

भारत पर्यटन विकास निगम लि. India Tourism Development Corporation Ltd.



(भारत सरकार का उपक्रम)

(A Government of India Undertaking)

CIN : L74899DL1965GOI004363

Website : www.itdc.co.in

तारीख
Date

16.03.2022 निर्देश

SEC: COORD: 134

Date	Reference	
	Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai -400051. Scrip Symbol: ITDC (EQ)	Manager, Department of Corporate Services BSE Limited Floor 25, P.J. Towers, Dalal Street Mumbai - 400001 Scrip Code: 532189

Subject: Intimation regarding Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir /Madam,

Pursuant to Regulation 30 of SEBI Listing Regulations, we hereby submit postal ballot notice dated March 16, 2022 ("Notice") along with explanatory statement which is being send to the shareholders of the Company for seeking approval in relation to following resolutions:

S. No.	Brief Details of Special Resolutions
1.	Appointment of Dr. Anju Bajpai (DIN: 09478503) as Woman Independent Director of the Company.
2.	Appointment of Capt. Dr. Manan Kaushal (DIN: 09477888) as Independent Director of the Company.

In accordance with the applicable laws and circulars issued by Ministry of Corporate Affairs, the said notice being sent electronically to all the members whose names appear in the Register of Members / List of Beneficial Owners and whose email id is registered with depositories /depository participants/Company's RTA as on Friday, March 11, 2022 ("Cut - Off Date").

The Company has engaged the services of KFin Technologies Private Limited ('KFIN'), the Registrar and Share Transfer Agent (RTA) of the Company to provide e-voting facility. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Thursday, 17 th March, 2022	(9:00 A.M.)
End of remote e-voting	Friday, 15 th April, 2022	(5:00 P.M.)

Postal Ballot Notice is uploaded on the website of the Company, viz., www.itdc.co.in and website of KFIN at <https://evoting.kfintech.com/public/Downloads.aspx> and can also accessed from the websites of Stock Exchanges viz. www.bseindia.com and www.nseindia.com.

You are requested to take the same on record.

Thanking You,

For India Tourism Development Corporation Ltd

V.K. JAIN

COMPANY SECRETARY

India Tourism Development Corporation Limited

CIN No.: L74899DL1965GOI004363

Registered Office: SCOPE Complex, Core-8 (6th Floor)
7 Lodhi Road, New Delhi – 110 003; Telephone: 011-24360249
Email: vkjain@itdc.co.in ; Website: <http://www.itdc.co.in>

POSTAL BALLOT NOTICE

(Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolutions appended below is proposed to be passed by the members of India Tourism Development Corporation Limited ("**the Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the aforesaid appointment of Independent Directors is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on **February 14, 2022**, had appointed Shri P.C. Jain, a Practising Company Secretary, (Membership No.: F4103), Partner, M/s P.C. Jain & Company, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Private Limited ("**KFinTech**" or "**Registrar and Transfer Agent**") as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote

electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on **April 15, 2022**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before **April 17, 2022** and communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together the "Stock Exchanges"), National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together the "Depositories"), KFin Technologies Private Limited ("**KFintech**" or "**Registrar and Share Transfer Agent**") and will also be displayed on the Company's website www.itdc.co.in. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESSES

Resolution 1. Appointment of Dr. Anju Bajpai (DIN-09478503) as Woman Independent Director of the Company

To consider and pass, the following resolution as **Special resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(a) read with Regulation 17 (1C) and Regulation 25 (2A) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), Dr. Anju Bajpai (DIN: 09478503), who was appointed as Non-official/Independent Director of the ITDC by the Ministry of Tourism vide order EON. 1/2/2015-PSU (T) Vol.II dated 12.01.2022 and subsequent appointment in the category of Additional Director was made by the ITDC Board of Directors through Resolution by Circulation with effect from date of allotment of DIN (**i.e.24.01.2022**) be and is hereby appointed as Woman Independent Director, not liable to retire by rotation, of India Tourism Development Corporation Limited for a period of three years from the date of allotment of DIN (**i.e.24.01.2022**) or until further orders, whichever is earlier, on the terms & conditions as may be determined by the ITDC Board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Resolution 2. Appointment of Capt. Dr. Manan Kaushal (DIN 09477888) as Independent Director of the Company

To consider and pass, the following resolution as **Special resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C) read with Regulation 25 (2A) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), Capt. Dr. Manan Kaushal (DIN: 09477888), who was appointed as Non-official/Independent Director of the ITDC by the Ministry of Tourism vide order EON. 1/2/2015-PSU (T) Vol.II dated 12.01.2022 and subsequent appointment in the category of Additional Director was made by the ITDC Board of Directors through Resolution by Circulation with effect from date of allotment of DIN (**i.e. 24.01.2022**) be and is hereby appointed as Independent Director, not liable to retire by rotation, of India Tourism Development Corporation Limited for a period of three years from the date of allotment of DIN (i.e. **24.01.2022**) or until further orders, whichever is earlier, on the terms & conditions as may be determined by the ITDC Board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi
Dated: 16.03.2022

Sd/-
(V. K. JAIN)
COMPANY SECRETARY
ACS 11270

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, Secretarial Standards on General Meeting (SS-2), wherever applicable and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, stating all material facts and the reasons for the proposals set out in resolution no. 1 and 2 is annexed herewith.
2. Due to the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (“**the MCA**”) vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. In accordance with the MCA Circulars, the members are requested to take note of the following:
 - a. Postal ballot notice and the e-voting instructions along with the user ID and password are being sent only by email to those members who have registered their email address with their depository participants (“**DPs**”) or with KFin Technologies Private Limited, Registrars and Share Transfer Agent of the ITDC (“**KFintech**”) and whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) as on 11.03.2022 (“**Cut-off Date**”).

- b. Members holding shares of the ITDC in electronic form can verify/update their email address and mobile number with their respective DPs.

Members can also temporarily update their email address and mobile number with KFintech, by following the procedure given below:

Guidelines to register email address:

- i) Visit the link
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - ii) Select the company name i.e. India Tourism Development Corporation Limited
 - iii) Enter DPID-CLID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
 - iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
 - v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - vi) Enter the email address and Mobile No.
 - vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
 - viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
 - ix) The Company through KFIN will send the Postal Ballot Notice and the e-voting instructions along with the User ID and Password to the email address given by you.
 - x) Alternatively, Members may send an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the Postal Ballot Notice and the e-voting instructions along with the User ID and Password.
 - xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Postal Ballot Notice and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - xii) In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.
4. The Postal Ballot Notice and e-voting instructions have also been uploaded on the website of the Company (www.itdc.co.in), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

5. Remote e-voting:

- I. In compliance with Regulation 44 of the SEBI Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed entities ("**the SEBI circular**"), and Section 108 of the Act, read with Rule 20/22 of the Companies (Management and Administration) Rules, 2014, as amended, the ITDC is pleased to provide facility of remote e-voting, to enable its members to cast their votes electronically in respect of the resolutions as set out in this postal ballot notice.
- II. Pursuant to the SEBI circular, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- III. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (i.e. KFintech) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile number and email ID with their DPs to access e-voting facility.
- IV. The ITDC has engaged the services of KFintech as the agency to provide e-voting facility. The manner of voting, including voting remotely by (i) Individual members holding shares of the ITDC in demat mode, (ii) Members other than individuals holding shares of the ITDC in demat mode, (iii) Members holding shares of the ITDC in physical mode, is explained in the instructions given under point no. XI herein below.
- V. The ITDC Board has appointed CS Shri P.C. Jain, Membership No. (F4103), Partner of PC Jain & Company as the Scrutinizer to scrutinize remote e-voting process in a fair and transparent manner.
- VI. The voting rights of the members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the ITDC as on the cut-off date i.e. 11.03.2022.
- VII. The remote e-voting facility shall be available during the following period:
Commencement of remote e-voting: **17.03.2022 (9:00 A.M.)**
End of remote e-voting : **15.04.2022 (5:00 P.M.)**
- VIII. During this period, only those persons whose names appears in the register of members or in the register of beneficial owners maintained by the depositories, as on the cut-off date i.e. 11.03.2022, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFintech after expiry of the said period.
- IX. A person who is not a member of the ITDC as on the said cut-off date, will not be entitled to vote and should treat this postal ballot notice, for information purpose only.
- X. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e.11.03.2022, (including those members who may not receive this postal ballot notice due to non-registration of their email address with KFintech or the DPs, as aforesaid) may cast their votes electronically, in respect of the resolutions as set out in this postal ballot notice through the remote e-voting.
- XI. **Information and instructions for remote e-voting**

Details on Step 1 are mentioned below:

Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat mode

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in **Demat mode** are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select "Register Online for IDeAS"</p> <p>III. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login</p> <p style="text-align: right;">or</p> <p>URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43

Details on Step 2 are mentioned below:

Login method for remote e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6494, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the event number for India Tourism Development Corporation Limited and click on “Submit”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

XII. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- iii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

XIII. Any person who becomes member of the Company after dispatch of the Postal Ballot Notice and holding shares as on the cut-off date i.e. 11.03.2022 may obtain the User ID and password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: **MYEPWD**<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399
Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com> , the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
 - iii. Member may Call KFin's Toll free number 1-800-3094-001
 - iv. Member may send an e-mail request to evoting@kfintech.com
- XIV. If the member is already registered with KFin for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.
- XV. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.kfintech.com>). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Vijay Ravuri, an official of KFIN, at toll-free number 1800-309-4001 or at email: evoting@kfintech.com .
- XVI. The scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the ITDC. The result of the postal ballot will be declared by the Chairman of the Board or any one of the directors duly authorized by the Board, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before 17.04.2022 and will be communicated to the Stock Exchanges and will be uploaded on the website of the ITDC at www.itdc.co.in
6. In case members have any queries or need any assistance on remote e-voting, may please write to KFintech at einward.ris@kfintech.com or evoting@kfintech.com or they may contact KFintech at toll free number: 1800 3094 001.
7. All the documents referred to in this postal ballot notice and the explanatory statement setting out the material facts in respect of the resolution as set out in this postal ballot notice will be made available for inspection by the ITDC and as such the members are requested to send an email to vkjain@itdc.co.in
8. Members may contact the ITDC or KFintech for conveying grievances, if any, relating to the conduct of the postal ballot, at the following address:

<p>Mr. V K Jain, Company Secretary, India Tourism Development Corporation Ltd. SCOPE Complex, Core 8, 6thFloor, 7 Lodhi Road, New Delhi - 110 003. Email :vkjain@itdc.co.in Tel No 011-24360249</p>	<p>KFin Technologies Private Limited (Formerly known as KARVY FINTECH PVT. LTD.). Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramgude, Hyderabad-500 032 Contact person : Sh. Ravuri Vijay Email :einward.ris@kfintech.com/ravuri.vijay@kfintech.com Tel No : 91 40 67161518 Toll Free No. 1800-309-4001</p>
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By Order of the Board of Directors

Place: New Delhi
Dated: 16.03.2022

Sd/-
(V. K. JAIN)
COMPANY SECRETARY
ACS 11270

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution No.1 Appointment of Dr. Anju Bajpai (DIN- 09478503) as Woman Independent Director of the Company

Pursuant to the power to appoint Directors under clause 61 of the Articles of Association, the President of India through the Ministry of Tourism vide order EON. 1/2/2015-PSU (T) Vol.II dated 12.01.2022 has appointed Dr. Anju Bajpai HoD, Department of Law, People's University, Bhopal, Madhya Pradesh as Non Official (Independent) Director on the Board of ITDC for a period of (03) three years or until further orders, whichever is earlier. The tenure will be effective from the date of activation of the Director Identification Number (DIN).

The appointment of Dr. Anju Bajpai as Woman Independent Director was subsequently formalized as appointment in the category of Additional Directors by the Board of Directors of India Tourism Development Corporation Limited through agenda by circulation circulated on 14.01.2022. DIN was received/activated on 24.01.2022 hence the appointment will be effective from 24.01.2022.

The Company has received a declaration from Dr. Anju Bajpai confirming that she meets the criteria of Independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Dr. Anju Bajpai to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Requisite forms DIR-12 have been filed with the Ministry of Corporate Affairs showing appointment effective from 24.01.2022.

Brief Resume of the above said Director including her expertise, shareholding, directorship in other companies etc. pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 have been given at the end of this Notice.

According to Section 149(8) read with Schedule IV to the Companies Act, 2013 and Regulation 25(2A) of SEBI (LODR) Regulations (applicable from 01.01.2022), which specifies the manner of appointment of Independent Director, which states that the appointment of Independent Director(s) of the company shall be approved at the meeting of the shareholders by way of Special Resolution. Further Regulation 17(1C) of the SEBI (LODR) Regulations (applicable from 01.01.2022) requires that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly approval of the shareholders is sought to the appointment of Dr. Anju Bajpai as Independent Director in the Company for a period of three years from the date of allotment of DIN i.e. 24.01.2022 or until further order, whichever is earlier.

The Board accordingly recommends the passing of the resolution as proposed at Resolution 1 of the Postal Ballot Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. Anju Bajpai, is in any way concerned or interested in the resolution set out at Resolution 1 of this Notice.

Resolution No.2 Appointment of Dr. Manan Kaushal (DIN-09477888) as Independent Director of the Company

Pursuant to the power to appoint Directors under clause 61 of the Articles of Association, the President of India through the Ministry of Tourism vide order EON. 1/2/2015-PSU (T) Vol.II dated 12.01.2022 has appointed Dr. Manan Kaushal, Associate Professor (Economics), JS Hindu PG College, Amroha, Uttar Pradesh as Non Official (Independent) Director on the Board of ITDC for a period of (03) three years or until further orders, whichever is earlier. The tenure will be effective from the date of activation of the Director Identification Number (DIN).

The appointment of Dr. Manan Kaushal as Independent Director was subsequently formalized as appointment in the category of Additional Directors by the Board of Directors of India Tourism Development Corporation Limited through agenda by circulation circulated on 14.01.2022. DIN was received/activated on 24.01.2022 hence the appointment will be effective from 24.01.2022.

The Company has received a declaration from Dr. Manan Kaushal confirming that he meets the criteria of Independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Dr. Manan Kaushal to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Requisite forms DIR-12 have been filed with the Ministry of Corporate Affairs showing appointment effective from 24.01.2022.

Brief Resume of the above said Director including his expertise, shareholding, directorship in other companies etc. pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 have been given at the end of this Notice.

According to Section 149(8) read with Schedule IV to the Companies Act, 2013 and Regulation 25(2A) of SEBI (LODR) Regulations (applicable from 01.01.2022), which specifies the manner of appointment of Independent Director, which states that the appointment of Independent Director(s) of the company shall be approved at the meeting of the shareholders by way of Special Resolution. And Regulation 17(1C) of the SEBI (LODR) Regulations (applicable from 01.01.2022) requires that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly approval of the shareholders is sought to the appointment of Dr. Manan Kaushal as Independent Director in the Company for a period of three years from the date of allotment of DIN i.e. 24.01.2022 or until further order, whichever is earlier.

The Board accordingly recommends the passing of the resolution as proposed at Resolution 2. of the Postal Ballot Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. Manan Kaushal, is in any way concerned or interested in the resolution set out at Resolution 2 of this Notice.

Details of Directors seeking appointment through postal ballot by remote e-voting process

Name of the Director	Dr. Anju Bajpai	Dr. Manan Kaushal
Date of Birth	June 04, 1970	July 18, 1975
Age	51 years	46 years
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	January 24, 2022 (being date of allotment of DIN)	January 24, 2022 (being date of allotment of DIN)
Relationship with Directors and Key Managerial Personnel	None	None
Expertise in specific functional area	Legal HoD, Department of Law, People's University, Bhopal, Madhya Pradesh	Economist and Academician Associate Professor (Economics), JS Hindu PG College, Amroha, Uttar Pradesh
Qualification(s)	B.Sc, LL.B and LL.M. Also holds Doctorate degree in Law	M. Phil and Ph.D. degree in Economics
Nationality	Indian	Indian
Board Membership of other listed Companies as on January 24, 2022	-	-
Chairmanships/Memberships of the Committees of other public limited companies as on January 24, 2022		
a. Audit Committee	-	-
b. Shareholders' Grievance Committee	-	-
c. Board Governance and Nomination Committee	-	-
d. CSR Committee	-	-
e. Other Committee(s)	-	-
Number of shares held in the Company as on January 24, 2022	-	-
Listed Entities from which the director has resigned in the past three years	-	-

Notes: The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.