

INDIA TOURISM DEVELOPMENT CORPORATION LIMITED

Registered Office: SCOPE Complex, Core-8 (6th Floor)
Lodhi Road, New Delhi - 110 003 Telefax: 011-24360249
Email: vkjain@itdc.co.in Website: <http://www.itdc.co.in>
CIN No.: L74899DL1965GOI004363

NOTICE (Event No. 7522)

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of the members of India Tourism Development Corporation Limited will be held on Wednesday, the 27th September, 2023 at 1100 hours IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

Ordinary Business

- (1) To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2023 together with the Report of the Auditors, Comptroller and Auditor General of India and the Board's Report thereon.
- (2) To receive, consider and adopt the Consolidated Financial Statements as at 31st March, 2023 and Report of Auditors and Comptroller and Auditor General of India thereon.
- (3) To declare a dividend of 22% (i.e. Rs. 2.20 per share) aggregating Rs. 18.87 crore approx. on the equity share capital of the company as recommended by the Board of Directors.
- (4) To appoint a Director in place of Dr. Sambit Patra, (DIN-03029242) Part Time Non-Executive Director and Chairman who

retires by rotation pursuant to Article 61 of the Article of Association and being eligible offers himself for re-appointment.

- (5) To appoint a Director in place of Shri Lokesh Kumar Aggarwal (DIN-09714805), Director (Finance) who retires by rotation pursuant to Article 61 of the Article of Association and being eligible offers himself for re-appointment.

Special Business

- (6) To appoint Ms. Ranjana Chopra (DIN-07435946) as Part Time Government Nominee Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 152 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) and other 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), approval of shareholders

be and is hereby accorded to the appointment of Ms. Ranjana Chopra (DIN-07435946), who was appointed as Part Time Government Nominee Director of the ITDC by the Ministry of Tourism vide order No. EON.PSU-6/2/2018 dated 07.12.2022 with effect from 28.11.2022 and until further order and subsequent appointment in the category of Government Nominee Director under section 161(3) of the Companies Act, 2013 was made by the ITDC Board of Directors through Resolution by Circulation passed on 23.12.2022.

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

Sd/-

Place: New Delhi

(V. K. JAIN)

Dated: 01.09.2023

COMPANY SECRETARY
ACS 11270

Notes:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by SEBI (hereinafter collectively referred to as “the Circulars”) Companies are allowed to hold AGM through VC, without the physical presence of shareholders at a common venue. Accordingly, the 58th AGM of the Company is being held through VC/ OAVM on Friday, September 27, 2023 at 11:00 a.m. (IST). The venue of the AGM, for the purpose of technical compliance as per Section 96(2) of the Companies Act, 2013, shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’) is annexed hereto.
3. The Board of Directors of the Company has recommended a dividend of 22% (Rs. 2.20 per share) on the Paid up Equity Share Capital of the Company for FY 2022-23. This dividend, if approved by the shareholders at AGM, will be payable within 30 days from the date of declaration of dividend i.e. on or before October 26, 2023 to the Members whose names appear in the Register of Members/ list of Beneficial Owners of the Company as on the Record Date i.e. Wednesday, September 20, 2023. Dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (IT Act). In order to enable compliance with TDS requirements in respect of dividends declared by the Company in future, members are requested to submit Form 15G/ 15H on annual basis and update details about their residential status, PAN, Category as per the IT Act with their Depository Participants or in case of shares held in physical form, with the Company/ Registrar & Transfer Agent, so that tax at source, if any, as per applicable rates may be deducted in respect of dividend payments made by the Company in future.

4. Pursuant to SEBI Listing Regulations, all listed companies shall use any of the electronic modes of payment facility approved by RBI such as ECS/ NECS/ Direct Credit etc., for payment of dividend. Members are advised to submit their National Electronic Clearing Service/ Electronic Clearing Service (NECS/ ECS) mandate in the form (placed on the website) duly filled in and signed, to enable the Company to make remittance by means of NECS/ ECS.
5. Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ ECS details and submission of Permanent Account Number (PAN):
 - (i) to their Depository Participants in respect of their demat share accounts; and
 - (ii) to the Company at its registered office or the Registrar & Transfer Agent, (KFin Technologies Limited, Unit : India Tourism Development Corporation Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500 032. Mail id: einward.ris@kfintech.com) in respect of their physical shares, in prescribed Form ISR1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. Format of the forms is also available at www.itdc.co.in under Investor Corner icon.
6. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE AGM IS BEING HELD PURSUANT TO THE MCA/ SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY THE FACILITIES FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED WITH THE NOTICE OF THE AGM.**
7. In terms of the provisions of Section 152 of the Act, Shri Lokesh Kumar Aggarwal, Director (Finance) and Dr. Sambit Patra, Part Time Non Executive Director and Chairman retire by rotation at the Meeting. Details of Directors retiring by rotation and seeking re-appointment and details of Director seeking appointment at this Meeting are provided in the “Annexure” to the Notice.
8. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at fcspcjain@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_7522".

9. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
10. The Register of Members and the Share Transfer book of the Company will remain closed from Saturday, the 23rd September, 2023 to Wednesday, September 27, 2023 (both days inclusive) for annual closing. The record date for the purpose of payment of dividend to the shareholders is Tuesday, the 20th September, 2023.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.
12. In compliance with the aforesaid MCA Circular and SEBI Circulars dated May 12, 2020, January 15, 2021 and 5th May, 2022, Notice of the 58th Annual General Meeting, Annual Report of the Company inter alia indicating the process and manner of e-voting along is being sent only through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Members may note that Notice and Annual Report for the financial year 2022-23 will also be available on the Company’s website www.itdc.co.in, website of the Stock Exchanges www.bseindia.com and www.nseindia.com and on the website of KFin Technologies Limited, the Registrar & Share Transfer Agent of the Company <https://evoting.kfintech.com>.
13. As per Regulation 40 of SEBI Listing Regulations, as amended by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

The shareholders may approach the nearest Depository Participant for further clarification in this regard. Shareholders are requested to contact the Company’s Registrar & Share Transfer Agent, KFin Technologies Ltd for any queries in regard to the aforesaid or contact Mr. V. K. Jain, Company Secretary of the Company at the Corporate Office of the Company ([Email: vkjain@itdc.co.in](mailto:vkjain@itdc.co.in)).
14. As per our record, 30 physical shareholders have not updated their KYC. According to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, a communication has been sent to all the 30 physical share certificate holders requesting for updating the KYC details. Shareholders are requested, please update the KYC details.
15. To support the “Green Initiative”, the members who have not registered their e-mail addresses, are requested to

register the same with the Registrar in case of shares held in physical form and with the Depositories in case of shares held in demat form.

16. Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

17. The Notice along with Annual Report will be sent through e-mail to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on September 20, 2023.

18. The Notice and the Annual Report 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), in compliance with the MCA Circulars.

19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.itdc.co.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to KFin Technologies Limited, Company's Registrar & Share Transfer Agent in case the shares are held in physical form.

20. Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors, Key Managerial Personnel along their shareholding maintained under Section 170 of the Companies Act, 2013 read with rules issued thereunder will be available for inspection in electronic mode from the date of circulation of this Notice up to date of the AGM, i.e. September 27, 2023. Members can inspect the same by sending an email to vkjain@itdc.co.in.

21. In case you have any query relating to the Annual Accounts you are requested to send to the same to the Company Secretary at vkjain@itdc.co.in at least 10 days before the AGM so as to enable the management to keep the information ready for replying at the meeting.

22. Members are requested to address all correspondence, to the RTA, KFin Technologies Limited, Unit : India Tourism Development Corporation Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500 032. Mail id: einward.ris@kfintech.com.

23. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided facility to the members to exercise their right to vote at the 58th Annual General Meeting (AGM) by electronic means through e-voting services provided by KFin Technologies Limited. The instruction for e-voting has been enclosed and sent alongwith the notice and the cut-off date for sending e-voting password to shareholders is fixed at September 20, 2023.

24. Transfer to Investor Education and Protection Fund:

(i) Transfer of unclaimed dividend

Unclaimed dividend for the financial year 2015-16 will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) on 03.11.2023 pursuant to the provisions of Section 124 of the Companies Act, 2013.

Members are advised that details of unclaimed dividend in respect of the financial year 2015-16 and upto and including the financial year 2018-

19 are available on the Company's website on the following link: https://itdc.co.in/wp-content/uploads/2022/02/IEPF-2_Excel-Template_2021.pdf

Members should write to the company if their dividend warrants in respect of the aforesaid financial year(s) have not been encashed.

(ii) Transfer of shares to IEPF

Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof) read with Ministry of Corporate Affairs Circular No. 12/2017 dated October 16, 2017, all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investors Education and Protection Fund (IEPF). So far 2175 shares have been transferred to IEPF A/c, the details of which are available at https://itdc.co.in/investor_post_cat/unclaimed-unpaid-dividends/

(iii) Claim from IEPF Authority

The shareholders who have not claimed/encashed the dividend in the last 7 consecutive years from FY 2015-16 are requested to claim the same to avoid transfer of shares to IEPF.

Shareholders may note that both the unclaimed dividend amount

transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority by making an online application in Form IEPF - 5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

25. Procedure For Remote E-Voting And E-Voting At The AGM:

- i) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
- ii) The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
- iii) The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM.
- iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- v) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9:00 a.m. (IST) on Saturday, September 23, 2023.

End of remote e-voting: Upto 5:00 p.m. (IST) on Tuesday, September 26, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of the aforesaid period.

- vi) The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on cut-off date i.e., September 20, 2023.
- vii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date September 20, 2023 shall only be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

26. Any person who becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. September 20, 2023 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 1 800 309 4001
 - iv. Member may send an e-mail request to evoting@kfintech.com
27. 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.
 28. 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.
 29. The Board of Directors of the Company has appointed Shri P.C. Jain (Membership No F4103) of M/s P.C. Jain & Company,

a Practicing Company Secretary as Scrutiniser to scrutinise the remote e-voting and InstaPoll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

30. The Scrutinizer, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within Forty-Eight (48) Hours from conclusion of the AGM, make a consolidated scrutinizer’s report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman shall declare the results. The results declared shall be available on the website of the Company (www.itdc.co.in) and on the website of KFIN (<https://evoting.kfintech.com>) and shall also be displayed on the notice board at the registered office and the corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
31. In compliance with the MCA and SEBI Circulars, the Company will publish a public notice by way of an advertisement after sending the Annual Report through emails, in English Newspaper and also one in Hindi Newspaper, both having a nationwide circulation, inter alia, advising members whose e-mail IDs are not registered with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register their e-mail IDs with them.

Details of the process and manner for Remote E-voting :

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
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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.	1. Existing user who have opted for Easi / Easiest I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” III. Proceed with completing the required fields.	2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields.
3. By visiting the e-Voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.	3. By visiting the e-Voting website of CDSL I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

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.

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.

(A) 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:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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.
- After entering these details appropriately, click on "LOGIN".

- 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., '7522' AGM" and click on "Submit"
- 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. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/

Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id fcspcjain@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_7522”

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting:

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox22.
- iii. Members will be required to grant access to the webcam to enable VC /

OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- iv. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- v. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vi. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

32. Procedure For Joining AGM Through VC/OAVM

The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile

hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:

- i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
- ii) Enter the login credentials (i.e., User ID and password for e-voting).
- iii) After logging in, click on “Video Conference” option.
- iv) Then click on camera icon appearing against AGM event of India Tourism Development Corporation Limited to attend the AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.

The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. The facility will be available to the 1,000 (one thousand) Members on first-come-first-served basis. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are allowed to attend the AGM without restriction on first-come-first-served basis.

To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The facility of ‘Speaker Registration’ will open from, Saturday, September 23, 2023 (9:00 A.M.) and will end on, Monday, September 25, 2023 (5:00 P.M.). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conducting of AGM.

In case you have any query relating to the Annual Accounts you are requested to send to the same to the Company Secretary at vkjain@itdc.co.in at least 10 days before the AGM so as to enable the management to keep the information ready for replying at the meeting.

In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, the members may call on toll free no.: 1800 3094 001 or send an e-mail at einward.ris@kfintech.com.

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney

authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer at fcspcjain@gmail.com with a copy marked to einward.ris@kfintech.com (KFIN's id).

Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Institutional shareholders are encouraged to attend and vote at the AGM.

33. **E-voting (insta poll) at the Meeting :**

After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of September 20, 2023 and who have not cast their vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

34. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on cut -off date being September 20, 2023.

35. The Scrutinizer shall after the conclusion of the voting at AGM, first count the votes cast at their meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company who shall declare the Result.
36. The Scrutinizer's decision on the validity of the vote shall be final and binding.
37. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.itdc.co.in) and on KFin's website (<https://evoting.kfintech.com>) immediately after the result is declared and shall simultaneously be forwarded to the NSE and BSE, the Stock Exchanges where the Company's shares are listed.
38. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website www.itdc.co.in.
39. The resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolutions.

With regards,

By Order of the Board of Directors
Sd/-

Place: New Delhi

Dated: 01.09.2023

(V. K. JAIN)

COMPANY SECRETARY

ACS 11270

To

- (i) All Members of India Tourism Development Corporation Ltd.
- (ii) Joint Statutory Auditors :
M/s J.K.S.S. & Associates , Chartered Accountants, Lal Kothi, 91, Siddhartha Enclave, Near Ashram Chowk, New Delhi-110 014
M/s Doogar & Associates, Chartered Accountants, 13 Community Centre, East of Kailash, New Delhi-110 065

- (iii) Secretarial Auditors : M/s P.C. Jain & Co., Company Secretaries, #2382, Sector 16, Faridabad-121 002 (Haryana)
- (iv) Scrutinizer : M/s P.C. Jain & Co., Company Secretaries, #2382 Sector 16, Faridabad-121 002 (Haryana)
- (v) All the Directors on the Board of India Tourism Development Corporation Ltd.
- (vi) All Stock Exchanges

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to Special Business mentioned in the accompanying notice

Resolution No.6 Appointment of Ms. Ranjana Chopra (DIN- 07435946) as Part Time Government Nominee 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. PSU-6/2/2018 dated 07.12.2022 has appointed Ms. Ranjana Chopra, IAS (OR:94), Additional Secretary & Financial Advisor (AS&FA) as Part Time Government Nominee Director on the Board of ITDC with effect from 28.11.2022 and until further order.

The appointment of Ms. Ranjana Chopra as Part Time Government Nominee Director by the Ministry of Tourism was subsequently approved in the category of Government Nominee Director under section 161(3) of the Companies Act, 2013 by the Board of Directors of India Tourism Development Corporation Limited through agenda by circulation circulated on 23.12.2022.

The Company has received consent from Ms. Ranjana Chopra 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 28.11.2022.

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.

Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 (For public sector company) requires that the approval of shareholders for appointment of a person on the Board of Directors is to be taken by the next General Meeting.

Accordingly approval of the shareholders is sought to the appointment of Ms. Ranjana Chopra as Part Time Government Nominee Director in the Company with effect from 28.11.2022 and until further order.

The Board accordingly recommends the passing of the resolution at this AGM as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Ms. Ranjana Chopra, is in any way concerned or interested in the resolution.

By Order of the Board of Directors

Sd/-

(V. K. JAIN)

COMPANY SECRETARY

ACS 11270

Place: New Delhi

Dated: 01.09.2023

Annexure to the Notice :

Details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 in respect of Directors liable to retire by rotation and seeking re-appointment

1.	Name of Director	Dr. Sambit Patra
	Date of Birth	27.11.1973
	Date of Appointment	02.12.2021
	Qualifications	MBBS, MS Qualified UPSC (Combined Medical Services) in year 2000
	Expertise in specific functional areas	Served as the Medical Officer of Hindu Rao Hospital, Department of Surgery, Delhi from 2003 to 2012. Political Posts held: 1) Executive Member of Delhi BJP in year 2009 2) Spokesperson of Delhi BJP :2010 till 2014 3) National Spokesperson of BJP 2014 and continuing 4) Prabhari of Manipur Pradesh BJP since 2020. Had briefly served as an independent director of ONGC but quit before contesting Lok Sabha Elections.
	Relationship with other Directors/ Key Managerial Personnel	NIL
	Directorship held in other companies	NIL
	Membership/Chairmanship of Committees as on date	NIL
	Shareholding in the Company as on date	NIL
2.	Name of Director	Sh. Lokesh Kumar Aggarwal
	Date of Birth	09.08.1968
	Date of Appointment	24.08.2022
	Qualifications	Qualified Cost Accountant (CMA), Company Secretary (ACS), LL.B, Post Graduate Diploma in Internal Audit from Delhi School of Economics
	Expertise in specific functional areas	31 years of enriched experience in Corporate Finance Management, playing a pivotal role in strategic management decision making. Prior to this, he was the CFO/CGM (Finance) in Energy Efficiency Services Limited and led the overall finance function. Previously, he has worked for 27 years in Bharat Heavy Electricals Limited and handled the major finance function like Treasury & Banking, Strategic Planning & Budgetary Control and Corporate Accounts

Relationship with other Directors/Key Managerial Personnel	NIL
Directorship held in other companies	Punjab Ashok Hotel Company Limited Utkal Ashok Hotel Corporation Limited Ranchi Ashok Bihar Hotel Corporation Limited Pondicherry Ashok Hotel Corporation Limited Kumarakruppa Frontier Hotels Pvt. Ltd.
Membership/Chairmanship of Committees as on date	CSR & Sustainable Development Committee Risk Management Committee Stakeholders Relationship Committee
Shareholding in the Company as on date	NIL

Details of Director seeking Appointment at the 58th AGM

Name of the Director	Ms. Ranjana Chopra
Date of Birth	August 21, 1971
Age	51 years
Date of Appointment as Part Time Government Nominee Director under the Companies Act, 2013 and SEBI Listing Regulations	November 28, 2022
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area	Diverse and wide range of experience in the area of Administration under various Government Department and also served as Principal Secy SC & ST Department Bhubaneswar.
Qualification(s)	-IAS -LLB from Utkal University Bhubneswar -Master degree in Health Management from London School of Economics & Political Science.
Nationality	Indian
Board Membership of other listed Companies as on date of dispatch of Postal Ballot Notice	-
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 date of dispatch of Postal Ballot Notice	-
Listed Entities from which the director has resigned in the past three years	-

By Order of the Board of Directors

Sd/-

Place: New Delhi

Dated: 01.09.2023

(V. K. JAIN)
COMPANY SECRETARY
ACS 11270