



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

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

No. 2023/IRCTC/CS/AGM-24

August 25, 2023

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
---	--

Sub: Summary of Proceedings of Twenty-Fourth “24th” Annual General Meeting held today i.e. August 25, 2023

Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the summary of proceedings of 24th Annual General Meeting of the Company held today i.e. **Friday, August 25, 2023 at 12:30 PM IST** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the businesses mentioned in the Notice of AGM. The AGM concluded at 2.37 PM (IST).

This is for your kind information & records please.

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.

SUMMARY OF PROCEEDINGS OF 24TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED (IRCTC) HELD ON FRIDAY, AUGUST 25, 2023 AT 12:30 PM (IST) THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM).

The 24th Annual General Meeting of the Members of **Indian Railway Catering and Tourism Corporation Limited (IRCTC)** was held on **Friday, August 25, 2023 at 12:30 PM (IST)** through Video Conference (VC) / Other Audio Visual Means (OAVM), brief proceedings of which are as under:

At the outset, Smt. Suman Kalra, Company Secretary, extended a warm welcome, to all the members of the company at the 24th Annual General Meeting (AGM), of the Company. She informed the members that the AGM is being held through Video Conferencing in compliance with the applicable provisions of the Companies Act, 2013, General Circulars issued by Ministry of Corporate Affairs (MCA) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She further informed that all efforts have been taken by the Company to enable members to participate and vote on the items being considered in the Annual General Meeting. Thereafter, she introduced the Board Members, the President of India Nominee, Shri Vinay Kumar Sharma, Chairman of Audit Committee & Stakeholders Relationship Committee and Shri Namgyal Wangchuk, Chairman of Nomination & remuneration Committee, Statutory Auditor, Secretarial Auditor and Scrutinizer present in the meeting and then requested Chairperson and Managing Director to address the members at 24th Annual General Meeting of the Company.

Smt. Seema Kumar, Chairperson & Managing Director, chaired the proceedings of the Meeting. On receipt of confirmation from the Company Secretary regarding presence of requisite quorum, for the meeting, the Chairperson called the meeting in order. 204 members attended the meeting. The quorum as required under the Companies Act was present throughout the meeting.

With the consent of the Members, the Notice of the Meeting and Reports of the Directors and Auditors on the Financial Statements of the Company for the FY'23 along with other documents were taken as read. Further, with the permission of the Shareholders, Company Secretary read the extracts of the Independent Auditor's Report, CAG Report, observations/ comments of Secretarial Auditors and Management's response thereon.

The Chairperson in her address to members gave an overview of the performance of the Company for the year 2022-23 and the future scenario of the Company.

Company Secretary informed that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, **remote e-voting facility was available to all Members from Tuesday, August 22, 2023 (09:00 AM IST) to Thursday, August 24, 2023 (05:00 PM IST).**

She also mentioned that in compliance with the Companies Act, 2013, register of Directors and key managerial personnel and their shareholding and register of contracts or arrangements in which Directors are interested, Memorandum & Articles of Association and other documents referred in the Notice of AGM are available for inspection and Members seeking to inspect such documents can send an email to investors@irctc.com and on mutually acceptable time, such documents can be inspected by the shareholders.

Company Secretary also informed that Ms. Balika Sharma, (FCS 4816 & CP 3222) of M/s Balika Sharma & Associates, Company Secretaries, has been appointed as the Scrutinizer of remote e-voting process as well as e-voting at AGM in a fair and transparent manner.

The Chairperson informed the members that the facility for e-voting has also been provided during the AGM through e-voting provided by NSDL to those members who did not cast their vote through remote e-voting facility and requested Company Secretary to read out the agenda items of the meeting.

Thereafter, the following business items were proposed for approval of shareholders through e-voting. The following items of business as per Notice of AGM dated 01st August, 2023 were transacted at the meeting:

Item no.	Brief description of Business Item	Type of Resolution	Mode of voting	Result
ORDINARY BUSINESS:				
1	To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, along with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, thereof.	Ordinary	e-voting	Approved
2	To confirm the payment of interim dividend of ₹ 3.50/- per equity share [i.e.	Ordinary	e-voting	Approved

	amounting to ₹280 crore on 80,00,00,000 equity shares] and to declare a final dividend of ₹ 2.00/- per equity share [i.e. amounting to ₹ 160 crore on 80,00,00,000 equity shares] for the financial year 2022-23.			
3	To appoint a Director in place of Mr. Neeraj Sharma (DIN: 08177824), Part-time (official) Government Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	e-voting	Approved
4	To appoint a Director in place of Mr. Ajit Kumar (DIN: 07247362), Director (Finance), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	e-voting	Approved
5	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 2023-24, on the basis of recommendations of Audit Committee.	Ordinary	e-voting	Approved
SPECIAL BUSINESS:				
6	To approve the appointment of Dr. Lokiah Ravikumar (DIN:10045466) as Director (Catering Services).	Ordinary	e-voting	Approved
7	To approve the appointment of Ms. Seema Kumar, IRTS, AM (T&C) / Railway Board (DIN: 10064353) as Chairman & Managing Director.	Ordinary	e-voting	Approved
8	To approve the appointment of Mr. Kamlesh Kumar Mishra, IRTS, ED(BD) /Railway Board (DIN: 10186377) as Director (Tourism & Marketing).	Ordinary	e-voting	Approved
9	To approve the appointment of Mr. Devendra Pal Bharti (DIN: 10198557) as Independent Director.	Special	e-voting	Approved

Subsequent to briefing of agenda items by Company Secretary, the Chairperson invited those members who had registered themselves as speaker with the Company to raise their queries/ express their views, and offer suggestions. 30 pre-

registered Members spoke at the meeting and raised wide range of queries on the financials/ operations of the Company. The Chairperson responded appropriately to all the queries raised by Members to the best of their satisfaction and thanked to the Shareholders.

The meeting concluded at 2.37 PM (IST) with a vote of thanks by Mr. Ajit Kumar, Director (Finance).

Facility for e-voting remained open for 15 minutes after conclusion of the meeting to enable the members to cast their vote. Company Secretary informed that the E-voting results along with the Scrutinizer's Report would be notified to stock exchanges (BSE and NSE) and would be placed on the Company's website www.irctc.com and on the website of NSDL i.e. www.evoting.nsdl.com within prescribed time limit.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013 read with relevant circulars issued by Securities and Exchange Board of India (SEBI) and Ministry of Corporate affairs (MCA) from time to time.

The aforesaid proceedings does not purport to the minutes of the proceedings at the said Annual General Meeting.

**For Indian Railway Catering and
Tourism Corporation Limited (IRCTC)**

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

Date: **August 25, 2023**
Place: **New Delhi**