



## INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

CIN: L74899DL1999GOI101707

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

Website: [www.irctc.com](http://www.irctc.com) Email ID: [investors@irctc.com](mailto:investors@irctc.com)

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

### NOTICE

NOTICE is hereby given that the **Twenty-first (21<sup>st</sup>) Annual General Meeting** of the Members of Indian Railway Catering and Tourism Corporation Limited will be held on **Tuesday, 27<sup>th</sup> October, 2020 at 11:30 AM (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, along with the Board's Report, the Report of Auditors' and Comments of the Comptroller & Auditor General of India thereon;
2. To confirm the payment of interim dividend of ₹ 10/- per share [amounting to ₹ 160 crore on 16,00,00,000 equity shares] and to declare a final dividend of ₹ 2.50/- per share [amounting to ₹ 40 crore (Rupees Forty crore) on 16,00,00,000 equity shares] for the financial year 2019-20;
3. To appoint a Director in place of Smt. Rajni Hasija, Director [Tourism & Marketing] (DIN 08083674), who retires by rotation and being eligible, offers herself for re-appointment;
4. To take note of the appointment of M/s P.R. Mehra & Co, Statutory Auditors for the Financial Year 2020-21, appointed by Comptroller & Auditor General of India (C&AG) vide its letter No.CA. V/COY/CENTRAL GOVERNMENT. RLYCAT (1)/110 dated 10.08.2020 and authorize the Board of Directors of the Company to fix their remuneration by passing the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to section 139(5) read with the provisions of Section 142 of the Companies Act, 2013 and

the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s P. R. Mehra & Co., Chartered Accountants, be and is hereby noted .”

**“RESOLVED FURTHER THAT** Board of Directors of the Company, on the recommendations of Audit Committee, be and is hereby authorized to decide and fix the remuneration, including re-imbusement of out of pocket expenses in connection with the audit work, to the Statutory Auditors appointed by Comptroller and Auditor General of India for the financial year 2020-21.”

#### SPECIAL BUSINESS:

5. **To appoint Shri Vinay Srivastava (DIN: 08638850) as Part-time Government Director on the Board of the Company,** and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made there under, Shri Vinay Srivastava (DIN: 08638850), ED (PSU), Railway Board, who was appointed as Part-time Government Director, by the President of India vide Ministry of Railways letter No. 2004/PL/49/1 dated 18.03.2020 and subsequently appointed as an Additional Director by the Board of Directors with effect from 20<sup>th</sup> March, 2020 to hold office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Part-time Government Director on the Board of the Company liable to retire by rotation.”



**6. To appoint Shri Ajit Kumar (DIN: 07247362), as Director (Finance) on the Board of the Company, and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Shri Ajit Kumar (DIN: 07247362) who was appointed as Director (Finance), by the President of India vide Ministry of Railways letter no. 2017/E(O)II/40/29 dated 29.5.2020 and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director [Director/Finance] by the Board of Directors with effect from 29<sup>th</sup> May, 2020 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing

under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Finance) on the Board of the Company liable to retire by rotation.”

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

**(Suman Kalra)**

Company Secretary & Compliance Officer

Date: 29.09.2020

Place: New Delhi

**Registered Office:**

11<sup>th</sup> Floor, B-148, Statesman House

Barakhamba Road New Delhi, 110001, India

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 served 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. 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 **Tuesday, 20<sup>th</sup> October, 2020**. 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.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.irctc.com](http://www.irctc.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM being convened through VC/OAVM is in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and

MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

9. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Companies Act), relating to the special businesses to be transacted at the meeting is annexed hereto.
10. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and **Share Transfer Books will remain closed from Wednesday, 21<sup>st</sup> October, 2020 to Tuesday, 27<sup>th</sup> October, 2020 (both days inclusive)** for the purpose of determining entitlement of members to final dividend for the financial year ended on 31<sup>st</sup> March, 2020.
11. Pursuant to Section 139 (5) of the Companies Act, 2013 the Statutory Auditors of the Government company are appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the company in the Annual General Meeting or in such manner as the company in Annual General Meeting may determine. C&AG had appointed M/s Serva Associates as Statutory Auditors of the Company for the financial year 2019-20. The Members of the Company, in 20<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> August, 2019 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2019-20. Accordingly, the Board of Directors had fixed an audit fee of ₹ 12.01 lakhs plus applicable GST for the Statutory Auditors for the Financial Year 2019-20 in addition to reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units.
12. For the year 2020-21, C&AG has appointed M/s P. R. Mehra & Co., Chartered Accountants, as Statutory Auditors of the Company. The Members may authorize the Board to fix remuneration of Statutory Auditors on the recommendations of Audit Committee for the Financial Year 2020-21.
13. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
14. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting, is entitled to appoint a proxy / proxies to attend and vote instead of himself/ herself, such proxy/ proxies need not be member(s) of the company. **Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
15. 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 at [csbalikasharma.h@gmail.com](mailto:csbalikasharma.h@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, 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. Members can contact the Company's Registrar and Transfer Agent, Alankit Assignments Limited for assistance in this regard by sending a mail to [jksingla@alankit.com](mailto:jksingla@alankit.com) / [rta@alankit.com](mailto:rta@alankit.com).
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent, Alankit Assignments Limited in case the shares are held by them in physical form by sending a mail to [jksingla@alankit.com](mailto:jksingla@alankit.com) / [rta@alankit.com](mailto:rta@alankit.com).
18. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares by writing to the Registrar & Share Transfer Agent or to the Company along with relevant Share Certificates by sending a mail to [jksingla@alankit.com](mailto:jksingla@alankit.com) / [rta@alankit.com](mailto:rta@alankit.com) with a copy marked to [investors@irctc.com](mailto:investors@irctc.com).
19. 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.
20. Pursuant to the 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. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Alankit Assignment Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).



21. 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 email to [jksingla@alankit.com](mailto:jksingla@alankit.com) / [rta@alankit.com](mailto:rta@alankit.com) by 11.59 p.m. IST of **Tuesday, 20<sup>th</sup> October, 2020**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
22. 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 sending an email to [jksingla@alankit.com](mailto:jksingla@alankit.com) / [rta@alankit.com](mailto:rta@alankit.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on **Tuesday, 20<sup>th</sup> October, 2020**.
23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
24. 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.
25. The Company has fixed **Tuesday, 20<sup>th</sup> October, 2020** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31<sup>st</sup> March, 2020, if approved at the AGM. The Board of directors, at its meeting held on 12<sup>th</sup> February 2020, had declared an Interim Dividend of ₹ 10/- per share (i.e. @ 100% on the paid-up equity share capital of the Company) which was paid in March 2020. The Board had further recommended a Final Dividend of ₹ 2.50/- per share (i.e. @ 40% on the paid-up equity share capital of the Company) in its meeting held on 10<sup>th</sup> July, 2020. 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 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 **Tuesday, 20<sup>th</sup> October, 2020** 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 **Tuesday, 20<sup>th</sup> October, 2020**.
26. Annual listing fee for the year 2020-21 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2020-21 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
27. The Notice of the AGM along with the Annual Report for FY 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories/RTA.
28. Relevant documents referred to in the Notice will be available for inspection by the Members without payment of any fee from the date of circulation of this notice up to the date of the AGM i.e. **Tuesday, 27<sup>th</sup> October, 2020**. Members seeking to inspect such documents are requested to send an email to [investors@irctc.com](mailto:investors@irctc.com). Inspection shall be provided when it is mutually suitable.
29. Members desiring any information as regards the businesses proposed to be transacted at this meeting are requested to write to the Company at [investors@irctc.com](mailto:investors@irctc.com) at least 7 days before the date of the meeting to enable the management to keep the information ready.
30. Instructions for e-voting and joining the AGM are as follows:  
**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**  
**The remote e-voting period begins on Saturday, 24<sup>th</sup> October 2020, at 9:00 A.M. and ends on Monday, 26<sup>th</sup> October, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**  
**The Board of Directors of the Company has appointed Ms. Balika Sharma, (FCS 4816 & CP 3222) of M/s Balika Sharma & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.**  
The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.  
Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.irctc.com](http://www.irctc.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

### 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details 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. irctcagm21.pdf file. Open the irctcagm21.pdf file. The password to open the irctcagm21.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 irctcagm21.pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below :

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

- (i) 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 [jksingla@alankit.com](mailto:jksingla@alankit.com) / [rta@alankit.com](mailto:rta@alankit.com).
  - (ii) 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 [jksingla@alankit.com](mailto:jksingla@alankit.com) / [rta@alankit.com](mailto:rta@alankit.com).
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](https://www.evoting.nsdl.com/).



- b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 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 to [csbalikasharma.h@gmail.com](mailto:csbalikasharma.h@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91 22 24994545.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, email id and mobile number at least 3 days in advance, with the company on email id: [agmspeakers@irctc.com](mailto:agmspeakers@irctc.com) on or before, 5:00 P.M. (IST) of **Friday, 23<sup>rd</sup> October, 2020**.
6. Shareholders who would like to express their views/ have questions may also send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [agmspeakers@irctc.com](mailto:agmspeakers@irctc.com). The same will be replied by the company suitably.
7. 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.



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

### ITEM NO. 5. TO APPOINT SHRI VINAY SRIVASTAVA (DIN: 08638850), AS PART-TIME GOVERNMENT DIRECTOR ON THE BOARD OF THE COMPANY:

Shri Vinay Srivastava (DIN: 08638850) was appointed as Part-time Government Director on the Board of IRCTC in terms of Ministry of Railways letter no. 2004/PL/49/1 dated 18.03.2020. Accordingly, in terms of Article 58(f) of the Articles of Association of the Company, the Board of Directors has appointed Shri Vinay Srivastava (DIN: 08638850) as an Additional Director with effect from 20<sup>th</sup> March, 2020 to hold office up to the date of this Annual General Meeting. The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Vinay Srivastava (DIN: 08638850) as Director on the Board of IRCTC.

The above appointment of Shri Vinay Srivastava (DIN: 08638850) as Part-time Government Director on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act requires approval of the Members in the General Meeting.

Shri Vinay Srivastava (DIN: 08638850) doesn't hold any shares in IRCTC and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Vinay Srivastava (DIN: 08638850), being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution.

Brief resume of Shri Vinay Srivastava (DIN: 08638850) is annexed.

### ITEM NO. 6. TO APPOINT SHRI AJIT KUMAR (DIN: 07247362), AS DIRECTOR (FINANCE) ON THE BOARD OF THE COMPANY:

In terms of Ministry of Railways letter no. 2017/E(O)II/40/29 dated 29.05.2020, additional charge of Director (Finance)/IRCTC was assigned to Shri Ajit Kumar (DIN:07247362), IRAS, Financial Advisor and Chief Accounting Officer, Railway Board, in addition to his own, on immediate absorption basis for a period of five years from the date of assumption of charge of post or up to the date of superannuation or until further order, whichever is the earlier. Accordingly, he assumed the charge of Director (Finance)/IRCTC on 29<sup>th</sup> May, 2020. Therefore, in terms of Article 58(f) of the Articles of Association of the Company, the Board of Directors has appointed Shri Ajit Kumar(DIN:07247362) as an Additional Director with effect from 29<sup>th</sup> May, 2020.The Company has received requisite notice in writing under Section 160 of the Act in respect of appointment of Shri Ajit Kumar(DIN:07247362) as Director on the Board of IRCTC.

The above appointment of Shri Ajit Kumar (DIN:07247362) as Director (Finance) on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act requires approval of the Members in the General Meeting.

Shri Ajit Kumar (DIN: 07247362) doesn't hold any shares in IRCTC and he doesn't have any relationship with any other Directors / KMP of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in this resolution, except Shri Ajit Kumar (DIN:07247362), being Director of the Company.

The Board of Directors of your Company recommends the passing of resolution as an Ordinary Resolution. Brief resume of Shri Ajit Kumar (DIN:07247362) is annexed.



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

| <b>Name</b>   | <b>Smt. Rajni Hasija</b>   | <b>Shri Ajit Kumar</b>  | <b>Shri Vinay Srivastava</b>  |
|---|--|---|---|
| DIN   | 08083674   | 07247362  | 08638850  |
| Appointment / Re-appointment  | Re-appointment as Director (Tourism & Marketing)   | Appointment as Director (Finance)   | Appointment as Part-time Government Director  |
| Date of Birth & Age   | 9 <sup>th</sup> May, 1963/57 years   | 6 <sup>th</sup> September,1964/56 years   | 19 <sup>th</sup> May, 1971/ 49 years  |
| Date of first Appointment to the Board                                    | 18 <sup>th</sup> May, 2018   | 29 <sup>th</sup> May, 2020  | 20 <sup>th</sup> March, 2020  |
| Qualification   | M.Phil, LL.B. PG Diploma in HR, IRTS   | M.A, LL.B., IRAS  | Mechanical Engineer, Master degree in public administration, IRSME  |
| Expertise in specific functional area                                     | Extensive experience in the field of IT, marketing, operations and planning over Indian Railways. Has handled IT business segment and also overall in-charge of an entire zone before taking over as Director (Tourism & Marketing). Contributed towards the inception and development of the internet ticketing site of railways 'www.irctc.co.in'. | Experience in different organizations of Railways as well as outside bodies. He has been associated with Diesel Locomotives Workshop (DLW), Railway Electrification, IRPMU. NDMC. Rail Land Development Authority (RLDA) Indian Railways Station Development Corporation (IRSDC). He has been instrumental in documentation of Tenders and Contracts of Commercial Department, Northern Railway | Multifaceted experience of Rolling Stock Design, Manufacture, Testing and Operations. Presently working as Executive Director in Railway Board looking after Passenger Rolling Stock and Public Sector Units of the Railways. Apart from Railways he has worked in public facing role as Regional Passport Officer Lucknow in MEA. He also has policy experience at the highest levels while working as Director in Cabinet Secretariat handling infrastructure ministries including MoUD, HUPA, Railways, Road Transport, Civil Aviation etc as well as Coordination with State Governments. |
| Directorship held in other Companies                                      | NIL  | NIL   | Konkan Railway Corporation Ltd, Rites Ltd, Rail Vikas Nigam Ltd, Railtel Corporation of India Ltd   |
| Membership /Chairmanship of Committees in other Companies                 | NIL  | NIL   | Railtel Corporation of India Ltd (Member in Audit Committee)  |
| No. of shares held in IRCTC   | NIL  | NIL   | NIL   |
| Relationship with other Directors / KMP of the Company                    | None   | None  | None  |
| Terms & Conditions of appointment and reappointment                       | As decided by Government of India.   | 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.   | Being, a Government Nominee Director, he is not paid any remuneration by the Company  |
| No. of Board Meetings held and attended during the year (during tenure)   | 8 out of 8   | No such meeting held.   | No such meeting held.   |





