



इंडियन रेलवे कैंटरिंग एवं 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. 2022/IRCTC/CS/AGM-23

August 26, 2022

<b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trade Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai – 400 001  <b>Scrip Code: 542830</b>	<b>National Stock Exchange of India Limited</b> "Exchange Plaza", C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051  <b>Scrip Symbol: IRCTC</b>
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**Sub: Summary of Proceedings of Twenty-Third "23<sup>rd</sup>" Annual General Meeting held today i.e. August 26, 2022**

Sir/ Madam,

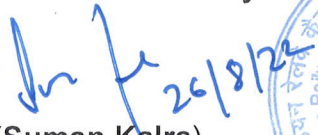
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the summary of proceedings of 23<sup>rd</sup> Annual General Meeting of the Company held today i.e. **Friday, August 26, 2022** at 12:30 PM IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the businesses mentioned in the Notice of AGM. The AGM concluded at 02:40 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 23<sup>RD</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED (IRCTC) HELD ON FRIDAY, AUGUST 26, 2022 AT 12:30 PM (IST) THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM).**

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The 23<sup>rd</sup> Annual General Meeting of the Members of **Indian Railway Catering and Tourism Corporation Limited (IRCTC)** was held on **Friday, August 26, 2022 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 23<sup>rd</sup> 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 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 23<sup>rd</sup> Annual General Meeting of the Company.

Smt. Rajni Hasija, Chairperson & Managing Director, chaired the proceeding 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. 269 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'22 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 2021-22 and the future scenario of the Industry as well as 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 23, 2022 (09:00 AM IST) to Thursday, August 25, 2022 (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](mailto: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 29<sup>th</sup> July, 2022 were transacted at the meeting:

Item no.	Brief description of Business Item	Type of Resolution	Mode of voting
<b>ORDINARY BUSINESS:</b>			
1	To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, along with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, thereof.	Ordinary	e-voting
2	To confirm the payment of interim dividend of Rs. 2.00/- per equity share [i.e. amounting to Rs. 160 crore on 80,00,00,000 equity shares] and to declare	Ordinary	e-voting



	a final dividend of Rs. 1.50/- per equity share [i.e. amounting to Rs.120 crore on 80,00,00,000 equity shares] for the financial year 2021-22.		
3	To appoint a Director in place of Smt. Rajni Hasija (DIN: 08083674), Director (Tourism & Marketing), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary	e-voting
4	To appoint a Director in place of Shri Ajit Kumar (DIN: 07247362), Director (Finance), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	e-voting
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 2022-23, on the basis of recommendations of Audit Committee.	Ordinary	e-voting
<b>SPECIAL BUSINESS:</b>			
6	Alteration of the Main Objects Clause of the Memorandum of Association ("MoA") by insertion of a new clause as clause No. 4 in the Main Objects after existing clause No.3.	Special	e-voting

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. 25 (Twenty Five) pre-registered Members spoke at the meeting and raised wide range of queries on the financials/ operations of the Company. The Chairperson responded to all the queries raised by Members to the best of their satisfaction and thanked to the Shareholders.

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](http://www.irctc.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within prescribed time limit.



The meeting concluded at 02:40 PM (IST) with a vote of thanks by Mr. Debashis Chandra, Director (Catering Services).

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 26, 2022

Place: New Delhi