

INDIA TOURISM DEVELOPMENT CORPORATION LIMITED**Regd. Office: Scope Complex, Core 8, 6th Floor, 7 Lodi Road, New Delhi – 110003****NOTICE**

Notice is hereby given that the Extraordinary General Meeting of the Members of India Tourism Development Corporation Limited will be held on Friday, the 24th day of February, 2012 at 1230 Hours in Ashok Hotel, New Delhi 110 021 to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT the Articles of Association of the Corporation be altered in the manner so as to substitute existing article 61 as under:

“61. The President of India shall be entitled by a notice in writing addressed to the Company by an order made and executed in the name of the President of India and authenticated as provide by the Constitution of India to appoint such number of persons as shall, together with the Part-time Chairman, Chairman and Managing Director, Vice Chairman and Managing Director and other Directors including whole-time Directors not exceeding one-third of the total number of Directors for the time being of the Company, as Director or Directors of the Company and to remove such person or persons from office and on a vacancy being caused in such office from any cause whatsoever whether by resignation, retirement, death, removal or otherwise, or any such person or persons so appointed, to appoint another or others to fill such vacancy. Appointment or removal of Directors under this Article shall become effective forthwith upon receipt of order. The Directors so appointed by President of India shall not be liable to retire at the general meeting of the Company. The remaining two-third of the Directors shall be appointed at the general meeting of the company out of that one-third will retire by rotation at every-Annual General Meeting as per provision of Section 256. A retiring Director shall be eligible for re-election.”

By Order of the Board of Directors

Sd/-

Place: New Delhi

Dated: 27th January, 2012

V.K. Jain

Company Secretary

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. The instrument appointing the proxy, in writing, should, however, be deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the Meeting.
2. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956, in respect of Item No. 1 is annexed hereto.
3. Shareholders are requested to notify the change in their address(es), if any, to the Company.
4. Members / Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is first in the order of names, will be entitled to vote.
6. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

By Order of the Board of Directors

Sd/-

V. K. Jain

Company Secretary

Place: New Delhi

Dated: 27th January, 2012

**EXPLANATORY STATEMENT
PURSUANCE TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

Ministry of Corporate Affairs in December, 2009 has come out with Corporate Governance Voluntary Guidelines 2009. Clause A.2 of the Guidelines requires about the separation of offices of the Chairman & Chief Executive Officer i.e. Managing Director.

2. In order to create more autonomy, it would be desirable that India Tourism Development Corporation Limited (ITDC) alternatively should also have the post of "Vice Chairman and Managing Director" if a Non-executive Chairman is inducted into the Board of ITDC in compliance of the above stated voluntary guidelines on Corporate Governance.

3. Since the Articles of Association of ITDC is silent on the post of Vice Chairman & Managing Director, it is desirable that ITDC should get its Articles of Association altered so as to clearly state the provision of post of Vice Chairman and Managing Director in its Articles of Association.

4. In this connection, it is submitted that section 31 of the Companies Act, 1956 states that subject to the provisions of the Companies Act, 1956 and the conditions contained in its memorandum, a company may by special resolution alter its articles.

5. It is submitted that the proposed alternation in the Articles of Association is not inconsistent with the conditions contained in the memorandum of ITDC nor it is inconsistent with the provisions of the Companies Act, 1956.

6. Board of Directors of ITDC recommends the proposed alteration in the Articles of Association. The Members of ITDC are therefore requested to approve the proposed alteration of clause 61 of the Articles of Association of ITDC by passing the proposed resolution as a special resolution.

7. Directors of the Company will be interested in the resolution to the extent of change in their position, if any, which may be done by the Hon'ble President of India (Ministry of Tourism) while exercising the power under the proposed Article 61 of the Articles of Association of ITDC.

By Order of the Board of Directors

Sd/-

Place: New Delhi

Dated: 27th January, 2012

V. K. Jain

Company Secretary