



इंडियन रेलवे कैंटरिंग एण्ड टूरिज्म कॉर्पोरेशन लिमिटेड
(भारत सरकार का उद्यम-मिनी रत्न)
INDIAN RAILWAY CATERING AND TOURISM CORPORATION LTD.
(A Govt. of India Enterprise-Mini Ratna)

"CIN-U74899DL1999GOI101707" E-mail : info@irctc.com Website : www.irctc.com

NOTICE OF TWENTIETH (20TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth (20th) Annual General Meeting of the Members of Indian Railway Catering and Tourism Corporation Limited will be held on **Wednesday, the 28th August, 2019 at 4.30 p.m. at Committee Room (Room No. 237), 2nd Floor, Rail Bhawan, New Delhi-110001** to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2. To confirm the payment of interim dividend and declare final dividend for the Financial Year 2018-19.
3. To authorize the Board of Directors of the Company to fix the remuneration of M/s Serva Associates, Statutory Auditors appointed by C&AG vide its letter No./CA. V/COY/CENTRAL GOVERNMENT, RLYCAT(1)/11 dated 31.07.2019 for the Financial Year 2019-20, and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration and other terms and conditions, including re-imbursement of out of pocket expenses in connection with the audit work, to the Statutory Auditors appointed by Comptroller and Auditor General of India for the Financial Year 2019-20."

SPECIAL BUSINESS

1. **Alteration of the objects clause of the Memorandum of Association ("MoA").**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any

statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to approval of Ministry of Railways, Registrar of Companies and such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and any other approval as may be required, consent of Shareholders of the Company by way of special resolution be is are hereby accorded for alteration of the Object Clause of the Memorandum of Association ("MOA") of the Company such that existing Clause III (B) be altered by way of insertion of a new sub-clause 37 A after sub-clause 37 under Clause III (B) of the MOA :

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."

RESOLVED FURTHER THAT Chairman & Managing Director and Company Secretary be and are hereby authorized severally to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard."

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


(Suman Kalra)

Company Secretary

Companysecretary@irctc.com

Tele No.: 011-23327746

Website: www.irctc.com

Date: 22.8.2019

Place: New Delhi

Registered and Corporate Office:

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

CIN: U74899DL1999GOI101707

सुमन कालरा
SUMAN KALRA
कम्पनी सचिव
Company Secretary
आई.आर.सी.टी.सी./IRCTC
11वां तल, स्टेट्समैन हाऊस
11th Floor, Statesman House
बी-148, बाराखम्बा रोड, नई दिल्ली-01
B-148, Barakhamba Road, New Delhi-01

To,

1. All the shareholders of Indian Railway Catering and Tourism Corporation Limited
2. M/s Serva Associates Chartered Accountants, Statutory Auditor.
3. M/s Akhil Rohtagi & Associates, Company Secretaries, Secretarial Auditor.
4. All Directors of the Company.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed. Proxy so appointed shall not have any right to speak at the meeting.

2. A minimum of five members personally present including the nominee of President of India will be Quorum for the meeting.
3. Kindly note that if at the expiration of half an hour from the time appointed for holding the meeting, quorum is not present, the meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and at such other time and place, as the Board may determine, and if at such adjourned meeting, a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the member, present shall be the quorum, and may transact the business for which the meeting was called.
4. The Board of Directors has recommended a final dividend of 38.98% on the Paid-up Equity Share Capital of ₹160 crores (₹ 3.89 per share) of the Company in addition to an interim dividend of 150% on the Paid-up Equity Share Capital of ₹40 crores (₹ 15 per share) already paid during the year 2018-19. The final dividend on the Equity Shares as recommended by the Board of Directors for the year ended 31.03.2019, if approved by the shareholders at the Annual General Meeting, will be payable within 30 days from the date of declaration of dividend i.e. on or before 27.09.2019, to those Members, whose names appear on the Register of Members of the Company as on 28th August, 2019
5. Pursuant to Section 139 (5) of the Companies Act, 2013, the auditors of the Government company are appointed or reappointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General

Meeting or in such manner as the company in General Meeting may determine. The C&AG have appointed M/s Serva Associates, Statutory Auditors appointed by C&AG vide its letter No./CA. V/COY/CENTRAL GOVERNMENT, RLYCAT(1)/11 dated 31.07.2019 for the Financial Year 2019-20. The Members may authorize the Board of Directors to fix an appropriate remuneration of Statutory Auditors on recommendations of Audit Committee for Financial Year 2019-20.

6. All the documents referred to in this Notice and the Registers referred to in Section 170 and in Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days (excluding Saturday and Sunday), between 9.30 a.m. to 6.00 p.m. prior to the Annual General Meeting.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. A form for Attendance slip is enclosed.
9. Route Map for the venue of the meeting along with relevant landmark is enclosed.
10. Notice of the 20th AGM is also placed on the website of the Company at www.irctc.com.
11. Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 20th Annual General Meeting i.e. 28.08.2019.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

1. ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY BY SPECIAL RESOLUTION.

The Board of Directors of the Company in their meeting convened on 26th July, 2019 has decided to alter the Object Clause of the Memorandum of Association ("MOA") of the company such that existing clause III (B) be altered by way of insertion of a new sub-clause 37A after sub-clause 37 under clause III (B) of the MOA. As the Company has been rapidly moving towards digitalization there is need that company should also 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. Therefore there is need to add a new Clause in the Memorandum of Association ("MOA") of the company such that existing clause III (B) be altered by way of insertion of a new sub-clause 37A after sub-clause 37 under clause III (B) of the MOA subject to approval of members of the Company by special resolution, Registrar of Companies, Ministry of Railways or any other authority.

Members are requested to approve the proposed special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the above resolution.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 1 as a Special Resolution.

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

(Suman Kalra)

Company Secretary

Companysecretary@irctc.com

Tele No.: 011-23327746

Website: www.irctc.com

Date: 22.08.2019

Place: New Delhi

सुमन कालरा
SUMAN KALRA
कम्पनी सचिव
Company Secretary
आई.आर.सी.टी.सी./IRCTC
11वां तल, स्टेट्समैन हाऊस
11th Floor, Statesman House
बी-148, बाराखम्बा रोड, नई दिल्ली-110049
B-148, Barakhamba Road, New Delhi-110049

ATTENDANCE SLIP

Indian Railway Catering and Tourism Corporation Limited

CIN: U74899DL1999GOI101707

Registered and Corporate Office:

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

Tel. No.: 011-23311263-64 Fax No.: 011-23311259 Email:

companysecretary@irctc.com

Website: www.irctc.com

Name of the Member/Proxy :
(In Block Letters)

Address of the Member/Proxy :

Folio No. :

No. of Shares held :

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 20th Annual General Meeting of the Company held
on ____th day of _____ 2019 at ____ a.m./ p.m. at _____.

Signature of Shareholder / Proxy

Please fill and sign this attendance slip and hand it over at the venue of the Meeting.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74899DL1999GOI101707
Name of the Company: Indian Railway Catering and Tourism Corporation Limited
Registered Office: 11th Floor, B-148, Statesman House, Barakhamba Road,
New Delhi – 110001.
Tel. No.: 011-23311263-64 **Fax No.:** 011-23311259
Email: companysecretary@irctc.com **Website:** www.irctc.com

Name of Member(s)		e-mail Id:	
Registered Address		FolioNo./ Client Id	NA
		DP Id:	

I/We, being the member (s) of shares of the above named company, hereby appoint:

(1) Name:.....

Address:

E-mail Id: Signature:....., or failing him/her;

(2) Name:.....

Address:

E-mail Id: Signature:....., or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the twentieth (20th) Annual General Meeting of the company, to be held on 28th day of August, 2019 at 11 a.m. at Committee Room (Room No. 237), 2nd Floor, Rail Bhawan, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below :

S.No.	Resolutions	For*	Against*
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended		

	31 st March, 2019 together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.		
2.	To confirm the payment of interim dividend and declare final dividend for the Financial Year 2018-19.		
3.	To authorize Board of directors to fix the remuneration of the statutory auditors for the financial year 2019-20.		
SPECIAL BUSINESS			
1.	To consider and approve alteration of the Object Clause of the Memorandum of Association ("MOA") of the Company by special resolution such that existing Clause III (B) be altered by way of insertion of a new sub-clause 37 A after sub-clause 37 under Clause III (B) of the MoA.		

Signed this..... day of.....2019.

Signature of the Shareholder

**Affix
Revenue
Stamp**

Signature of first proxy holder

Signature of Second proxy holder

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) For Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of 20th Annual General Meeting.

- 3) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes

ROUTE MAP

