

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

30.09.2022

निर्देश
Reference

SEC: COORD: 134

Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Scrip Symbol - ITDC (EQ)	Manager, Department of Corporate Services, BSE Limited, Mumbai Floor 25, P.J. Towers, Dalal Street Mumbai- 400 001 Scrip code : 532189
--	---

Sub: Proceedings of the 57th Annual General Meeting of the Company held on 30th September 2022

Sir/Madam,

The 57th Annual General Meeting of India Tourism Development Corporation Limited was duly held on Friday, the 30th September 2022 at 11:00 A.M. through Video Conferencing (VC) in due compliance of relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

As per requirement of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the proceedings of 57th AGM of ITDC are enclosed herewith at Annexure-I.

You are requested to take the same on record.

Thanking you,

For **India Tourism Development Corporation Ltd.**

V.K. Jain
Company Secretary

PROCEEDINGS OF THE 57th ANNUAL GENERAL MEETING OF INDIA TOURISM DEVELOPMENT CORPORATION LIMITED HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2022 AT 1100 HOURS.

The 57th Annual General Meeting (AGM) of India Tourism Development Corporation Limited was held on Friday, the 30th day of September, 2022 at 1100 hours through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in line with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard.

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 57th AGM of ITDC were as under:-

1. ITDC Chairman, Dr. Sambit Patra due to his pre-occupation in some emergent work was not able to attend the AGM. In his absence, Shri Ganji Kamala Vardhana Rao, Managing Director was appointed by the Directors present to chair the meeting. Further Shri Chetan Prakash Jain, Government Nominee director tried to login from KMPs login but due to technical problems, his login could not become active. Leave of absence were granted to both Dr. Sambit Patra, the Chairman and Shri Chetan Prakash Jain, Govt. Nominee Director
2. At the outset, Chairman extended a warm welcome to the shareholders at the 57th AGM of the Company and confirmed the requisite quorum being present (42 members out of which 41 members marked their attendance at the meeting through VC/OAVM and Attendance of Shri Syed Shoeb Samad, DDG , Ministry of Tourism, Representative of the Government of India who attended physically from the Board Room), the Chairman called the Meeting to order.
3. Chairman welcomed the Board Members, Authorized Representative of the President of India, and other officials of the management and also confirmed the presence of the Chairman of the Audit Committee, Statutory Auditors, Secretarial Auditor and the Scrutinizer.
4. The Chairman, addressed the shareholders and pointed out to the shareholders about the qualifications given on five points in the Report of the Statutory Auditors along with the Management Reply on them given in the Annual Report. The observations given in the Secretarial Audit Report along with the Management Reply were also pointed out. Further as directed by the Chairman, Company Secretary explained the manner of casting votes and read out the Agenda of the meeting.
5. Company Secretary stated that in compliance with the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice dated 07.09.2022 from Monday, September 26, 2022 (9.00 a.m.) to Thursday, September 29, 2022 (5.00 p.m.). Further, it was informed that the Company had fixed Friday, the September 23, 2022 as the Cut-off date

for determining the eligibility to vote by electronic means as well as during the AGM to those members who could not cast their vote(s).

6. It was informed that the Company has appointed Shri P.C. Jain, Partner of M/s P.C. Jain & Company, Practicing Company Secretaries, as the Scrutinizer to scrutinize the votes cast by the shareholders through remote e-voting as well as instapoll voting at the AGM in a fair and transparent manner.
7. Thereafter, Company Secretary read the items of the Business to be transacted at the 57th Annual General Meeting as detailed below:-

Item No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	Adoption of Standalone Financial Statements for the year ended 31st March 2022 together with the Reports of the Board of Directors, Auditors and CAG comments thereon.	Ordinary
2.	Adoption of Consolidated Financial Statements for the year ended 31st March 2022 together with the Report of the Auditors and CAG comments thereon.	Ordinary
3.	Re-appointment of Shri Ganji Kamala Vardhana Rao, Managing Director, who is liable to retire by rotation and being eligible offers himself for reappointment	Ordinary
4.	Re-appointment of Mr. Piyush Tiwari, Director (Commercial & Marketing), who is liable to retire by rotation and being eligible offers himself for reappointment.	Ordinary
SPECIAL BUSINESS		
5.	Appointment of Shri Lokesh Kumar Aggarwal as Director (Finance) on the terms & conditions as may be fixed by the Ministry of Tourism, Government of India and he shall be liable to retire by rotation.	Ordinary

8. Company Secretary informed that details of all Directors i.e. directors liable to retire by rotation and seeking re-appointment and Director seeking appointment, are given in the Notice of the meeting.
9. The Company Secretary explained the objectives and implications of each of the above resolutions. Meanwhile, the Chairman interacted with the shareholders and responded to the queries / comments of the shareholders. Ten shareholder registered themselves as speaker, only one speaker was present and raised queries, the same were duly responded at the AGM. Chairman also stated that one shareholder has his queries on email which were suitably responded through email.
10. The Chairman stated that the results of voting on each resolution shall be determined by aggregating vote(s) cast through remote e-voting and voting at the AGM. He further stated that

the results of voting will be announced and uploaded on the website of the Company (www.itdc.co.in) and on KFintech website (<https://evoting.kfintech.com>) and will also be submitted to the Stock Exchanges within the prescribed time. Further, it was informed that the above resolutions will be deemed to be passed on the date of AGM, i.e. September 30, 2022.

11. Chairman announced the conclusion of business part of proceedings of meeting. He stated that the Instapoll facility will be activated now for next 15 minutes to enable members who have not cast their votes earlier through remote e-voting. This facility is available on the left-hand corner of the Video Conferencing screen in the form of a 'Thumb' sign. Members can click on the same to take them to the 'Instapoll' page and vote. He also announced that meeting will be deemed concluded after the run of Instapoll screen for 15 minutes.
12. Thereafter Instapoll screen was run for 15 minutes to cast votes by the shareholders who have not exercised their right to vote through remote evoting.
13. There being no other business to transact, the meeting ended at 1143 Hours.
