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-L74899DL1999GOI101707". E-mail : info@irctc.com, Website : www.irctc.com

2019/IRCTC/CS/STEX/356 **October 06, 2021**

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

Sub: Amendments in the Memorandum of Association (MoA) of IRCTC

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the copy of amended Memorandum of Association duly approved by the members of Company at their 22nd Annual General Meeting held on Wednesday, September 29, 2021 regarding amendment in Capital Clause V i.e. Authorized Share Capital, subsequent to sub-division/split of Company's one (1) equity share of face value of Rs. 10/- each into five (5) equity shares of face value of Rs. 2/- each.

This is for your information and record please.

Thanking you,

Yours faithfully,
For and on behalf of Indian Railway Catering & Tourism Corporation Limited

6/10/21

(**Suman Kalra**)
Company Secretary and Compliance Officer
Membership No: F9199

Encls: As above.

MEMORANDUM OF ASSOCIATION
OF
INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

(PUBLIC COMPANY LIMITED BY SHARES)

I. Name of the Company is Indian Railway Catering and Tourism Corporation Limited.

II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

III. The objects for which the company is established are :

(A) Main objects to be pursued by the company on its incorporation:

MAIN OBJECTS

1. To upgrade, run and manage the catering and hospitality services at stations, on trains, and on others establishments of Indian Railways, or at any other locations and prescribe standards, award franchises as a regulatory authority and be a catalyst in stimulating technological upgradation in the handling, presentation, transport, packaging, and service of food and help consolidate and professionalize the catering sector both departmental and private.

2. To manage and undertake the marketing of existing railway hotels, Rail Yatri Niwases, retiring rooms, upgradation of circulating areas, development and management of integrated passenger terminals and passenger services as well as on board services including pre-departure and post-arrival services; catering and hospitality services, housekeeping activity both on trains and on stations and to identify and facilitate construction and management of new hotels on railway land on Build Own Operate and Transfer (BOOT) basis. joint venture/or strategic alliances and to strengthen the linkage between such facilities and Indian Railways' passenger business in co-ordination with railway administration.

3. To promote domestic and international tourism in general and rail based tourism in particular with emphasis on development of tourism infrastructure on a nation-wide scale by stimulating investment and growth in rail related travel in the sub-continent and act as a catalyst for regional and sub-regional economic development in these area; strengthen Indian Railways linkages with other modes of transport and with travel intermediaries and travel industry though upgradation of information and reservation systems including global distribution services thereby offering integrated package tours; development, management and marketing of hill railways, other branch lines with tourism potential, preservation and conservation of rail heritage sites and museums; management of print and electronic media and commercial publicity for generation of revenues through use of rail infrastructure at stations and on-board trains and to generally act as an entrepreneur and as a special purpose vehicle on behalf of the government and railway administration to identify new areas of economic investment and enhance the value of lands, assets, properties, rolling stock and equipment by suitable ventures and schemes and thereby generate surpluses by optimum use of non-performing assets and to provide high quality research and consultancy services to tourism industry for focussing and facilitating upgrading investment decisions in tourism, tourism related activities in India and abroad.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:-

1. To provide entertainment by way of cultural shows, dances, music concerts, ballets, film shows, sports and games and others.
2. To provide shopping facilities to tourists, establish and manage shops including duty free shops, bazars and other places for selling travel requisites and other articles of tourist interests.
3. To develop, promote and manage tourist homes tourist bungalows, holiday camps, travelers bungalows, Guest Houses, Motels, Dak Bungalows, Circuit Houses camping and caravanning sites, pavillions and dormitories, together with the catering establishments attached thereto, Tourist information Bureau, Youth Hostels, convention centers and thereafter to run the same with a view to promoting and developing tourism both internal as well as international.
4. To erect, construct, maintain and manage, roads, highways, motorways, bridges, railway tracks, buildings, ferry-ghats, harbours, light-houses, terminal stations, run-ways, aerodromes, and to take on lease or otherwise acquire any right or hereditaments attached thereto for the conduct of the business of the company.

5. To carry on the business of hotel, restaurant, cafe, canteen tavern, Motel, refreshment room and boarding and lodging, housekeepers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements.
6. To establish, develop, promote, execute, operate and otherwise carry on projects, schemes, business and activities which in the opinion of the Company are likely to facilitate or accelerate the development of Tourism in both domestic as well as International.
7. To acquire by purchase, lease or otherwise howsoever, maintain and develop all places of tourist interest like Parks and Recreational spots.
8. To establish and manage transport units, travel and transport counters, Import, purchase, lease, sell and run or otherwise operate cars, cabs, buses, coaches, trucks, launches, ships, ropeways, aircrafts, helicopters and other modes of transport.
9. To promote tourism by all ways and means and to adopt such methods and devices desirable and necessary to attract tourists both Indian and Foreign in large number.
10. To carry on the business of travel and tourist agents, dealers in foreign exchange and contractors and to facilitate travelling and to provide for tourists and travellers, and promote the provision of conveniences.
11. To organise, maintain and operate for hire transportation service in all parts of the world for the purpose of transporting of passengers, luggage, merchandise, mails and freight of every description and kind whatsoever by means of automobiles, motor buses, motor trucks, airplanes and other vehicles of all kinds howsoever propelled.
12. To arrange, secure and make available to its subsidiary and other concerned organisations such facilities, resources inputs and services as may be required.
13. To enter into any arrangement with the Government of India or with any other Government or State or any local or State Government or with authorities, supreme, national, local, municipal or otherwise or with any person for the purpose or directly or indirectly carrying out the objects of furthering the interests of the Company or its members and to obtain from any such Government, State authority or person, any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, licenses or concessions whatsoever, (whether statutory or otherwise) which the company may think it desirable to obtain and carry out, exercise and comply with the same in accordance with the law of the land.
14. To borrow money or to receive money or deposits for the purpose of financing the business of the company either with security or mortgage or other security charged on the undertaking of all or any of the assets of the company including uncalled capital and to increase, reduce or pay off any such securities.
15. To acquire by purchase, lease, exchange, hire or otherwise, or to construct and maintain factories, works buildings, and conveniences of all kinds, lands, buildings, apartments, plants, machinery and hereditaments of any tenure or description, situated in India or in any other pan of the world and any estate or interest therein and any rights over or connected with land so situated and turn the same to account in any manner as may seem expedient, necessary or convenient to the Company for the purpose of its business.
16. To acquire, possess and undertake the whole or any part of the business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation or company carrying on any business which the company is authorised to carry on.
17. To obtain, apply for and arrange for the issue or enactment of order or Act of Legislature or Act of Authority in India or any other part of the world for enabling the Company to obtain powers, authorities, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the company or for any other purpose which may seem expedient and to oppose any proceedings or application or any other endeavours, steps or measures which may seem calculated directly or indirectly to prejudice the Company's interests.
18. To apply for purchase, or otherwise acquire any trademarks, patents, inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
19. a) To undertake research & development and for that purpose to establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops and to undertake and carry on directly or in collaboration with other agencies scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture and to promote, encourage, reward in every manner studies and research, scientific and technical investigations and inventions of any kind that may be considered likely to assist, encourage and promote rapid advances in technology, economies or any business which the Company is authorised to carry on.

b) To impart training and/or education and for that purpose to establish, maintain and operate Training/ Educational

Institutions and Hostels for Engineers related to Catering and Tourism, all other technical staff, Artisans and Mechanics of all types, Accountants, Managers, Executives and other persons in India or in any part of the world; to make such other agreements as may be expedient for imparting training and/or education including conferring of degrees/diplomas either by itself or in association/affiliation/collaboration with other recognised/accredited Education/Training Institutions from India/or any part of the world to all successful candidates.
20. To sell, improve, manage. develop, exchange, loan, lease or let, under-lease, sub-let, mortgage, dispose of, deal with in any manner, turn to account or otherwise deal with any rights or property of the Company.
21. To accumulate funds and to invest or otherwise employ moneys belonging to or with the Company and not immediately required in the purchase or acquisition of any shares, securities or other investments whatsoever, whether movable or immovable upon such terms as may be thought proper and from time to time to vary all or any such investments in such manner as the company may think fit.
22. To enter into partnership or into any arrangement for joint working, sharing or pooling profits, amalgamation, union of interest, co-operation, joint-venture, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this company.
23. To promote, float, and form any subsidiary companies, or other companies, firms, associations in India or abroad.
24. To provide for the amelioration and welfare of persons employed or formerly employed by the Company and the families, dependants or connections of such persons by building or contributing to the building houses, dwellings or by grants of money, pensions; allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident Fund and other Associations, Institutions, Funds or Trusts or by helping persons employed by the Company to effect or maintain insurance on their lives by contributing to the payment of premium or otherwise and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
25. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other association, Corporation or Company, to promote or aid in the promotion of any other company or partnership for the purpose of acquiring all or any of the properties, rights or liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
26. a) To enter into agreements and contracts with foreign individuals, companies or other organisations for purchase of equipments and for technical, financial or any other assistance, for carrying out all or any of the objects of the company. b) To enter into contracts of indemnity and guarantee.
27. To establish and maintain agencies, branch places and local registers, to procure registration or recognition of the Company and carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships as may be thought desirable.
28. To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities one evidences of indebtness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body or by any company or body of the persons and any option or right in respect thereof.
29. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company, or redeemable preference shares or for any other purposes whatsoever conducive to the interests of the Company.
30. To open an account or accounts with any individual, firm or company or with any Bank or bankers or shroffs and to pay into and withdraw money from such account or accounts.
31. To acquire shares, stocks or securities in or of any company carrying on any business which this company is entitled to carry on or of any other company or undertaking the acquisition of which may seem likely or calculated directly or indirectly to promote or advance the interests of or be advantageous or beneficial to the Company and to sell or dispose of or transfer any such shares, stock or securities.
32. To promote, organise or carry on the business of consultancy services either independently or through suitable tie-ups both in India and abroad in any field of activity in which the company is engaged in or connected therewith as also in such other field of activities where the company has developed expertise by virtue of its dealing in such areas and rendering consultancy and advisory services to clients and any such other services.
33. To promote or concur in the promotion of any company, the promotion of which shall be considered desirable in furtherance of the objects or any objects of the company.

34. To donate, make contribution, give grant-in-aid, provide assistance financial or otherwise in aid of any National, Public, Benevolent or charitable cause, purpose or object, and to give donations, contribute monies, make grants, provide aid pecuniary or otherwise to any person(s), association of persons, society, fund trust, local or municipal bodies, organisation or institution for rural uplift or development including for purposes like providing or improving drainage and water supply system, environmental protection, afforestation etc., educational or research institutions, health and medicare centres, which in the opinion of the company and its absolute discretion deserve to be assisted, helped or supported by reason of location of company's business establishments and/or nature of its business activities or otherwise and which may promote the goodwill of the company and directly or indirectly further the interests of the company and of its members.

35. To act as forwarding, clearing and booking agents for railways, shipping, transport and air companies and ensure, underwrite and deal in goods, merchandise or other properties for the purposes of carriage by the Company's vehicles or otherwise.

36. To carry on the business of motor dealers, hirers, repairers, manufacturers, cleaners, and stores (whether in boned condition or otherwise), exporters, importers, retail or wholesale dealers of motor-cars, motor vehicles, motor-cycles, motors, motor-boats, motor-launches, motor-ships, motor-lorries, motor-vans, aeroplanes, airships, sea planes, helicopters, rollers, omnibuses, motor-cabs, carriages or other vehicles or conveyance of all description, whether fitted with or propelled or assisted by means of oil, gas, petrol, steam, electrical, magnetic, mechanical, atomic, animal or other powers.

37. To build, construct, establish, own, purchase, sell, take on lease or exchange or otherwise acquire, hold, maintain and manage industrial, commercial or residential or other buildings, apartment houses, hotels, motels, restaurants, factory premises, godowns, golas, warehouses, flats, hostels, boarding houses, clubs, pleasure grounds, and amusement parks, theatres, cinemas or such other show houses, meeting or lecture halls, libraries, health resorts and sanatoriums, gardens, swimming pools and baths, huts bazar and markets, fairs and exhibition and to let, sublet, give on lease or otherwise to permit use and occupation of the same for rent or hire charges and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential, commercial and industrial quarters.

37A[2]. To carry on the business of developing and providing services in the field of electronic commerce and to do the business of payment processing through payment gateway platform and all other similar platforms for digital payments and receipts so as to act as comprehensive online payment solution provider encompassing all payment avenues such as debit card, credit card, internet banking , wallet, UPI etc. to B2B and B2C customers including providing the digital payment solution to Government, semi Government, autonomous bodies and private sector agencies to facilitate digital payments/receipts. For providing digital payment solutions to the common citizen by way of offering different innovative solutions such as prepaid card cum wallet/credit cards and other innovative products and solutions by offering all kind of services which includes financial and digital inclusion of common citizen

38. To act as an entrepreneur on behalf of the Government, to identify new areas of economic investment and to undertake or help in the undertaking of such investments.

39. To lend money on property or on mortgage of immovable property or against Bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same.

40. To arrange, receive, and collect all relevant information in regard to any business carried on by the Company.

41. To carry on the business of carriers by land, rail, sea, air and cargo handling, courier services and other business including manufacturing of plant, machinery and goods.

42. To carry on the business of trading in and dealing in any manner whatsoever in all commodities, goods and things, manufactured, produced or dealt with in any manner by any of the subsidiaries of the company.

43. Generally to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

IV. The liability of the members is limited.

V. The Authorised[3] Share Capital of the Company is ₹ 250,00,00,000/-[1] (Rupees Two Hundred and Fifty Crores Only) divided into 125,00,00,000 (One Hundred and Twenty Five Crore)[4] Equity Shares having face value of ₹ 2/- (Rupees Two)[5] each ."

---

[1] ***Substituted for the figures and words ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000/-(Five Crores) Equity Shares of ₹10/-each vide Ordinary Resolution passed at 19th Annual General Meeting held on 27.09.2018.***

[2] ***Clause 37A inserted vide Special Resolution passed at 20th Annual General Meeting held on 28.08.2019.***

[3,4&5] ***Substituted by way of insertion of the word "Authorised" and for the figures and words "divided in to 25,00,00,000/-(Twenty Five Crores) Equity Shares of ₹10/-each" vide Ordinary Resolution passed by the shareholders at 22nd Annual General Meeting held on 29.09.2021, due to splitting of shares of the company.***

We, the several persons, whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name of subscriber Address, description And occupation, if any	No. of Equity Shares taken by each Subscriber	Signature of subscriber	Signature of witnesses and their addresses, description and occupation, if any
V.K. Agarwal S/o Late Sh. K.H.L. Agarwal, resident of N-1, Railway Colony, S.P. Marg, New Delhi Age 59 years, on behalf of President of India	One	V.K. Agarwal	Witness the Signature of all Subscribers (RAVI KHANDELWAL) S/o Late Sh. P.N. Khandelwal Company Secretary Corporation of India Ltd. 4th Floor, Tanishka Plaza, 1, Ashoka Rd. N. Delhi.
Shanti Narain S/o Late Sh. Basanti Kumar, resident of No 6 Rly Rd. Bungalow Hospital Road, Moti Bagh New Delhi Member Traffic Rly Bd Age 58 years	One	Shanti Narain	
R.V. Vasudevan, S/o Late P.V. Venkataraman resident of RB 4, Hospital Road Moti Bagh, New Delhi; Financial Commissioner (Railways), Age 59 years	One		
V.K. Agnihotri S/o Late Shri Narayan Prasad Agnihotri resident of RB No-3, Hospital Road, Moti Bagh, New Delhi Member Engineering, Rly Bd Age - 59 years	One	V.K. Agnihotri	
D.P. Tripathi S/o Late Justice H.C.P. Tripathi resident of 6, Railway Colony, S.P. Marg, New Delhi Secretary, Railway Board Age 54 years	One	D.P. Tripathi	

M. Amarto, S/o Late Shri M. Rajagopalachar resident of D1/42 Jan Martin Marg, New Delhi Addl Member (T&C) Railway Board Age 58 yrs.	one	M. Amarto	
Swamp K. Gupta S/o Late G. P. Gupta, Resident of C II/124 Hati Bagh, New Delhi Additional Member (Traffic) Railway Board, Age 59 years.	One		

इंडियन रेलवे कैटरिंग एण्ड टूरिज्म कॉर्पोरेशन लिमिटेड
Indian Railway Catering and Tourism Corporation Ltd.
L74899DL1[illegible]GOI101707
New Delhi
नई दिल्ली