

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



(भारत सरकार का उपक्रम)

(A Government of India Undertaking)

CIN : L74899DL1965GOI004363

Website : www.itdc.co.in

तारीख
Date 22.04.2022

निर्देश
Reference

SEC: COORD:134

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

Dear Sir/ Madam,

In furtherance to our letter dated April 17, 2022 w.r.t voting results and scrutinizer's report of postal ballot, we hereby submit the minutes of the announcement of results of the postal ballot/ e-voting conducted by the Company.

We request you to take the same on records.

Thanking You.

For India Tourism Development Corporation Ltd


V.K. Jain
Company Secretary

Encls.: As Above

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT / E-VOTING BY INDIA TOURISM DEVELOPMENT CORPORATION LIMITED ON SUNDAY, APRIL 17, 2022 AT SCOPE COMPLEX, CORE-8, 6TH FLOOR, 7 LODHI ROAD, NEW DELHI-110003

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued the postal ballot notice dated March 16, 2022 to obtain Shareholders' consent through postal ballot / e voting on the following Special Resolutions:

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

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

Background

Pursuant to section 161(1) of the Companies Act, 2013 and clause 61(c) of the Articles of Association of the Company, Board of Directors through Agenda by Circulation No. 33 circulated on 14.01.2022 approved the appointment of Dr. Anju Bajpai and Dr. Manan Kaushal as Non Official (Independent) Director on the Board of ITDC in the category of Additional Director to hold office from the date of activation of DIN upto the date of the next Annual General Meeting of the company. It was resolved that the approval of the shareholders as required under Section 149(8) read with schedule IV of the Companies Act, 2013 and Regulation 17(1C) of the SEBI (LODR) Regulations for appointment for a period of three years from the date of action of DIN will be obtained in due course of time as required. Later DIN of both the directors were activated on 24.01.2022.

The Board of Directors of the Company, at its meeting held on February 14, 2022 approved the proposal to obtain the approval of shareholders through postal ballot for the appointment of Independent Directors as required under the provisions of the Companies Act, 2013 and SEBI LODR Regulations. Board authorized the Company Secretary to do all acts, deeds and things including the amendment in the Draft Notice, if required, to obtain the approval of the shareholders for the appointment of Independent Directors as required under the Companies Act, 2013 and SEBI LODR Regulations.

Board was apprised that due to the outbreak of Covid-19 pandemic, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") the Ministry of Corporate Affairs has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only. The e-


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voting will remain open for 30 days as per Rule 22 of the Companies (Management and Administration) Rules.

Board approved the engagement of M/s Kfintech Technologies Ltd., the Registered and Transfer Agent of ITDC for providing E-voting platform to the shareholders.

The notice of Postal Ballot containing draft resolutions, explanatory statement, e-voting user IDs and passwords were sent to the members and others concerned through email on March 16, 2022.

Intimation about completion of dispatch of Notice of postal ballot through email was intimated to the members by way of publication of advertisement in newspapers viz 'Hindustan Times' (English) , 'Financial Express'(English) and Hindustan (Hindi) on Thursday, March 17, 2022.

The Board of Directors of the Company in their meeting held on 14.02.2022 appointed M/s P.C. Jain & Company, Practicing Company Secretary as Scrutinizer, who carried out the scrutiny of postal ballot received electronically from 17.03.2022 up to April 15, 2022 (being the last date fixed for receipt of duly filled postal ballot forms), the Scrutinizer submitted his final report on Saturday, April 16, 2022 after the close of business hours.

The report of the Scrutinizer was submitted to Dr. Sambit Patra, Chairman-ITDC on 16.04.2022. The report was duly countersigned by the Chairman- ITDC. The results of the Postal Ballot / e-voting was declared on Sunday, April 17, 2022. The Resolution were approved by the requisite majority and deemed to have been passed on Friday, April 15, 2022.

The results of the postal ballot / e-voting have been intimated to Stock Exchanges on April 17, 2022 and have also been placed on website of the Company at www.itdc.co.in and website of the Evoting Service Provider.

Extracts of the E-voting results :

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

Particulars	Number of Valid Votes			Percentage (%)
	E-Votes	Voting at the GM	Total	
Assent	74645261	-	74645261	99.9988
Dissent	893	-	893	00.0012
Total	74646154	-	74646154	100.000


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Text of Special Resolution approved by the members through Postal Ballot is as under:

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

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

Since out of total valid votes polled, 99.99% of the votes were in favor of the resolution, the above Special Resolution was passed with requisite majority.

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

Particulars	Number of Valid Votes			Percentage (%)
	E-Votes	Voting at the GM	Total	
Assent	74645259	-	74645259	99.9988
Dissent	895	-	895	00.0012
Total	74646154	-	74646154	100.0000

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Text of Special Resolution approved by the members through Postal Ballot is as under:

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

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

Since out of total valid votes polled, 99.99% of the votes were in favor of the resolution, the above Special Resolution was passed with requisite majority.

Date: 22.04.2022

Place: New Delhi

Dr. Sambit Patra
Chairman

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