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

(भारत सरकार का एक उपक्रम)
(A Government of India Undertaking)

CIN: L74899DL1965GOI004363
Website: www.theashokgroup.com

तारीख Date 23.10.2017 निर्देश Reference **SEC: COORD:134**

Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	Manager, Department of Corporate Services, The Bombay Stock Exchange, Mumbai Floor 25, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001.
Scrip Code— ITDC (EQ)	**Scrip Code— 532189**

Sub: Minutes of 52nd Annual General Meeting held on September 28, 2017.

Dear Sir(s),

This is with reference subject mentioned above, we are submitting herewith the minutes of 52nd Annual General Meeting of the Company held on 28.09.2017.

Thanking you,

For India Tourism Development Corporation Limited

V. K. JAIN
Company Secretary

Encls: As above

MINUTES OF THE 52ND ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA TOURISM DEVELOPMENT CORPORATION LIMITED HELD ON THURSDAY, THE 28TH DAY OF SEPTEMBER, 2017 AT 1130 HOURS AT HOTEL ASHOK, CHANKYAPURI, NEW DELHI – 110 021

Present

(1)	Smt Ravneet Kaur	Chairperson & Managing Director
(2)	Shri Piyush Tiwari	Director (C&M)
(3)	Shri Pradip Kumar Das	Director (Finance) & CFO
(4)	Shri Ajay Swarup	Independent Director
(5)	Shri Karsanbhai B. Patel	Independent Director
(6)	Shri Neeraj Sharan	Representative of the Ministry of Tourism, President of India
(7)	Smt Anshu Gupta	Representative of Statutory Auditors
(8)	Shri Chandradip Bharti	Representative of Secretarial Auditors
(9)	Shri Jalaj Srivastava	Scrutinizer
(10)	Shri V. K. Jain	Company Secretary

And

One Hundred and Thirty TwoMembersin person/through proxy as per Attendance Slips and Attendance marked on the computer system by representatives of M/s Karvy Computershare Pvt. Ltd., RTA.

2 Company Secretary welcomed the Members and the Board of Directors.

3 Company Secretary confirmed the presence of requisite Quorum for the meeting, the presence of Directors except Govt. Nominee Directors who could not attend the meeting due to some urgent work, the presence of the Chairman of the Audit Committee, the Chairman of the Nomination & Remuneration Committee, the Chairman of the CSR & SD Committee, Chairman of the Stakeholders Relationship Committee, Representative of the Statutory Auditor, Secretarial Auditors and the Scrutinizer.

4 Company Secretary stated that the Statutory Registers, Proxy Register& the Annual Report were available during the meeting for inspection of the Members.

5 Company Secretary requested Chairperson to address the members.

CHAIRMAN'S INITIALS

6 Chairpersonaddressed the Members and other participants. In her speech, she highlighted the financial & operational performance of the Company.

7 Company Secretary stated that pursuant to Regulation 44 of SEBI (LODR) Regulation, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014the Company had provided Remote electronic voting facility to its members whose name is registered as on the cut-off date i.e.22nd September, 2017to exercise their right to vote in respect of all items proposed to be transacted at the Annual General Meeting from September 25, 2017 (9.00 A.M. IST) to September 27, 2017 (5.00 P.M. IST). The voting rights of the shareholders were in proportion to the paid up share capital of the Company as on the cut-off date which was September 22, 2017.

8 Company Secretarystated that the members who could not exercise their vote through Remote e-voting have been provided the facility to vote physically at the Annual General Meeting by way of polling. The ballot papers were provided to all the members. He stated that those shareholders, who had cast their vote through electronic process, cannot vote again at the Meeting and if they vote, the voting done through electronic process shall only be considered.

9 The Chairpersonstated that Mr. Jalaj Srivastava, Practising Company Secretary has been appointed as a Scrutinizer by the ITDC Board to scrutinize the e-voting process as well as physical voting.

10 With the consent of the members present, the Notice convening the Fifty-SecondAnnual General Meeting of the ITDC together with the Board's Report, Corporate Governance Report were taken as read.

11 Company Secretary read the observations from the Statutory Auditors' Report, Secretarial Auditors' Report and drew the attention of the members to the Management's Reply thereto, as mentioned in the Board's Report forming part of the Annual Report for the financial year 2016-17.

12 Company Secretary read the items of the Ordinary and Special Business to be transacted at the 52nd Annual General Meeting as detailed below and explained the procedure for casting vote on the resolutions mentioned below through ballot process:-

Item No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	Adoption of Standalone Financial Statements for the FY 2016-17, Report of Board of Directors, Auditors, and C&AG thereon.	Ordinary
2.	Adoption of Consolidated Financial Statements for the FY 2016-17, Report of Auditors, and C&AG thereon.	Ordinary

CHAIRMAN'S INITIALS

3.	Declaration of Dividend @ 13.30% on Equity Shares Capital.	Ordinary
4.	Appointment of Director in place of Shri Piyush Tiwari, who retires by rotation.	Ordinary
5.	Appointment of Director in place of Shri Pradip K. Das, who retires by rotation	Ordinary
SPECIAL BUSINESS		
6.	Approval under section 180(4) of the Companies Act for utilization of disinvestment proceeds.	Special

13 The Company Secretary explained the objectives and implications of each of the aboveresolutions. The Resolutions were thereafter put to vote through ballot process.

14 The Chairperson interacted with the shareholders and responded to the queries/comments of the shareholders on the items of business and operations of the Company.

15 The Chairperson then ordered the poll.

16 Sharing the manner in which the results would be compiled, the Chairperson stated that the result of voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution.

17 The Chairperson stated that since the verification of the ballot papers and the counting of the votes would take some time, the combined result of the poll and electronic voting would be put up on the website of the company at www.theashokgroup.com, on the website of Registrar and Transfer Agent at the URL https://evoting.karvy.com and on the website of the BSE and NSEwithin the stipulated time.

18 After the voting completed, Chairpersonannounced the formal closure of the 52nd Annual General Meeting of the Company.

19 Shri Piyush Tiwari, Director (Commercial & Marketing) thanked the Chair, the dignitaries on the dais, the shareholders, Board Members, auditors and employees of the company. He invited all the participants for lunch.

20 On the basis of the report of the e-voting dated 29.09.2017, the Consolidated Report of the Scrutinizer for the electronic voting and the poll dated 29.09.2016, the Poll report as per Regulation 44 of SEBI (LODR) Regulations, 2015 which has been made part of the Minutes of the Annual General Meeting as per **Annexure-I**, the Chairperson announced the results of the voting on 29.09.2017 that all the resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 6 in the Notice of the 52nd Annual General Meeting of the Company have been duly passed by the requisite majority.

CHAIRMAN'S INITIALS

21 The resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 6 in the Notice of the 52nd Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as a part of the proceedings of the 52nd Annual General Meeting of the Members held on 28.09.2017:

Ordinary Business

Item no. 1: Adoption ofthe Standalone Financial Statements as at 31st March, 2017together with the Report of the Auditors, Comptroller and Auditor General of India and theBoard's Report thereon.

"**RESOLVED THAT** the Audited Standalone Financial Statements as at 31st March, 2017 together with the Report of the Auditors, Comptroller and Auditor General of India and the Board's Report thereon be and are hereby received, considered, approved and adopted."

Item no. 2: Adoption of the Consolidated Financial Statements as at 31st March, 2017 and report of Auditors and Comptroller and Auditor General of India thereon.

"**RESOLVED THAT** the Audited Consolidated Financial Statements as at 31st March, 2017 and report of Auditors and Comptroller and Auditor General of India thereonbe and are hereby received, considered, approved and adopted."

Item No. 3: Declaration of Dividend

"**RESOLVED THAT** the Dividend of Rs. 1.33 per equity share for each shareholder amounting to Rs.11,40,73,302/- be and is hereby declared and be paid to those shareholders whose name appear on the Register of Members as on September 24, 2017."

Item No. 4: Appointment of Shri Piyush Tiwari(DIN NO. 07194427), Director who retires by rotation.

"**RESOLVED THAT** Shri Piyush Tiwari, Director–India Tourism Development Corporation Limited who retires by rotation pursuant to Article 61 of the Articles of Association, be and is hereby appointed."

Item No. 5: Appointment of Shri Pradip Kumar Das (DIN No. 07448576),Director who retires by rotation

"**RESOLVED THAT** Shri Pradip Kumar Das, Director–India Tourism Development Corporation Limited who retires by rotation pursuant to Article 61 of the Articles of Association, be and is hereby appointed."

CHAIRMAN'S INITIALS

Special Business

Item No. 6:Approval under section 180(4) of the Companies Act for utilization of disinvestment proceeds

"RESOLVED THAT pursuant to the approval given by the shareholders to sell, lease or otherwise dispose of undertakings of ITDC through postal ballot notice circulated on 14th April, 2017 and pursuant to provisions of Sections 180 (4) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the applicable provisions of the Memorandumand Articles of Association of the Company, and subject to the compliance with all applicablelaws and regulations, and pursuant to Letters, Circulars or Office Memorandums relating todisinvestment process issued from time to time by Ministry of Tourism or any other GovernmentMinistry or Department the Board of Directors of the company be and is hereby authorized touse, dispose or invest the sale proceeds resulting from the sale, lease or otherwise disposal ofthe following undertakings of ITDC in such manner as the Board of Directors of the Companymay in their sole discretion or acting upon the directions of Ministry of Tourism or any otherministry deem fit

1. Hotel Janpath
2. Hotel Jaipur Ashok
3. Lalitha Mahal Palace Hotel
4. Hotel Kalinga Ashok
5. Hotel Patliputra Ashok
6. Hotel Jammu Ashok
7. Incomplete project of Hotel Gulmarg Ashok

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized toapprove the VRS package and a Business Plan to utilize proceeds of disinvestment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to doall such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate ornecessary to give effect to this resolution."

22 All the above resolutions, which were put to vote, were passed with requisite majority.

23 Meeting ended at 1215 hours.

CHAIRPERSON

Date: 15.10.2017
Place: New Delhi

CHAIRMAN'S INITIALS

India Tourism Development Corporation Limited

Annexure I

Voting Results
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM		28th September, 2017			
Total number of shareholders on record date		5725			
No. of shareholders present in the meeting either in person or through proxy:					
	Promoters and Promoter Group:	1			
	Public:	132			
No. of Shareholders attended the meeting through Video Conferencing		0			
	Promoters and Promoter Group:				
	Public:				

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	Adoption of Standalone Financial Statements for the FY 2016-17, Report of Board of Directors, Auditors, and C&AG thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74641681						
	Poll		74641681	100	74641681	-	100	-
	Postal Ballot (if applicable)							
	Total		74641681	100	74641681	-	100	-
Public - Institutions	E-Voting	10321093	3016729	29.23	3016729	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		3016729	29.23	3016729	-	100	-
Public - Non Institutions	E-Voting	806626	5956	0.74	5806	150	97.48	2.52
	Poll		4298	0.53	4298	-	100	-
	Postal Ballot (if applicable)							
	Total		10254	1.27	10104	-	100	-
Total		85769400	77668664	90.56	77668514	-	100	-

Resolution No. 2	(Ordinary)	Adoption of Consolidated Financial Statements for the FY 2016-17, Report of Auditors, and C&AG thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74641681						
	Poll		74641681	100	74641681	-	100	-
	Postal Ballot (if applicable)							
	Total		74641681	100	74641681	-	100	-
Public - Institutions	E-Voting	10321093	3016729	29.23	3016729	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		3016729	29.23	3016729	-	100	-
Public - Non Institutions	E-Voting	806626	5956	0.74	5806	150	97.48	2.52
	Poll		4298	0.53	4298	-	100	-
	Postal Ballot (if applicable)							
	Total		10254	1.27	10104	-	100	-
Total		85769400	77668664	90.56	77668514	-	100	-

Resolution No. 3	(Ordinary)	Declaration of Dividend @ 13.30% on Equity Shares Capital.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74641681						
	Poll		74641681	100	74641681	-	100	-
	Postal Ballot (if applicable)							
	Total		74641681	100	74641681	-	100	-
Public - Institutions	E-Voting	10321093	3016729	29.23	3016729	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		3016729	29.23	3016729	-	100	-
Public - Non Institutions	E-Voting	806626	5956	0.74	5806	150	97.48	2.52
	Poll		4298	0.53	4298	-	100	-
	Postal Ballot (if applicable)							
	Total		10254	1.27	10104	-	100	-
Total		85769400	77668664	90.56	77668514	-	100	-

CHAIRMAN'S INITIALS

Resolution No. 4	(Ordinary)	Appointment of Director in place of Shri Piyush Tiwari, who retires by rotation.						
agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74641681	74641681	100	74641681	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		74641681	100	74641681	-	100	-
Public - Institutions	E-Voting	10321093	3016729	29.23	3016729	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		3016729	29.23	3016729	-	100	-
Public - Non Institutions	E-Voting	806626	5956	0.74	5806	150	97.48	2.52
	Poll		4298	0.53	4298	-	100	-
	Postal Ballot (if applicable)							
	Total		10254	1.27	10104	-	100	-
Total		85769400	77668664	90.56	77668514	-	100	-

Resolution No. 5	(Ordinary)	Appointment of Director in place of Shri Pradip K. Das, who retires by rotation						
agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74641681	74641681	100	74641681	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		74641681	100	74641681	-	100	-
Public - Institutions	E-Voting	10321093	3016729	29.23	3016729	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		3016729	29.23	3016729	-	100	-
Public - Non Institutions	E-Voting	806626	5956	0.74	5806	150	97.48	2.52
	Poll		4298	0.53	4298	-	100	-
	Postal Ballot (if applicable)							
	Total		10254	1.27	10104	-	100	-
Total		85769400	77668664	90.56	77668514	-	100	-
Resolution No. 6	(Special)	Approval under section 180(4) of the Companies Act for utilization of disinvestment proceeds.						
Whether promoter/ promoter group are interested in the		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	74641681	74641681	100	74641681	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		74641681	100	74641681	-	100	-
Public - Institutions	E-Voting	10321093	3016729	29.23	3016729	-	100	-
	Poll							
	Postal Ballot (if applicable)							
	Total		3016729	29.23	3016729	-	100	-
Public - Non Institutions	E-Voting	806626	5956	0.74	5806	150	97.48	2.52
	Poll		4298	0.53	4298	-	100	-
	Postal Ballot (if applicable)							
	Total		10254	1.27	10104	-	100	-
Total		85769400	77668664	90.56	77668514	-	100	-

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