



INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

CIN: L74899DL1999GOI101707

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

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

Telephone: 011-23311263/64 Fax: 011-23311259

NOTICE

NOTICE is hereby given that the **Twenty-second (22nd) Annual General Meeting** of the Members of Indian Railway Catering and Tourism Corporation Limited ("IRCTC" or "the Company") (CIN: L74899DL1999GOI101707) will be held on **Wednesday, September 29, 2021 at 12:30 P.M., Indian Standard Time (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, along with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, thereof and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Audited Standalone Financial Statements for the Financial Year ended March 31, 2021, Board's Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To declare a Final dividend @ ₹5.00/- per equity share for the financial year 2020-21 and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Final Dividend @ ₹5.00/- per equity share on the paid-up equity share capital of the Company as recommended by the Board for the financial year 2020-21 be and is hereby declared."

3. To appoint a Director in place of Sh. Neeraj Sharma, (DIN:08177824), Government Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Sh. Neeraj Sharma, (DIN:08177824), Government Nominee Director, be and is hereby re-appointed as Government Nominee Director of the Company liable to retire by rotation."

4. 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 2021-22, on the basis of recommendations of Audit Committee, by passing the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to section 139 and Section 142 of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder, the Board of Directors of the Company, on the recommendations of Audit Committee, be and is hereby authorized to decide and fix the remuneration, including re-imbursment of out of pocket expenses in connection with the audit work, for the Statutory Auditors to be appointed by Comptroller and Auditor General of India for the financial year 2021-22."

SPECIAL BUSINESS

5. **Sub-division of Equity Shares having the face value of ₹10/- per share to ₹2/- per share**

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

"**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) equity share of the Company having a face value of ₹10/- (Rupees Ten only) each fully paid up into 5 (Five) equity shares having a face value of ₹2/- (Rupees Two) each fully paid up, with effect from the 'Record date' to be determined by the Board for this purpose."

“RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) equity share of the face value of ₹10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) equity shares having a face value of ₹2/- (Rupees Two) each existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of ₹10/- (Rupees Ten only) each of the Company.”

“RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of ₹10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Committee of Directors and/or Chairman and Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the Sub-division of shares including execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or

approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. Alteration of Clause V, i.e., Capital Clause of the Memorandum of Association (MoA) of the Company

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

“RESOLVED THAT pursuant to the Section 13, Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the members of the Company is hereby accorded for amendment of the existing Clause V of the Memorandum of Association of the Company by substituting with the following clause:

“The Authorised Share Capital of the Company is ₹250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only) divided into 125,00,00,000 (One Hundred and Twenty Five Crore) Equity Shares having face value of ₹2/- (Rupees Two) each .”

RESOLVED FURTHER THAT the Chairman and Managing Director and Company Secretary, IRCTC be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

(Suman Kalra)
Company Secretary & Compliance Officer

Date: 02.09.2021

Place: New Delhi

Registered Office:

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

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the special businesses to be transacted at the meeting is annexed hereto.
2. In view of continuing COVID-19 pandemic, social distancing is a norm, required to be followed. Accordingly, pursuant to the General Circular dated January 13, 2021, read with Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular dated Jul 23, 2021, January 15, 2021 read with Circular dated May 12, 2020, and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the 22nd AGM of the Company is being conducted through VC/OAVM Facility, without physical presence of members at a common venue. The deemed venue for the 22nd AGM shall be the Registered Office of the Company.
3. In terms of the above referred MCA 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 22nd AGM through VC/OAVM Facility and for electronic voting during the AGM.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 in the 22nd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In line with the MCA Circulars and SEBI Circulars referred above, the Notice of the 22nd AGM along with Annual Report is being sent only through electronic mode to all members, whose e-mail IDs are registered with the Company/Depositories. 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 National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
7. In compliance with provisions of MCA Circulars and SEBI Circular referred above, 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 to its Members to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. 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.
8. NSDL will be providing facility for remote e-voting, participation in the 22nd AGM through VC/OAVM and voting during the 22nd AGM through electronic voting system. **The remote e-voting period begins on Sunday, September 26, 2021 (09:00 A.M.) and ends on Tuesday, September 28, 2021 (05:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter.**
9. Please refer to detailed instructions for remote e-voting, attending the 22nd AGM through VC/OAVM and electronic voting during the AGM, annexed to this Notice.
10. 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 **Wednesday, September 22, 2021**. 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 evoting@nsdl.co.in. However, if he / she is already registered with NSDL 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.
11. Institutional / 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 csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.co.in.

12. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and **Share Transfer Books will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive)** for the purpose of determining entitlement of members to final dividend for the financial year ended on March 31, 2021.
13. The Company has fixed **Wednesday, September 22, 2021 as the 'Record Date'** for determining entitlement of members to final dividend for the financial year ended 31st March, 2021, if approved at the AGM. The Board had recommended a Final Dividend of ₹5/- per share (i.e. @ 50% on the paid-up equity share capital of the Company) in its meeting held on June 29, 2021. 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 before the due date as per the provisions of the Companies Act to the members or their mandates whose names appear in the Register of Members of the Company as on **Wednesday, September 22, 2021** 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 **Wednesday, September 22, 2021**.
14. 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).
15. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rta@alankit.com by 11:59 P.M. IST on **Wednesday, September 22, 2021**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
16. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rta@alankit.com. The aforesaid declarations and documents need to be submitted by the shareholders by **11:59 P.M. IST Wednesday, September 22, 2021**.
17. SEBI encourages all shareholders to hold their shares in dematerialized form as this eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that with effect from April 1, 2019, SEBI has prescribed that requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant (DP). Members can contact the Company's Registrar and Transfer Agent, Alankit Assignments Limited for assistance in this regard by sending a mail to rta@alankit.com.
18. Members who hold shares in physical form are requested to send all correspondence concerning transmission, transposition, sub-division, consolidation of shares or any other related matter and/or change in address or bank account, to the Company's Registrar and Transfer Agent, Alankit Assignments Limited by sending a mail to rta@alankit.com and in case of shares held in electronic mode, to their respective Depository Participants.
19. 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.
20. 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.
21. Members who have not received/en-cashed 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 revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
22. 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 29th September, 2021 from 12:30 P.M., onwards till conclusion of the AGM. The same may be accessed at Company's website, www.irctc.com.
23. 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 22nd AGM, in a fair and transparent manner
24. 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.
25. In line with above, the Members are requested to authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the financial year 2021-22, to be appointed by the C&AG of India on the recommendations of Audit committee.
 26. Brief Resume of the Director seeking re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) is annexed hereto and forms part of Notice.
 27. None of the Directors of the Company is in any way related to each other. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items.
 28. Annual listing fee for the year 2021-22 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2021-22 has been paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
 29. Relevant documents referred to in the Notice will be available for inspection by the Members without payment of any fee from the date of circulation of this notice up to the date of the AGM i.e. **Wednesday, September 29, 2021**. 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.
 30. 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 seven days prior to the date of the AGM and the same will be replied by the Company suitably.

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

ITEM NO. 5&6

The Equity Shares of your Company are listed and traded on BSE Ltd. and National Stock Exchange of India Ltd. The Company's strong performance and faith of investors since its listing has led the significant rise in the market price of the equity shares of the Company. With a view to comply with the Guidelines on Capital Restructuring of Central Public Sector Enterprises issued by Department of Investment and Public Asset Management (DIPAM), Ministry of Finance and to enhance the liquidity in the capital market through widening shareholder base and to make the shares affordable to small investors, the Board of Directors at its meeting, held on August 12, 2021, subject to approval of Ministry of Railways. Shareholders and other approvals as may be required, recommended the sub-division of 1 (One) Equity Share of the Company of the face value of ₹10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of the Company of face value of ₹2/- (Rupees Two only) each fully paid up. Presently, the Authorized Share Capital of the Company is ₹250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only) divided into 25,00,00,000 (Twenty-Five Crores) Equity Shares of ₹10/- each and the paid-up share capital of the Company is ₹160,00,00,000/- (Rupees One Hundred and Sixty Crore) divided into 16,00,00,000 (Sixteen crores) Equity Shares of ₹10/- each fully paid-up.

Ministry of Railways vide its letter No. 2019/PL/49/01 Pt. 2 dated August 31, 2021 accorded its approval to the above referred proposal of sub-division of shares of IRCTC alongwith DIPAM's approval communicated to the Company on August 26, 2021.

The proposed sub-division of equity shares will not result in any change in the amount of authorized and paid-up share capital of the Company and will help in increasing the liquidity.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in **Item No. 6** of the Notice to reflect the change in face value of each Equity Share of the Company from existing ₹10 (Rupees Ten only) each to proposed ₹2/- (Rupees Two only) each.

None of the Directors, Key Managerial Personnel of the Company or their relative is in anyway concerned or interested in the proposed resolution except to the extent of their shareholding in the Company. Accordingly, the Board recommends passing of the resolutions set out at **Item No 5&6** for approval of the Members through e-voting.

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

(Suman Kalra)

Company Secretary & Compliance Officer

Date: 02.09.2021

Place: New Delhi

Registered Office:

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

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

The remote e-voting period begins on Sunday, September 26, 2021 at 09:00 A.M. and ends on Tuesday, September 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 22, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 22, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide 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 investors@irctc.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@irctc.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at least 3 days in advance, with the company on email id: agmspeakers@irctc.com on or before, 5:00 P.M. (IST) of **Saturday, September 25, 2021**. The same will be replied by the company suitably.
6. 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.

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

Name	Shri Neeraj Sharma
DIN	08177824
Appointment / Re-appointment	Appointment as Part-time Government Director
Date of Birth & Age	05.07.1964 / 57 years
Date of first Appointment to the Board	12.07.2018
Qualification	Ph. D.
Expertise in specific functional area	Shri Neeraj Sharma, ED (Passenger Marketing), Railway Board is the Part-Time Government Director. He is an officer of the Indian Railway Traffic Service (IRTS) 1991 batch. Mr. Sharma is a post graduate from Govind Ballabh Pant University of Agriculture and Technology, Nainital and a Ph.D from Indian Agriculture Research Institute, New Delhi. During his association of more than 25 years with Indian Railways, he has held various positions in North Eastern Railway and Northern Railway, including his tenures as Assistant Operations Manager, Divisional Operations Manager, Senior Divisional Operations, Senior Divisional Commercial Manager Professor Administration, Disaster Management in IRITM (Indian Railway Institute of Transport Management), Lucknow, Chief Public Relations Officer, Northern Railway and Chief Commercial Manager (Passenger Marketing), Northern Railway. Due to his accomplishments, he has been awarded twice with Minister of Railways Award, the highest recognition in Indian Railways.
Directorship held in other Companies	NIL
Membership /Chairmanship of Committees in other Companies	2 (Audit Committee & Stakeholders Relationship Committee IRCTC)
No. of shares held in IRCTC	NIL
Relationship with other Directors / KMP of the Company	None
No. of Board Meetings held and attended during the year (during tenure)	5/6