



इंडियन रेलवे केटरिंग एवं टूरिज्म कॉरपोरेशन लिमिटेड
(भारत सरकार का उद्यम-मिनी रत्न)
INDIAN RAILWAY CATERING AND TOURISM CORPORATION LTD.
(A Govt. of India Enterprise-Mini Ratna)

"CIN-L74899DL1999GO1101707". E-mail : info@irctc.com, Website : www.irctc.com

No. 2022/IRCTC/CS/AGM-23

August 02, 2022

BSE Limited (Through BSE Listing Centre) 1 st Floor, New Trade Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai – 400 001 Scrip Code: 542830	National Stock Exchange of India Limited "Exchange Plaza", C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Symbol: IRCTC
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Sub: Notice of the "23rd Annual General Meeting" of the Company.

Dear Sir/Madam,

This is in reference to our letter of even no. dated July 30, 2022, regarding intimation of the 23rd Annual General Meeting (AGM) of the Company to be held on **Friday, August 26, 2022 at 12:30 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.**

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and in continuation to our above referred letter, please find enclosed herewith the Notice of 23rd AGM, to transact the business as set out therein.

The Notice of 23rd AGM is also available at the website of the Company i.e. www.irctc.com, on the path, **Investor Corner** ⇒ **Notice of Meetings** ⇒ **Notice of AGM** ⇒ **23rd Annual General Meeting.**

The Notice of 23rd AGM along with Annual Report for FY 2021-22 are also being dispatched through electronic means to the shareholders of the Company, whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent (RTA)/ Depository Participant(s).

Please take note of above information on record.

Thanking You,

Yours faithfully,

For Indian Railway Catering and Tourism Corporation Limited (IRCTC)



(Suman Kalra)
Company Secretary and Compliance Officer
Membership No: FCS 9199

Encl: as above

**INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED**

CIN: L74899DL1999GOI101707

Registered Office: 11th Floor, B-148, Statesman House Barakhamba Road New Delhi, 110001, India

Website: www.irctc.com Email ID: investors@irctc.com

Telephone: 011-23311263/64 Fax: 011-23311259

NOTICE

NOTICE is hereby given that the Twenty-third (23rd) Annual General Meeting of the Members of Indian Railway Catering and Tourism Corporation Limited ("IRCTC" or "the Company") (CIN: L74899DL1999GOI101707) will be held on **Friday, August 26, 2022 at 12:30 P.M.**, Indian Standard Time (IST) through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, along with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, thereof and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT Audited Standalone Financial Statements for the Financial Year ended March 31, 2022, Board's Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered, approved and adopted."

2. To confirm the payment of interim dividend of ₹ 2.00/- per equity share [i.e. amounting to ₹ 160 crore on 80,00,00,000 equity shares] and to declare a final dividend of ₹ 1.50/- per equity share [i.e. amounting to ₹ 120 crore on 80,00,00,000 equity shares] for the financial year 2021-22 and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT the interim dividend of ₹ 2.00/- per equity share [i.e. amounting to ₹ 160 crore on 80,00,00,000 equity shares] as paid by the Company in the month of March, 2022 be and is hereby noted and confirmed"

"RESOLVED FURTHER THAT pursuant to the recommendation of the Board of Directors of the Company, Final Dividend of ₹ 1.50/- per equity share [i.e. amounting to

₹ 120 crore on 80,00,00,000 equity shares] on the paid-up equity share capital of the Company for the financial year 2021-22 be and is hereby declared."

3. To appoint a Director in place of Smt. Rajni Hasija (DIN: 08083674), Director (Tourism & Marketing), who retires by rotation and being eligible, offers herself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT Smt. Rajni Hasija (DIN: 08083674), Director (Tourism & Marketing), be and is hereby re-appointed as Director (Tourism & Marketing) of the Company liable to retire by rotation."

4. To appoint a Director in place of Shri Ajit Kumar (DIN: 07247362), Director (Finance), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT Shri Ajit Kumar (DIN: 07247362), Director (Finance), be and is hereby re-appointed as Director (Finance) of the Company liable to retire by rotation."

5. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by Comptroller & Auditor General of India (C&AG) for the financial year 2022-23, on the basis of recommendations of Audit Committee, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT pursuant to section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment or re-enactment thereof for the time being in force), the Board of Directors of the Company, on the recommendations of Audit Committee, be and is hereby authorized to decide and fix the remuneration, including reimbursement of out of pocket expenses in connection

with the audit work, for the Statutory Auditors to be appointed by Comptroller and Auditor General of India for the financial year 2022-23.”

SPECIAL BUSINESS:

6. Alteration of the Main Objects Clause of the Memorandum of Association (“MoA”).

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution(s)**:

“**RESOLVED THAT** pursuant to provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of Registrar of Companies (RoC), Delhi and Haryana and such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of the Shareholders of the Company by way of special resolution be and is hereby accorded for insertion of below mentioned clause in the Main Objects of the Memorandum of Association (“MOA”) of the Company in order to act as Payment Aggregator (I-PAY):

To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types / kinds of electronic and virtual payment systems services, payment gateway and aggregator services, prepaid and post-paid payment instruments/payment systems including open/ closed/ semi closed systems of payment instruments, in India and abroad including all kinds of

payment services in any manner whatsoever and to operate as a bill payment gateway/bill payment system (BBPOU) to provide bill payment services for utility bills, school/university fees, municipal taxes and for other services as may be notified by the relevant authority from time to time under the Bharat Bill Payment System (BBPS) guidelines including carrying on the business of developing and providing services in the field of electronic commerce/Mobile Commerce web based or related technology and applications, deal in all kinds of internet/intranet/extranet business using e-commerce application, in India and any other country, undertake computer related jobs as data collection, survey, data processing, data entry, computer aided drafting and designing /computer aided desk top publishing, multimedia applications (audio, video).”

RESOLVED FURTHER THAT Chairman & Managing Director, Director (Finance) and Company Secretary be and are hereby authorized jointly and severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”

By order of the Board of Directors of
Indian Railway Catering and Tourism Corporation Limited

(Suman Kalra)

Company Secretary & Compliance Officer
Membership No. FCS: 9199

Date: 29.07.2022

Place: New Delhi

Registered Office:

11th Floor, B-148, Statesman House
Barakhamba Road New Delhi, 110001, India

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the special business under item no. 6 to be transacted at the meeting is annexed hereto.
2. In view of continuing COVID-19 pandemic, pursuant to the General Circular no. 2/2022 dated May 5, 2022, read with Circulars nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, respectively and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the 23rd AGM of the Company is being conducted through VC/OAVM Facility, without physical presence of members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
3. 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 above referred MCA Circulars through VC/OAVM, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Attendance Slip, Proxy Form and Route Map of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 23rd AGM through VC/OAVM Facility and for electronic voting during the AGM.
4. The Members may join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
5. The attendance of the Members participating in the 23rd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with provisions of MCA Circulars and SEBI Circulars as referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is providing facility of remote e-voting to its Members to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. Those shareholders, who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM.
7. NSDL will be providing facility for remote e-voting, participation in the 23rd AGM through VC/OAVM and voting during the 23rd AGM through electronic voting system. **The remote e-voting period begins on Tuesday, August 23, 2022 (09:00 A.M.) and ends on Thursday, August 25, 2022 (05:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter.**
8. Please refer to detailed instructions for remote e-voting, attending the 23rd AGM through VC/OAVM and electronic voting during the AGM, annexed to this Notice.
9. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **Friday, August 19, 2022**. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and is holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only.
10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.co.in.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF ANNUAL REPORT:

11. In line with the MCA Circulars and SEBI Circulars as referred above, the Notice of the 23rd AGM along with Annual Report is being sent only through electronic mode to all members, whose e-mail IDs are registered with the Company/Depositories.
12. The said documents are available on the website of the Company at www.irctc.com and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and also on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
13. Members who have not updated their email addresses with the Company are requested to update their email addresses in the following manner:
 - **Shares held in dematerialized form:** register/update their email address with their respective DPs.
 - **Shares held in physical form:** Members can register/update their email address by writing to Company's RTA i.e Alankit Assignment Limited (IRCTC), 4E/2, Alankit House, Jhandwalan Extension, Near Jhandewalan Metro Station, New Delhi -110055 or through mail at kycupdate@alankit.com, at the earliest by any one of the following modes:
 - a. Through hard copies which should be self -attested and dated.
 - b. Through electronic mode, provided that they are sent through E-mail id of the Shareholder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder.
14. Members who have already registered their email address are requested to keep their email address validated/ updated at all times for prompt receipt of documents and communications (including Annual Reports, AGM notices) etc. sent from time to time electronically by the Company.

INFORMATION RELATED TO DIVIDEND:

15. The Company has fixed **Friday, August 19, 2022** as the '**Record Date**' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
16. The Board had recommended a Final Dividend of ₹ 1.50/- per share (i.e. @ 75% on the paid-up equity share capital of the Company) in its meeting held on May 30, 2022. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, it will be paid subject to deduction of tax at source (TDS) before the due date as per the

provisions of the Companies Act to the members or their mandates whose names appear in the Register of Members of the Company as on **Friday, August 19, 2022** in respect of physical shares. In respect of dematerialized shares, the final dividend shall be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by M/s National Securities Depository Limited (NSDL) and M/s Central Depository Services (India) Limited (CDSL) at the close of business hours on **Friday, August 19, 2022**.

17. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from **Saturday, August 20, 2022 to Friday, August 26, 2022** (both days inclusive) for the purpose of determining entitlement of members to final dividend for the financial year ended on March 31, 2022.

COMMUNICATION TO SHAREHOLDERS ON TAX DEDUCTED AT SOURCE (TDS) FOR DIVIDEND DISTRIBUTION

18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Further, SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Therefore, the shareholders are requested to update their PAN with the Company/ Alankit Assignment Limited (in case of shares held in physical mode) and with depository participants (in case of shares held in demat mode).
19. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading their documents on RTA portal <https://einward.alankit.com> by 11:59 P.M. IST on **Friday, August 19, 2022**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
20. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading their documents on RTA portal <https://einward.alankit.com>. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. IST **Friday, August 19, 2022**.
21. A detailed notice regarding "**Communication w.r.t. Tax Deducted at Source (TDS) on Final Dividend for the Financial Year 2021-22**" has been posted on the website,

www.irctc.com with weblink <https://irctc.com/assets/images/a7ecf784-48a6-4c45-95ef-01401b37838c.pdf>. Shareholders are requested to kindly go through the link.

22. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, Members are informed that the Company can effect issuance of duplicate share certificate; renewal/exchange, endorsement, subdivision/split, consolidation of shares; transmission and transposition, as applicable, in dematerialised form only. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. To RTA i.e., Alankit Assignment Limited (IRCTC), 4E/2, Alankit House, Jhandewalan Extension, Near Jhandewalan Metro Station, New Delhi -110055 or by mail to kycupdate@alankit.com. The Form ISR -4 is also available on the Company's website www.irctc.com with weblink https://irctc.com/assets/images/Form_ISR4_Request_for_issue_of_Duplicate_Certificate_and_other_Service_Requests.pdf.
23. As per Regulation 40 of the SEBI (LODR) Regulations, 2015, as amended, Members are further informed that Company shall process all requests for transfer of securities including transmission and transposition only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
24. The Members may please note that SEBI vide its Circular dated November 3, 2021, read with clarification dated December 14, 2021 ("SOP Circular") introduced common and simplified norms for processing investor's services requests by RTAs and norms for furnishing PAN, complete address, email address, mobile number, specimen signature, bank details and Nomination ("KYC details"). Accordingly, with effect from 01st January, 2022, the Registrar and Transfer Agent (RTA) cannot process any service requests or complaints received from the holders/ claimants, till their KYC details are updated. The KYC details should be updated by March 31, 2023, after which RTA shall be constrained to freeze such folios where KYC details are not updated. The said communication is also available on the website of the Company at www.irctc.com.
25. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details via Form ISR-1, Form ISR-2 and Form ISR-3, as applicable, and update nomination via Form SH-13 or make changes in their nomination details via Form SH-14 and Form ISR-3. In case of dematerialised shares, the Members can file their nomination with the respective Depository Participants (DPs). Members should also consider converting their holdings to dematerialised

form, if their shares are in physical form. The relevant forms are available on the website of the Company at www.irctc.com or can be downloaded from the website of RTA for making service request. Members can also write to RTA at kycupdate@alankit.com, (as mentioned in Note No. 13 of the Notice) for obtaining forms or for seeking any clarification. It may be noted that any service request can be processed only after the folio is KYC compliant.

PROCEDURE FOR INSPECTION OF DOCUMENTS

26. Relevant documents referred to in the Notice and Explanatory statement will be available for inspection by the Members through electronic mode basis, without payment of any fee from the date of circulation of this notice up to the date of the AGM i.e. Friday, **August 26, 2022**. Members seeking to inspect such documents are requested to send an email to investors@irctc.com. Inspection shall be provided when it is mutually suitable.
27. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number / folio number, email id, mobile number to investors@irctc.com, at least seven days prior to the date of the AGM and the same will be replied by the Company suitably.

PROCEDURE FOR UPDATION OF BANK DETAILS FOR DIRECT RECEIPT OF DIVIDEND IN THE BANK ACCOUNT

28. Members who have not updated their bank account details for receiving the dividends directly in their bank accounts through Electronic Clearing Service (ECS) or any other means are requested to follow the below procedure for updation of mandate for receipt of dividend directly in their bank account:
 - **Shares held in physical form:** Members are requested to send a hard copy of the following details / documents to the Company's RTA at: Alankit Assignment Limited (IRCTC), 4E/2, Alankit House, Jhandewalan Extension, Near Jhandewalan Metro, Station New Delhi-110055, Email: kycupdate@alankit.com. The documents to be sent should include the following:
 - A signed request letter/Form ISR-1 by the first holder, mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name of Bank, Bank Branch and Bank Account Type;
 - ii) Bank Account Number;
 - iii) 11-digit IFSC Code; and
 - iv) 9 digit MICR Code

- Original cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
 - Self-attested copy of the PAN Card; and
 - Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member as registered with the Company.
- **Shares held in dematerialised form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/addition/deletion in such bank details.

Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in dematerialised form.

Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Banker's cheque/demand draft to such Members, as soon as possible.

OTHER RELEVANT INSTRUCTIONS OF THE NOTICE:

29. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to the Company's Registrar and Transfer Agent (RTA), Alankit Assignment Limited, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
30. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

31. Members who have not received/en-cashed their dividend warrants within its validity period may write to the Company at its Registered Office or to the RTA of the Company, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
32. In terms of Regulation 44 of SEBI (LoDR), the Company is providing one-way live **"Webcast"** of the proceedings of the Annual General Meeting for shareholders on **Friday, August 26, 2022 from 12:30 PM**, onwards till conclusion of the AGM.
33. M/s Balika Sharma & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of items of business to be transacted at the 23rd AGM, in a fair and transparent manner.
34. Pursuant to Section 139 (5) of the Companies Act, 2013, the Statutory Auditors of the Government company are appointed/re-appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration shall be fixed in the Annual General Meeting or in such manner as Annual General Meeting may determine.
35. In line with above, the Members are requested to authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the financial year 2022-23, to be appointed by the C&AG of India on the recommendations of Audit committee.
36. Relevant details of the Director seeking re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto and forms part of Notice.
37. None of the Directors of the Company is in any way related to each other. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.
38. Annual listing fee for the year 2022-23 has been paid to all Stock Exchanges wherein shares of the Company are listed. Further, the Annual Custodian Fee for the year 2022-23 has been paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

As per RBI guidelines on Regulation of Payment Aggregators and Payment Gateways dated March 17, 2020, all Non-Bank Payment Aggregators shall require authorization from RBI under Payment and Settlement System Act, 2007 and the Memorandum of Association (MoA) of the applicant entity must cover the proposed activity of operating as a Payment Aggregator (I-Pay).

In line with the above, the Board of Directors have recommended the proposal for insertion of below mentioned clause in the Main Object of the Memorandum of Association ("MOA") of the Company in order to act as a Payment Aggregator (I-Pay), subject to the approval of Ministry of Railways, Government of India, Shareholders, Registrar of Companies and such other requisite approvals from appropriate authorities.

"To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types / kinds of electronic and virtual payment systems services, payment gateway and aggregator services, prepaid and post-paid payment instruments/payment systems including open/ closed/ semi closed systems of payment instruments, in India and abroad including all kinds of payment services in any manner whatsoever and to operate as a bill payment gateway/bill payment system (BBPOU) to provide bill payment services for utility bills, school/university fees, municipal taxes and for other services as may be notified by the relevant authority from time to time under the Bharat Bill Payment System (BBPS) guidelines including carrying on the business of developing and providing services in the field of electronic commerce/Mobile Commerce web based or related technology and applications, deal in all kinds of internet/intranet/extranet business using e-commerce application, in India and any other country, undertake computer related

jobs as data collection, survey, data processing, data entry, computer aided drafting and designing /computer aided desk top publishing, multimedia applications (audio, video)."

In this regard, Ministry of Railways, Government of India vide its letter No. 2021/PL/49/12 dated April 22, 2022, has accorded its approval for the proposal of insertion of a new clause in the main object clause of the Memorandum of Association (MOA) of the Company in order to act as a Payment Aggregator (I-Pay) and also advised to take necessary steps including obtaining the approval of Shareholders, Registrar of Companies and such other requisite approvals, as may be required for the purpose of giving effect to the above proposal. The fact was informed to the exchanges vide our letter No. 2019/IRCTC/CS/ST. EX/356 dated May 30, 2022.

None of the Directors, Key Managerial Personnel of the Company or their relative is in anyway concerned or interested in the proposed resolution(s) as set out at Item No. 6 of the Notice for approval of the Members through e-voting.

Accordingly, the Board of Directors of your Company recommends the passing of resolution(s) set out at Item No 6 of the Notice for approval of the Members through e-voting as a **Special Resolution**.

By order of the Board of Directors of
Indian Railway Catering and Tourism Corporation Limited

(Suman Kalra)

Company Secretary & Compliance Officer
Membership No. FCS: 9199

Date: 29.07.2022

Place: New Delhi

Registered Office:

11th Floor, B-148, Statesman House
Barakhamba Road New Delhi, 110001, India

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-voting to its Members in respect of the business to be transacted at the 23rd AGM and facility for those members participating in the 23rd AGM to cast vote through e-voting system during the 23rd AGM.

The remote e-voting period begins on **Tuesday, August 23, 2022 at 09:00 A.M.** and ends on **Thursday, August 25, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, August 19, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, August 19, 2022**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

10. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
11. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
12. Now you are ready for e-Voting as the Voting page opens.
13. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
14. Upon confirmation, the message “Vote cast successfully” will be displayed.
15. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
16. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

17. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
18. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website

will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

19. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the ‘Downloads Section’. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

20. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@irctc.com.
21. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@irctc.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
22. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
23. In terms of 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

24. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
25. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted

their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

26. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
27. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

28. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.
29. Members are encouraged to join the Meeting through Laptops for better experience.
30. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

31. Please note that Participants 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.

PROCEDURE FOR RAISING QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

32. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance from their registered email address with respect to the audited financial statements or any other matters to be approved at the 23rd AGM, mentioning their name, demat account no. / folio no. and mobile number at investors@irctc.com. Queries received by the Company till 05:00 PM (IST) on **Monday, August 22, 2022**, shall be considered and responded during the AGM.
33. Members who would like to express their views or ask their questions during AGM may pre-register themselves as speakers mentioning their name demat account number/folio number, email id, mobile number at least 3 days in advance, with the company on email id: agmspeakers@irctc.com on or before, 5:00 P.M. (IST) of **Monday, August 22, 2022**. The same will be replied by the company suitably.
34. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

BRIEF RESUME AND OTHER PARTICULARS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/ REAPPOINTMENT

Name	Smt. Rajni Hasija	Shri Ajit Kumar
DIN	08083674	07247362
Appointment / Re-appointment	Re-appointment as Director (Tourism & Marketing)	Re-appointment as Director (Finance)
Date of Birth & Age	9th May, 1963/59 years	6th September , 1964/58 years
Date of first Appointment to the Board	May 18, 2018	May 29, 2020
Qualification	M. Phil, LLB, PG Diploma in HR, IRTS	M.A, LL.B., IRAS
Expertise in specific functional area	Smt. Rajni Hasija has worked in various managerial capacities in various divisions, zones as well as Public Sector Undertakings and has extensive experience in the field of IT, marketing, operations and planning over Indian Railways. She has also been associated with IRCTC in the capacity of Group General Manager handling IT business segment and also overall in-charge of an entire zone. Smt. Hasija had a pioneering role in the inception and development of the internet ticketing site of railways 'www.irctc.co.in'. With her sound technical knowledge, organizing and planning and ability to communicate with her peers and team, she has successfully completed very challenging and time-bound projects for IRCTC, which ranged from planning and execution of the dynamic online cum counter ticketing platform for Commonwealth Games 2010 to International Marketing of Maharajas' Express Luxury Tourist Train.	Shri Ajit Kumar has served as Director/Finance Accounts in New Delhi Municipal Corporation (NDMC). He was also Member Finance/Rail Land Development Authority (RLDA) and Board member of Indian Railways Station Development Corporation (IRSDC). With Legal background, he was instrumental in documentation of Tender & Contracts. In Northern Railway, he was looking after Catering Contracts and earning tenders of Commercial Department. Before taking over charge of Director/Finance, IRCTC, he was posted as Financial Adviser & Chief Accounting Officer (FA&CAO) in Indian Railway Organization for Alternative Fuels under Ministry of Railways (IROAF).
Directorship held in other Companies	NIL	NIL
Membership/Chairmanship of Committees in other Companies	Member in two (02) Committees (i.e. Audit Committee & Stakeholders Relationship Committee)	NIL
No. of shares held in IRCTC	NIL	NIL
Relationship with other Directors / KMP of the Company	None	None
Terms & Conditions of appointment and reappointment	As decided by Government of India.	As decided by Government of India.
Details of Remuneration sought to be paid and the remuneration last drawn	₹ 1,60,000 - 2,90,000 (IDA Scale revised) and other permissible allowances.	₹ 1,60,000 - 2,90,000 (IDA Scale revised) and other permissible allowances.
No. of Board Meetings held and attended during the year (during tenure)	8 out of 8	8 out of 8