPECIAL BUSINESS (Ordinary resolution) - Approval of appointment of Shri. K. Padmakumar as Independent Director
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Category	No. of shares held (1) No. of votes polled (2) % of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$ No. of Votes - in favour (4) No. of Votes - against (5) % of Votes in favour on votes polled $(6)=[(4)/(2)]*100$ % of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	74641681 E-Voting Poll Postal Ballot (if applicable) Total
Public- Institutions	3144991 E-Voting Poll Postal Ballot (if applicable) Total
Public- Non Institutions	7982728 E-Voting Poll Postal Ballot (if applicable) Total
Total	85769400 77769272 1162 0 0.0146 90.6725 77769100 990 172 85.1979 14.8021 0.0002

Resolution No.	8
Resolution required: (Ordinary/Special)	SPECIAL BUSINESS (Ordinary resolution) - Approval of appointment of Dr. Kamla Singh as Independent Director
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Category	No. of shares held (1) No. of votes polled (2) % of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$ No. of Votes - in favour (4) No. of Votes - against (5) % of Votes in favour on votes polled $(6)=[(4)/(2)]*100$ % of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	74641681 E-Voting Poll Postal Ballot (if applicable) Total
Public- Institutions	3144991 E-Voting Poll Postal Ballot (if applicable) Total
Public- Non Institutions	7982728 E-Voting Poll Postal Ballot (if applicable) Total
Total	85769400 77769272 1162 0 0.0146 90.6725 77769100 990 172 85.1979 14.8021 0.0002

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