



No. 2019/IRCTC/CS/ST.EX/356

August 07, 2025

BSE Limited 1 st Floor, New Trade Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai – 400 001 Scrip Code: 542830	National Stock Exchange of India Limited "Exchange Plaza", C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Symbol: IRCTC
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Sub: Notice of the "26th Annual General Meeting" of the Company.

Dear Sir/Madam,

This is in reference to our letter of even no. dated August 06, 2025, regarding intimation of the 26th Annual General Meeting (AGM) of the Company to be held on **Saturday, August 30, 2025 at 12:30 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.**

Pursuant to applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, please find enclosed herewith the Notice of 26th AGM, to transact the business as set out therein.

The Notice of 26th AGM is also available at the website of the Company i.e. www.irctc.com, and, may be accessed by clicking on weblink: <https://www.irctc.com/notice-of-agm.html>

The Notice of 26th AGM along with Annual Report for FY 2024-25 is being dispatched through electronic means to the shareholders of the Company, whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent (RTA)/ Depository Participant(s)/Depositories.

Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Annual Report, being sent to those members who have not registered their e-mail address, is also available on the Company's website at weblink: https://www.irctc.com/26th_AGM.html

Please take note of above information on record.

Thanking You,

Yours faithfully,

For Indian Railway Catering and Tourism Corporation Limited (IRCTC)

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

Encl: as above



INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

CIN: L74899DL1999GOI101707

Registered Office: 4th Floor, Tower-D, World Trade Centre, Nauroji Nagar, New Delhi-110029, India

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

Telephone: 011-26181550/51

NOTICE

NOTICE is hereby given that the **Twenty-Sixth (26th) Annual General Meeting (AGM) of the Members of Indian Railway Catering and Tourism Corporation Limited ("IRCTC" or "the Company")** will be held on **Saturday, 30th August, 2025 at 12:30 P.M.** Indian Standard Time (IST) through **Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")** to transact the following business(s):

ORDINARY BUSINESS:

- To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Board's Report, the Auditor's Report, and the comments of the Comptroller and Auditor General of India (C&AG) thereon;
- To confirm the payment of 1st interim dividend of ₹ 4.00 per equity share, 2nd interim dividend of ₹ 3.00 per equity share; and to declare a final dividend of ₹ 1.00 per equity share;
- To appoint a Director in place of **Mr. Rahul Himalian (DIN:10393348), Director (Tourism & Marketing)**, who retires by rotation and being eligible, offers himself for re-appointment;
- To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by Comptroller & Auditor General of India (C&AG) for the financial year 2025-26, on the basis of recommendations of Audit Committee;

SPECIAL BUSINESS:

- To appoint **Mr. Shivendra Shukla (DIN: 10765384), as Government Nominee Director** of the Company; and, if thought fit, to pass the following resolution(s) as **Ordinary Resolution(s)**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58 (f) of the Articles of

Association of the Company, Mr. Shivendra Shukla, (DIN: 10765384), who was appointed as Government Nominee Director by the President of India vide Ministry of Railways' Order No. 2022/PL/57/10 dated August 30, 2024, and subsequently, appointed as an Additional Director and designated as Government Nominee Director by the Board of Directors with effect from September 03, 2024, in terms of section 161 of the Companies Act, 2013, to hold office upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company, be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation."

- To appoint **Mr. Sudhir Kumar (DIN: 10834749), as Director (Finance)** of the Company; and if thought fit; to pass the following resolution(s) as **Ordinary Resolution(s)**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58 (f) of the Articles of Association of the Company, Mr. Sudhir Kumar (DIN: 10834749), who was assigned with additional charge of the post of Director (Finance), by the President of India vide Ministry of Railways' letter No.2017/E(O)II/40/29 dated July 22, 2025, and subsequently, appointed as an Additional Director and designated as Director (Finance) by the Board of Directors with effect from July 22, 2025, in terms of Section 161 of the Companies Act, 2013, to hold office upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation."

- To appoint **Mr. Manoj Kumar Sharma (DIN: 11214123), as Director (Catering Services)** of the Company; and if thought fit; to pass the following resolution(s) as **Ordinary Resolution(s)**, with or without modification(s):



“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58 (f) of the Articles of Association of the Company, Mr. Manoj Kumar Sharma (DIN: 11214123), as Director (Catering Services), who was assigned with the additional charge of the post of Director (Catering Services), by the President of India vide Ministry of Railways’ letter No.2022/E(O)II/40/2 dated July 22, 2025, and subsequently, appointed as an Additional Director by the Board of Directors and designated as Director (Catering Services) with effect from August 01, 2025, in terms of Section 161 of the Companies Act, 2013, to hold office upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member proposing his candidature 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.”

8. To re-appoint **Mr. Namgyal Wangchuk (DIN: 09397676) as Independent Director** of the Company; and, if thought fit, to pass the following resolution(s) as **Special Resolution (s)**, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58 (f) of the Articles of Association of the Company, Mr. Namgyal Wangchuk, (DIN: 09397676), who was re-appointed as Independent Director by the President of India vide Ministry of Railways’ Order No. 2024/PL/57/38 dated 15th April 2025, and subsequently, appointed as an Additional Director by the Board of Directors and designated as Independent Director with effect from April 15, 2025, in terms of section 161 of the Companies Act, 2013, to hold office upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation.”

9. To appoint **Mr. Sanjay Gaur (DIN: 09399463) as Independent Director** of the Company; and, if thought fit, to pass the following resolution(s) as **Special Resolution (s)**, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58 (f) of the Articles of Association of the Company, Mr. Sanjay Gaur (DIN: 09399463), who was appointed as Independent Director by the President of India vide Ministry of Railways’ Order No. 2024/PL/57/38 dated 15th April 2025, and subsequently, appointed as an Additional Director and designated as Independent Director by the Board of Directors with effect from April 15, 2025, in terms of section 161 of the Companies Act, 2013, to hold office upto the date of this Annual General Meeting, and the Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation.”

10. To appoint **M/s Balika Sharma & Associates, Practicing Company Secretaries as Secretarial Auditor** of the Company; and, if thought fit, to pass the following resolution(s) as **Ordinary Resolution (s)**, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 179, 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on recommendations of the Board of Directors, the approval of the shareholders of the Company be and is hereby accorded for the appointment of M/s Balika Sharma & Associates, Practicing Company Secretaries (Peer Reviewed FRN: S2007DE097200), as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from FY 2025–26 to FY 2029–30 (both years inclusive), to carry out the Secretarial Audit and provide such other certifications as may be required under applicable laws, at a professional fee as determined by the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution.”

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

(Suman Kalra)

Company Secretary & Compliance Officer
Membership No. FCS:9199

Date: August 04, 2025
Place: New Delhi
Registered Office:
4th Floor, Tower-D, World Trade Centre,
Nauroji Nagar, New Delhi-110029, India

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts concerning the special businesses under Item **Nos. 5 to 10** of the notice, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI and other notifications in force and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the 26th AGM of the Company is being held through VC / OAVM, without physical presence of the members at a common venue. **The deemed venue for the 26th AGM shall be the Registered Office of the Company.**
3. In terms of the above referred MCA and SEBI Circulars, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 26th AGM through VC/OAVM Facility and for electronic voting during the AGM.
4. The Members may join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first 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.
5. The attendance of the Members participating through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is providing facility of remote e-voting through CDSL to its Members to enable them to cast their votes electronically on all the resolutions mentioned in the Notice. Those shareholders, who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM.
7. CDSL will be providing facility for remote e-voting, participation in the 26thAGM through VC/OAVM and voting during the 26th AGM through electronic voting system. **The remote e-voting period begins on Wednesday, August 27, 2025 (09:00 A.M.) and ends on Friday, August 29, 2025 (05:00 P.M). The remote e-voting module shall be disabled by CDSL for voting thereafter.**
8. Please refer to detailed instructions for remote e-voting, attending through VC/OAVM and electronic voting during the AGM, annexed to this Notice.
9. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **Saturday, August 23, 2025 (Cut-off date)**. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and is holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com . However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only.
10. Institutional Shareholders/ Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to balikasharma@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.

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

11. In line with the said Circulars as referred above, the Notice of the 26th AGM along with Annual Report 2024-25 is being sent only through electronic mode to those members, whose e-mail addresses are registered with the Company/ RTA (M/s Alankit Assignment Limited) / Depository Participants, unless any Member has requested



for a physical copy of the same. The Company shall send the physical copy of Annual Report 2024-25 to those Members who request for the same at investors@irctc.com by mentioning their Folio No./DP ID and Client ID.

12. The said documents are available on the website of the Company at www.irctc.com and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and also on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.
13. Further, in terms of Regulation 36(1)(b) of the SEBI (LODR) Regulations, 2015, a letter providing the web-link for accessing the Annual Report, including the exact path, has been sent to those members who have not registered their email address with the Company.

INFORMATION RELATED TO DIVIDEND:

14. The Company has fixed **Friday, August 22, 2025** as the ‘**Record Date**’ for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
15. The Board had recommended a Final Dividend of ₹ 1.00/- per share (face value of ₹ 2.00/- per share) in its meeting held on May 28, 2025. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, it will be paid subject to deduction of tax at source (TDS) before the due date as per the provisions of the Companies Act, 2013 to the members or their mandates whose names appear in the Register of Members of the Company as on **Friday, August 22, 2025 i.e., (Record Date)** in respect of physical shares. In respect of dematerialized shares, the final dividend shall be payable to the “beneficial owners” of the shares whose names appear in the Statement of Beneficial Ownership furnished by M/s National Securities Depository Limited (NSDL) and M/s Central Depository Services (India) Limited (CDSL) at the close of business hours on **Friday, August 22, 2025 i.e., (Record Date)**. The final dividend, if declared at the AGM, will be paid as per the provisions of the Act.
16. Subject to approval of the members at the AGM, the final dividend will be paid through electronic mode to those members who have updated their bank account details. Dividend warrants/ demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details. Members are requested to register/ update their complete bank details to receive dividend directly into their bank account:
 - i. In case of shares that are held in demat mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - ii. In case of shares that are held in physical mode, by submitting a request in Form ISR-1 and ISR-2 to the

RTA i.e. M/s Alankit Assignments Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 or by email to kycupdate@alankit.com from their registered email id.

17. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from **Sunday, August 30, 2025 to Saturday, August 30, 2025** (both days inclusive) for the purpose of determining entitlement of members to final dividend for the financial year ended on March 31, 2025.
18. In terms of Regulation 40(1) of the SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2022, all requests for transfer of securities including transmission or transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are requested to dematerialize their physical holding.

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

19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 (“the IT Act”). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Further, SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Therefore, the shareholders are requested to update their PAN with the Company/ Alankit Assignment Limited (in case of shares held in physical mode) and with depository participants (in case of shares held in demat mode).
20. A detailed notice regarding “**Communication w.r.t. Tax Deducted at Source (TDS) on Final Dividend for the Financial Year 2024-25**” has been posted on the website www.irctc.com with web link <https://www.irctc.com/request-to-shareholders-for-updation-of-their-email-address.html>. Shareholders are requested to kindly go through the link.
21. As mandated by SEBI, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile specimen signatures. In view of same, the shareholders are requested to submit their PAN, KYC and nomination details in prescribed form **ISR-1, ISR-2, and ISR-3 to the Company’s RTA, Alankit Assignments Limited**. The said forms is also available on the website of the Company at www.irctc.com with web link https://www.irctc.com/assets/images/Mandatory%20Furnishing%20Of%20PAN_15_6_202322.pdf

22. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form (**Form No. SH-13**) under Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in **ISR-3 or SH-14** as the case may be.
29. Non-Resident Indian members are requested to inform Company/RTA, regarding: (i) Change in their residential status on return to India for permanent settlement. (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.

PROCEDURE FOR INSPECTION OF DOCUMENTS

23. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other relevant documents referred to in the Notice and Explanatory statement will be available for inspection by the Members through electronic mode basis, without payment of any fee from the date of circulation of this notice up to the date of the AGM i.e., **Saturday, August 30, 2025** Members seeking to inspect such documents are requested to send an email to investors@irctc.com Inspection shall be provided when it is mutually suitable.
24. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number/ folio number, email id, mobile number to investors@irctc.com, at least 7 days prior to the date of the AGM and the same will be replied by the Company suitably.
30. In terms of Regulation 44 of SEBI (LODR), the Company is providing one-way live "**Webcast**" of the proceedings of the Annual General Meeting for shareholders on **Saturday, August 30, 2025 from 12: 30 PM**, onwards till conclusion of the AGM.
31. M/s Balika Sharma & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of items of business to be transacted at the 26th AGM, in a fair and transparent manner.
32. Pursuant to Section 139 (5) of the Companies Act, 2013, the Statutory Auditors of the Government company are appointed/re-appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in Annual General Meeting may determine. The members may authorize the Board to fix an appropriate remuneration of Statutory Auditors to be appointed by C&AG for the financial year 2025-26 as may be deemed fit by the Board. The details of fees paid to the Statutory Auditors during the financial year 2024-25 is provided in the "Report on Corporate Governance".

OTHER RELEVANT INSTRUCTIONS OF THE NOTICE:

25. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Company's Registrar and Transfer Agent, Alankit Assignments Limited along with relevant Share Certificates.
26. 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.
27. Members who have not received/encashed their dividend warrants within its validity period may write to the Company at its Registered Office or to the R&TA of the Company, for re-validating the warrants or payment in lieu of such warrants in the form of demand draft.
28. Members are requested to notify immediately any change in their address: (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and (ii) to the Company at its Registered Office or its RTA, Alankit in respect of their physical shares, if any, quoting their Folio Number.
33. Brief Resume of the Directors seeking re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto and forms part of Notice.
34. None of the Directors of the Company is in any way related to each other.
35. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items, except Mr. Rahul Himalian being Director (Tourism & Marketing) for **Item No. 3**.
36. Annual listing fee for the year 2025-26 has been paid to the Stock Exchanges wherein shares of the Company are listed. Further, the Annual Custodian Fee for the year 2025-26 has been paid to both Depositories i.e., Central Depository Services (India) Limited and National Securities Depository Limited.



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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Wednesday, August 27, 2025 at 9:00 A.M. and ends on Friday, August 29, 2025 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **i.e. Saturday, August 23, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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 Depository	<ol style="list-style-type: none"> 1. 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) 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.nsdl.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000



Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.\

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 by email through its registered email address to balikasharma@gmail.com and to the Company at the email address viz; investors@irctc.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at the Company's email id: agmspeakers@irctc.com on or before, 5:00 P.M. (IST) of Tuesday, August 26, 2025.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at the Company's email id: agmspeakers@irctc.com. These queries will be replied to by the company suitably by email.
8. 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.
9. Only those shareholders, who are present in the AGM/ EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an



email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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 toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS ITEMS

ITEM NO. 5:

To appoint **Mr. Shivendra Shukla (DIN: 10765384) as Government Nominee Director of the Company:**

Ministry of Railways, vide its Order No. 2022/PL/57/10 dated August 30, 2024, conveyed that the President of India has approved the appointment of Mr. Shivendra Shukla [DIN: 10765384], Executive Director (Passenger Marketing), Railway Board, as a Part-time Government Nominee Director on the Board of Directors of Indian Railway Catering and Tourism Corporation Limited (IRCTC) with immediate effect, till he holds the post of Executive Director (Passenger Marketing), Railway Board or further orders whichever is earlier.

Subsequently, the Board of Directors appointed Mr. Shivendra Shukla [DIN: 10765384], as an Additional Director and designated as Government nominee Director w.e.f. September 03, 2024, in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Mr. Shivendra Shukla as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Companies Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Government Nominee Director of the Company.

The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Mr. Shivendra Shukla is not disqualified from being appointed as a Director, in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees alongwith other details are provided elsewhere which forms part of this notice.

Save and except; Mr. Shivendra Shukla and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of

the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 5** of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out at **Item No. 5** of the Notice for approval by the shareholders.

ITEM NO. 6:

To appoint **Mr. Sudhir Kumar (DIN: 10834749), as Director (Finance) of the Company:**

Ministry of Railways vide its letter no. 2017/E(O)II/40/29 dated July 22, 2025, conveyed that Mr. Sudhir Kumar (DIN: 10834749), GGM (Finance) & CFO may be assigned with the additional charge of the post of Director (Finance)/IRCTC, in addition to his own, w.e.f. the date of assumption of charge and till appointment of the regular incumbent to the post, or until further orders, whichever is earlier. Accordingly, he assumed the additional charge to the post of Director (Finance) of IRCTC w.e.f. July 22, 2025.

Subsequently, the Board of Directors appointed Mr. Sudhir Kumar (DIN: 10834749), GGM (Finance) & CFO as an Additional Director and designated as Director (Finance)w.e.f. July 22, 2025, in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Mr. Sudhir Kumar as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Finance) of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Mr. Sudhir Kumar is not disqualified from being appointed as a Director, in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees alongwith other details are provided elsewhere which forms part of this notice.

Save and except; Mr. Sudhir Kumar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 6** of the Notice.

The Board recommends the Ordinary Resolution set out at **Item No. 6** of the notice for approval by the shareholders.

ITEM NO. 7:

To appoint **Mr. Manoj Kumar Sharma (DIN: 11214123), as Director (Catering Services) of the Company:**

Ministry of Railways vide its letter no. 2022/E(O)II/40/2 dated July 22, 2025, conveyed that the additional charge of the post of Director (Catering Services), IRCTC may be assigned to Shri Manoj Kumar Sharma, IRTS, OSD/CS, IRCTC, in addition to his own, w.e.f. the date of assumption of charge, on or after 01.08.25 and till appointment of a regular incumbent to the post or until further orders, whichever is earlier.

Subsequently, the Board of Directors appointed Mr. Manoj Kumar Sharma (DIN: 11214123), OSD/CS/IRCTC as an Additional Director and designated as Director (Catering Services) w.e.f. August 01, 2025, in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Mr. Manoj Kumar Sharma as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Catering Services) of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Mr. Manoj Kumar Sharma is not disqualified from being appointed as a Director, in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees alongwith other details are provided elsewhere which forms part of this notice.

Save and except; Mr. Manoj Kumar Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 7** of the Notice.

The Board recommends the Ordinary Resolution set out at **Item No. 7** of the notice for approval by the shareholders.

ITEM NO. 8:

To re-appoint **Mr. Namgyal Wangchuk (DIN: 09397676) as Independent Director of the Company:**

Ministry of Railways vide its Order No. 2024/PL/57/38 dated April 15, 2025 conveyed that the President of India has approved the re-appointment of Mr. Namgyal Wangchuk (DIN: 09397676) as Independent Director on the Board of Indian Railway Catering and Tourism Corporation Limited (IRCTC) for a period of one year with immediate effect or until further orders, whichever is earlier.

Subsequently, the Board of Directors re-appointed Mr. Namgyal Wangchuk (DIN: 09397676), as an Additional Director and designated as Independent Director w.e.f. April 15, 2025, in terms of Section 161 of the Companies Act, 2013 till the date of the next AGM.

As the tenure of Mr. Namgyal Wangchuk as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to re-appoint him as Independent Director of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Mr. Namgyal Wangchuk is not disqualified from being appointed as a Director, in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except; Mr. Namgyal Wangchuk and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 8** of the Notice.

The Board recommends the Special Resolution set out at **Item No. 8** of the notice for approval by the shareholders.

ITEM NO. 9:

To appoint **Mr. Sanjay Gaur (DIN: 09399463) as Independent Director of the Company:**

Ministry of Railways vide its Order No. 2024/PL/57/38 dated April 15, 2025 conveyed that the President of India has approved the appointment of Mr. Sanjay Gaur (DIN: 09399463) as Independent Director on the Board of Indian Railway Catering and Tourism Corporation Limited (IRCTC) for a period of one year with immediate effect or until further orders, whichever is earlier.

Subsequently, the Board of Directors appointed Mr. Sanjay Gaur (DIN: 09399463), as an Additional Director and designated as Independent Director w.e.f. April 15, 2025, in terms of Section 161 of the Companies Act, 2013 till the date of the next AGM.

As the tenure of Mr. Sanjay Gaur as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Independent Director of the Company on the terms and conditions as determined by the Government of India.



The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Mr. Sanjay Gaur is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except; Mr. Sanjay Gaur and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 9** of the Notice.

The Board recommends the Special Resolution set out at **Item No. 9** of the notice for approval by the shareholders.

ITEM NO. 10

To appoint **M/s Balika Sharma & Associates, Company Secretaries as Secretarial Auditor of the Company:**

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report from a Practising Company Secretary.

Accordingly, the Board, at its meeting held on May 28, 2025, approved the appointment of M/s Balika Sharma & Associates,

Practising Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, (both years inclusive), to carry out the Secretarial Audit and provide such other certifications as may be required under applicable laws.

The appointment is proposed at a consolidated professional fee of ₹ 3,27,000/- (Rupees Three Lakh Twenty-Seven Thousand only), excluding applicable taxes, for the entire five-year term, plus TA/DA as per the applicable rules of the Company.

The appointment is subject to the approval of the Members of the Company.

M/s Balika Sharma & Associates (Unique Code Number S2007DE097200; Peer Review Certificate No. 5813/2024) is a professionally managed firm of Company Secretaries established on October 20, 1999.

The firm has more than 25 years of experience in providing corporate secretarial services including specialisation in corporate law matters, due diligence etc. The firm also has the experience of conducting secretarial audit of listed companies, CPSEs and private sector companies .

M/s Balika Sharma & Associates, Company Secretaries, has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI (LODR) Regulations.

The Board recommends the Ordinary Resolution set out at **Item No. 10** of the Notice.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said resolution.

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

(Suman Kalra)

Company Secretary & Compliance Officer
Membership No. FCS:9199

Date: August 04, 2025

Place: New Delhi

Registered Office:

4th Floor, Tower-D, World Trade Centre,
Nauroji Nagar, New Delhi-110029, India

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

Name	Mr. Rahul Himalian	Mr. Shivendra Shukla	Mr. Sudhir Kumar	Mr. Manoj Kumar Sharma	Mr. Namgyal Wangchuk	Mr. Sanjay Gaur
DIN	10393348	10765384	10834749	11214123	09397676	09399463
Appointment/ Re-appointment	Re-appointment as Director (Tourism & Marketing) (retiring by rotation)	Appointment as Government Nominee Director	Appointment as Director (Finance)	Appointment as Director (Catering Services)	Re-appointment as Independent Director	Appointment as Independent Director
Date of Birth & Age	06.01.1973 & 52 Years	15.09.1973 & 51 Years	06.07.1970 & 55 Years	12.04.1970 & 55 Years	04.02.1970 & 55 Years	14.09.1974 & 50 Years
Date of first Appointment to the Board	16.02.2024	03.09.2024	22.07.2025	01.08.2025	15.04.2025	15.04.2025
Qualification	B.Tech, M.Tech, IRTS	B. Tech, M. Tech, IRTS	M. Phil, IRAS	B.Sc. MA, MBA, IRTS	LL.B.	B.Com
Expertise in specific functional are	Sh. Rahul Himalian is Indian Railway Traffic Services Officer of 1999 Exam Batch. He is a product of Lawrence School Sanawar where he was the Head boy and adjudged the Best All Round Student, he graduated in Bachelor's of Technology in Electrical Engineering from National Institute of Technology, Hamirpur as the Gold Medalist. He further pursued Masters in Technology from IIT Delhi where he achieved the rare distinction of 10.00 Cumulative Grade Point Average and Presidents Gold Medal for Best All Round Student. Being a distinguished Traffic Services Officer having held posts in Operating and Commercial	Sh. Shivendra Shukla, a distinguished Indian Railway Traffic Services (RTS) officer of the 1998 batch, is presently posted as Executive Director (Passenger Marketing), Railway Board. With an illustrious career spanning over 25 years in Indian Railways, he brings a wealth of experience and expertise to IRCTC. Mr. Shukla holds a B. Tech and M. Tech from Indian Institute of Technology (IIT), Kanpur, and a Post Graduate Programme in Public Policy Management (PGPPM) from Indian Institute of Management (IIM), Ahmedabad. Throughout his career, he has held various leadership	Sh. Sudhir Kumar is an officer of the Indian Railways Accounts Services (IRAS) of 1996 batch. He has a diversity of experience in Accounts and Finance function of Indian Railways. He has worked in Four Zonal Railways, one Production Unit and Project Management unit of Indian Railway. He has headed finance department of three important divisions of Indian Railway and one important Railway workshop. During his tenure as head of finance department in Railway Divisions he automated the entire Human Resource and Accounting work flows. He has wide experience of dealing with high value public procurements. Mr. Sudhir Kumar has been an	Sh. Manoj Kumar Sharma, Indian Railway Traffic Service (RTS) of 1995 Batch is associated with IRCTC since March 12, 2024 as Group General Manager/ North Zone, IRCTC. As a Railway officer, with 28 years of experience, he has been actively involved and entrusted with the dynamics of Marketing, Business Development, Operations, Transportation, Rating, Planning, Vigilance, Safety, IT and Project Development in Railways. He has worked in four zones of Indian Railways Northern Railway, Northeast Frontier Railway, North Eastern Railway, and South East Central Railway.	Shri Namgyal Wangchuk, Independent Director is a lawyer by profession having an experience of more than 23 Years of practice as an Advocate in various areas(s) of practice in Civil/Criminal/ Matrimonial/Tribunals/ Corporate etc. He holds a Bachelor's degree in Arts from University of Kashmir in 1991. He obtained LL.B degree from University of Delhi in 1997 and was on the Roll of the Delhi Bar Council as a practicing Advocate in Delhi High Court from March 1998 to March 2000. He worked as an Associate with Kesar Dass B & Associates from 1998 to 2000. He also served as Munsiff/ Judicial as Munsiff/ Judicial	Sh. Sanjay Gaur is a self-employed professional and social worker with over 15 years of experience in the Pharma and Financial sectors. He holds a Bachelor's degree in Commerce from Deen Dayal Upadhyay University, Gorakhpur (1994) and a Diploma in Sales & Marketing Management from the National Institute of Sales, Prayagraj (1996). Mr. Gaur has a strong passion for social work and has led various campaigns aimed at sustainable development and the upliftment of marginalized communities. Notably, he spearheaded one of the largest plantation



Name	Mr. Rahul Himalian	Mr. Shivendra Shukla	Mr. Sudhir Kumar	Mr. Manoj Kumar Sharma	Mr. Namgyal Wangchuk	Mr. Sanjay Gaur
	I in Western Railways and South Eastern Railways, he has had two earlier stints of deputation in IRCTC, First as Additional General Manager in Tourism for Five Years and then as Group General Manager, West Zone, IRCTC, Mumbai. His hobbies include creative writing, playing violin, squash and performing closeup magic.	positions across multiple railways, including North Eastern Railway, East Central Railway, North Central Railway, Northern Railway, and Indian Railways Institute of Transportation Management (IRITM). His diverse experience spans operations, commercial, vigilance, FOIS, human resource development, and general management.	awardee at zonal Railway for outstanding services. He has completed various training programs including those at ESCAP in London and Paris, INSEAD in Singapore, ICLIF in Kuala Lumpur and ISB in Mohali. During his tenure in Railway Workshop and Production Units, he overhauled the whole costing system which led to significant cost-cutting and efficiency in entire production work flow. Presently, he is holding the charge of GGM (Finance) & CFO/IRCTC.		Magistrate 1 st Class from August 2001 to August 2003. He is also empanelled as an advocate with Nationalized Banks such as State Bank of India, IDBI Bank Ltd., Axis Bank & Union Bank of India.	drives in Gorakhpur district, Uttar Pradesh, in 2017. Prior to his appointment at IRCTC, Mr. Gaur served as an Independent Director at Telecommunications Consultants India Limited (TCIL), a Central Public Sector Enterprise under the Department of Telecommunications, from November 2021 to October 2024.
Disclosure of relationships between directors inter-se	NIL	NIL	NIL	NIL	NIL	NIL
Directorship in other Companies	Nominee Director-	NIL	Nominee Director-	NIL	NIL	NIL
Names of other entities in which the person is	IRCTC Payments Limited (wholly-owned subsidiary of IRCTC Limited)	NIL	IRCTC Payments Limited (wholly-owned subsidiary of IRCTC Limited)	NIL	NIL	NIL
Member / Chairman of Committees						
Number of Board meetings attended during the FY 25	10/10	5/5	NA	NA	7/7	NA
Number of Committee meetings attended during the FY 25	18/18	4/4	NA	NA	17/17	NA
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL	NIL	NIL
Shareholding	200 equity shares	NIL	NIL	NIL	NIL	325 equity shares

INFORMATION AT A GLANCE:

Particulars	Details
Time and date of AGM	12:30 p.m. IST, Saturday, August 30, 2025
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Webcasts and transcript	https://www.irctc.com/agm.html
Record date for the purpose of dividend	Friday, 22 nd August, 2025
Dividend payment date	On or before 29 th September, 2025
Information of tax on dividend	https://www.irctc.com/request-to-shareholders-for-updation-of-their-email-address.html
Cut-off date for e-voting	Saturday, August 23, 2025
E-voting start date and time	9:00 a.m. IST, Wednesday, August 27, 2025
E-voting end date and time	5:00 p.m. IST, Friday, August 29, 2025
E-voting website of CDSL	www.evotingindia.com
Name, Address and Contact details of e-voting service provider	<p>Contact name: Mr. Rakesh Dalvi, Senior Manager Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013</p> <p>Contact details: Email ID's: helpdesk.evoting@cdslindia.com Contact number: 1800 21 09911</p>
Name, Address and Contact details of RTA	<p>Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110055 Contact No: 011-42541954</p> <p>M/s Balika Sharma & Associates, Practicing Company Secretary Flat No. 211, Pocket-A/3, Sector-7, Rohini, New Delhi -110085 Contact No.:011-27931217</p>