



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

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, along with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following special businesses set out below are proposed to be passed by the Members of Indian Railway Catering And Tourism Corporation Limited ('Company'), by the process of Postal Ballot through electronic means (E-voting) only. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF SHRI VINAY KUMAR SHARMA (DIN: 03604125) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made

thereunder, read with Schedule IV of the Act and Regulation 16, 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vinay Kumar Sharma (DIN: 03604125), who was appointed as an Additional Director of the Company with effect from November 9, 2021, pursuant to Section 161 of the Act and Article 58(f) of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of upto 3 (three) consecutive years with effect from November 9, 2021 to November 8, 2024."

ITEM NO. 2: TO APPROVE THE APPOINTMENT OF SHRI NAMGYAL WANGCHUK (DIN: 09397676) AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule IV of the Act and Regulation 16, 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Namgyal Wangchuk (DIN: 09397676), who was appointed as an Additional Director of the Company with effect from November 12, 2021, pursuant to Section 161 of the Act and Article 58(f) of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as

provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of upto 3 (three) consecutive years with effect from November 12, 2021 to November 11, 2024.”

ITEM NO. 3: TO APPROVE THE APPOINTMENT OF SHRI VISHWANATH SHANKER (DIN: 07903588), ED (PLANNING), RAILWAY BOARD AS PART-TIME GOVERNMENT DIRECTOR ON THE BOARD OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 150,152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vishwanath Shanker (DIN: 07903588), ED (Planning), Railway Board, who was appointed as Part-time Government Director, by the President of India vide Ministry of Railways’ order no. 2021/PL/49/14 dated December 14, 2021 and subsequently appointed as an Additional Director by the Board of Directors with effect from December 14, 2021, in accordance with Section 161 of the Act and Article 58(f) of the Articles of Association of the Company and respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a director of the Company, be and is hereby appointed as Part-time Government Director of the Company, who is liable to retire by rotation.”

ITEM NO. 4: TO APPROVE THE APPOINTMENT OF SHRI DEBASHIS CHANDRA, GGM, INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED [DIN: 08641893] AS DIRECTOR (CATERING SERVICES) ON THE BOARD OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Debashis Chandra (DIN: 08641893), who was appointed as Director (Catering Services), by the President of India vide Ministry of Railways letter No. 2018/E(O)II/40/10 dated January 18, 2022 and subsequently appointed as an Additional Director by the Board of Directors with effect from January 18, 2022 in accordance with Section 161 of the Act and Article 58(f) of the Articles of Association of the Company, to hold office until the date of the next general meeting or three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Catering Services) of the Company, liable to retire by rotation, on the terms & conditions as determined by the Government of India.”

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

(Suman Kalra)
Company Secretary & Compliance Officer

Date: 07/03/2022

Place: New Delhi

Registered Office:

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

NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.
3. The Board of Directors has appointed Mr. Naresh Kumar Sinha (FCS No.: F1807 & COP No.: 14984) Proprietor of M/s Kumar Naresh Sinha & Associates, Company Secretaries, Delhi, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.
4. The remote e-voting period commences from **9.00 AM (IST) on Saturday, March 12, 2022 and ends at 5.00 PM (IST) on Sunday, April 10, 2022.**
5. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, March 4, 2022, the cut-off date.** The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 4, 2022, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.irctc.com with a link https://irctc.com/notice_of_postal_ballot.html and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com
7. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, **Alankit Assignments Limited, 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by mail to virenders@alankit.com.** In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
8. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, March 4, 2022, being the cut-off date fixed for the purpose.**
10. **In compliance with Sections 108 and 110 of the Act** and the rules made there under, the MCA Circulars and **Regulation 44** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically on the resolutions through the e-voting service facility arranged by **Central Depository Services (India) Limited.** The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. The voting period commences on **Saturday, March 12, 2022 at 9.00 AM (IST) and ends at 5:00 PM (IST) on Sunday, April 10, 2022** (both days inclusive). The e-voting module shall be disabled by CDSL for voting thereafter.
12. The Scrutinizer will submit its report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or Company Secretary & Compliance Officer of the Company duly authorised, on or before **Tuesday, April 12, 2022** and will also be displayed on the website of the Company (www.irctc.com), besides being communicated to the Stock Exchange viz. BSE Limited, NSE Limited, Depositories. The Scrutinizer's decision on the validity of e-voting will be final.
13. Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors being appointed are annexed to this notice.
14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, April 10, 2022** i.e., the last date specified for receipt of votes through the e-voting process.
15. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@irctc.com.
16. E-voting shall not be exercised by a proxy.

17. The instructions for Shareholders for e-voting are as under:

CDSL e-Voting System - --For Remote e-voting-Postal Ballot- New Process as per SEBI circular.

- i) The voting period begins on **Saturday, March 12, 2022** (9.00 am. IST) and end on **Sunday, April 10, 2022** (5.00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, March 4, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in

India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi ii) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly. iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv) 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 where the E Voting is in progress.
	<ul style="list-style-type: none"> i) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	iii) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	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

- iii) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on “Shareholders” module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- iv) After entering these details appropriately, click on “SUBMIT” tab.
 - v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - vii) Click on the EVSN for the relevant **INDIAN RAILWAY CATERING & TOURISM CORPORATION LIMITED** on which you choose to vote.
 - viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@irctc.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
1. For Physical shareholders- please provide necessary details like 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 virenders@alankit.com.
 2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 virenders@alankit.com.
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

ITEM NO. 1 & 2:

Ministry of Railways vide its Order No. 2019/PL/57/22 dated November 09, 2021 has conveyed that the President of India has approved the appointment of Shri Vinay Kumar Sharma, and Shri Namgyal Wangchuk, as Non Official Independent Directors on the Board of Indian Railway Catering and Tourism Corporation Limited (IRCTC) for a period of three years with immediate effect or until further orders, whichever is the earliest.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, as per the provision of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Accordingly approval of the members is required by way of special resolution for the appointment of Shri Vinay Kumar Sharma (DIN: 03604125), and Shri Namgyal Wangchuk (DIN: 09397676), as Independent Directors on the Board, who have been appointed as Additional Directors w.e.f. November 9, 2021 and November 11, 2021 respectively for a period of 3 years from the date of their appointment.

In view of above, the Board of Directors of the Company ("Board"), proposes to seek approval of the Members of the Company for appointment of Shri Vinay Kumar Sharma (DIN: 03604125), and Shri Namgyal Wangchuk (DIN: 09397676), as Independent Directors on the Board.

Shri Vinay Kumar Sharma, and Shri Namgyal Wangchuk have given a declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Except Shri Vinay Kumar Sharma and Shri Namgyal Wangchuk being the proposed appointees, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the resolution as set out in Item Nos.1 and 2 of Notice for Members' approval.

ITEM NO . 3:

Ministry of Railways vide its Order No. 2021/PL/49/14 dated December 14, 2021 has conveyed that, the President of India has approved the appointment of Shri Vishwanath Shanker, Executive Director (Planning), Railway Board as Part-time Government Director on the Board of Directors of Indian Railway

Catering and Tourism Corporation Limited (IRCTC) in lieu of Shri Vinay Srivastava, ex-Executive Director (PSU), with immediate effect, till he holds the post of Executive Director (Planning), Railway Board or further orders, whichever is earlier.

Accordingly, the Board of Directors has appointed Shri Vishwanath Shanker (DIN: 07903588), as Additional Director w.e.f. December 14, 2021 to hold office till the date of the next general meeting.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore the approval of the members is required by way of ordinary resolution for the appointment of Shri Vishwanath Shanker, Executive Director (Planning), Railway Board (DIN: 07903588) as Part Time Government Nominee Director on the Board, who was appointed as an Additional Director w.e.f. December 14, 2021.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Shri Vishwanath Shanker, Executive Director (Planning), Railway Board (DIN: 07903588) as Part Time Government Nominee Director of the Company.

The Board of Directors of the Company ("Board"), proposes to take the approval of the Members of the Company for appointment of Shri Vishwanath Shanker (DIN: 07903588), as Part Time Government Nominee Director of the Company.

Except Shri Vishwanath Shanker, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the resolution as set out in Item No. 3 of Notice for Members' approval.

ITEM NO. 4:

Ministry of Railways vide its Order No. 2018/E(O)II/40/10 dated January 18, 2022 has conveyed that, Competent Authority has approved the appointment of Shri Debashis Chandra, GGM, Indian Railway Catering and Tourism Corporation Limited [DIN: 08641893], to the post of Director (Catering Services) on the Board of Directors of Indian Railway Catering and Tourism Corporation Limited in the pay scale of Rs. 65,000-75,000/- (IDA Scale pre-revised) with effect from the date of assumption of charge of the post and till the date of his superannuation i.e. August 31, 2022 or until further orders whichever is earlier.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of above, the approval of the members is required by way of ordinary resolution for the appointment of Shri Debashis Chandra, GGM, Indian Railway Catering and Tourism Corporation Limited [DIN: 08641893], who was appointed as an Additional Director w.e.f. January 18, 2022.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Shri Debashis Chandra (DIN: 08641893 as Director (Catering Services) of the Company.

The Board of Directors of the Company ("Board") proposes to seek the approval of the Members of the Company for appointment of Shri Debashis Chandra (DIN: 08641893) as Director (Catering Services) of the Company.

Except Shri Debashis Chandra, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the resolution as set out in Item No. 4 of Notice for Members' approval.

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

(Suman Kalra)
Company Secretary & Compliance Officer

Date: 07/03/2022

Place: New Delhi

Registered Office:

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

Details of the Director(s) seeking appointment by Postal Ballot

[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standards on General Meeting ("SS-2")]

Name	Shri Debashis Chandra	Shri Vishwanath Shanker	Shri Vinay Kumar Sharma	Shri Namgyal Wangchuk
DIN	08641893	07903588	03604125	09397676
Appointment / Re-appointment	January 18, 2022	December 14, 2021	November 9, 2021	November 12, 2021
Date of Birth & Age	August 30, 1962 & 59 years	May 29, 1965 & 57years	May 31, 1978 & 44 years	February 4, 1970 & 52 Years
Date of first Appointment to the Board	January 18, 2022	December 14, 2021	November 9, 2021	November 12, 2021
Qualification	Post Graduate Diploma in Marketing Management and Operations Management from IGNOU.	Post Graduate Diploma ISB, Hyderabad, ICLIF, Kuala Lumpur and INSEAD, Singapore.	Master degree in Economics and Social Work from Devi Ahilya Vishwavidyalaya (DAW), Indore	LL.B from University of Delhi in 1997.
Expertise in specific functional area	Hotel Management, Catering Technology and Applied Nutrition	He is an officer of Indian Railway Traffic Service (1990 Batch).	Management, Finance, Sales, Marketing, Corporate Governance and planning	Laws
Directorship held in other Companies	NIL	1	NIL	NIL
Membership / Chairmanship of Committees in other Companies	NIL	1	NIL	NIL
No. of shares held in IRCTC	NIL	NIL	NIL	NIL
Relationship with other Directors / KMP of the Company	Not related to any Director/KMP of the company, as confirmed by him.	Not related to any Director/KMP of the company, as confirmed by him.	Not related to any Director/KMP of the company, as confirmed by him.	Not related to any Director/KMP of the company, as confirmed by him.
No. of Board Meetings held and attended during the year (during tenure)	1	1	2	2