इंडियन रेलवे कैटरिंग एवं टूरिज़्म कॉर्पोरेशन लिमिटेड
(भारत सरकार का उद्यम—नवरत्न)

INDIAN RAILWAY CATERING AND TOURISM CORPORATION LTD.
(A Govt. of India Enterprise-Navratna)

IRCTC

"CIN-L74899DL1999GO1101707", E-mail : info@irctc.com, Website: www.irctc.com

No. 2019/IRCTC/CS/ST.EX/356 **September 07, 2026**

BSE Limited **(Through BSE Listing Centre)** 1st Floor, New Trade Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai – 400 001 **Scrip Code: 542830**	**National Stock Exchange of India Limited** **(Through NEAPS)** "Exchange Plaza", C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 **Scrip Symbol: IRCTC**

Sub: Notice of the "27th Annual General Meeting" of the Company.

Dear Sir/Madam,

This is in reference to our letter of even no. dated September 05, 2026, regarding intimation of the 27th Annual General Meeting (AGM) of the Company scheduled to be held on **Tuesday, September 29, 2026 at 03:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.**

Pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"}, please find enclosed herewith the Notice of 27th AGM, to transact the business as set out therein.

The Notice of 27th AGM is also available at the website of the Company i.e. www.irctc.com, and, may be accessed by clicking on web link: https://irctc.com/27th-agm.php.

The Notice of 27th AGM along with Annual Report for FY 2025-26 are being dispatched through electronic means to the shareholders of the Company, whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent ("RTA")/ Depository Participant(s)/Depositories**.**

Further, pursuant to Regulation 36(1)(b) of the SEBI (LODR) Regulations, a letter providing the web-link of the Annual Report, including the exact path, being sent to those members who have not registered their e-mail address, is also available on the Company's website at web link: https://irctc.com/27th-agm.php.

Please take note of above information on record.

Thanking You,

Yours faithfully,
For Indian Railway Catering and
Tourism Corporation Limited (IRCTC)

suman kalra

Digitally signed by suman kalra
DN: c=IN, o=Indian Railway Catering and Tourism Corporation Ltd, ou=Company Secretory, 2.5.4.20=97d540451782e28473735b6f729b19b358c83ac8f8cc2024f33c3f49078d3e9d, postalCode=110001, st=DELHI, serialNumber=4deeb12f23f611e01f72faebd9647ad036cef3343d11ad1af4409df02068217c, cn=suman kalra
Date: 2026.09.07 12:31:10 +05'30'

(**Suman Kalra**)
Company Secretary & Compliance Officer

Encl: as above

INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

CIN: L74899DL1999GOI101707
Registered Office: 4th Floor, Tower-D, World Trade Centre, Nauroji Nagar, New Delhi-110029
Website: www.irctc.com, **Email ID:** investors@irctc.com
Telephone: 011-26181550/51

NOTICE

NOTICE is hereby given that the **Twenty-Seventh (27th) Annual General Meeting (AGM)** of the Members of Indian Railway Catering and Tourism Corporation Limited ("IRCTC" or "the Company") will be held on **Tuesday, September 29, 2026 at 03:00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business(s):

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, along with the Board's Report, the Auditor's Report, and the comments of the Comptroller and Auditor General of India (C&AG) thereon.

2. To confirm the payment of 1st interim dividend of ₹5.00 per equity share, 2nd interim dividend of ₹3.50 per equity share, and to declare a final dividend of ₹0.50 per equity share for the financial year ended March 31, 2026.

3. To appoint a Director in place of Shri Shivendra Shukla (DIN: 10765384), who retires by rotation and being eligible, offers himself for re-appointment.

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 2026-27, on the basis of recommendations of Audit Committee.

SPECIAL BUSINESS:

5. To appoint Shri Navin Kumar Parsuramka (DIN: 11576415), as Government Nominee Director of the Company; and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification(s):

   "RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58(f) of the Articles of Association of the Company, Shri Navin Kumar Parsuramka (DIN: 11576415), who was appointed as Government Nominee Director by the President of India vide Ministry of Railways' Order No. 2022/PL/57/10 dated 25.02.2026, and subsequently, appointed as an Additional Director and designated as Government Nominee Director by the Board of Directors with effect from 27th February, 2026, in terms of section 161 of the Companies Act, 2013, to hold office up to the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company, be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation."

6. To appoint Shri Rajneesh Narain (DIN: 09759359), as Director (Finance) of the Company; and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification(s):

   "RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58 (f) of the Articles of Association of the Company, Shri Rajneesh Narain (DIN: 09759359), who was appointed as Director (Finance) vide Ministry of Railways' Order No. 2023/E(O)II/40/22 dated 11th June, 2026, and subsequently, appointed as an Additional Director and designated as Director (Finance) by the Board of Directors with effect from 15th June, 2026, in terms of section 161 of the Companies Act, 2013, to hold office up to the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation."

7. To amend the Articles of Association of the Company, and, if thought fit, to pass the following resolution(s) as a Special Resolution(s), with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company and approval of Ministry of Railways and subject to approval of Registrar of Companies (ROC) and such other approvals as may be necessary, the approval of the shareholders of the Company be and is hereby accorded for making the following amendments in the Articles of Association (AoA) of the Company:

a) **Substitution of word "Miniratna" by "Navratna" in existing Article No. 59(vi) of the Articles of Association (AoA):**

The word "**Miniratna**" shall be substituted with the word "**Navratna**" in Article 59(vi), as produced below:

Existing Article No. 59(vi)	Proposed Article No. 59(vi)
Promotion of wholly or partly owned company(ies) or Subsidiary(ies) including participation in their share capital and entering into partnership and/or arrangements for sharing profits beyond the Miniratna powers, subject to the Government guidelines issued in this regard from time to time..	Promotion of wholly or partly owned company(ies) or Subsidiary(ies) including participation in their share capital and entering into partnership and/or arrangements for sharing profits beyond the Navratna powers, subject to the Government Guidelines issued in this regard from time to time.

b) **Substitution of Article No. 69 (xxvi) (n) of the Articles of Association (AoA):**

The existing Article No. 69 (xxvi) (n) of the Articles of Association (AoA) shall be replaced, as tabled hereunder:

Existing Article No. 69 (xxvi) (n)	Proposed Article No. 69 (xxvi) (n)
To authorise from time to time undertaking of works of capital nature on new projects, modernization, purchase of equipment, etc., involving a capital expenditure of ₹500 crore or net worth of the company whichever is less or as amended from time to time as prescribed by DPE for Mini-Ratna Category-I, CPSEs. Any work of capital nature exceeding the aforesaid financial limits shall be referred to the President for approval and provided that: (i) within any financial year the funds required will be found from the internal resources and within the budget allocation for the project; (ii) the expenditure on such works in subsequent years would be the first call on the respective budget allocations;	To authorize undertaking of works of capital nature on new projects, modernization, purchase of equipment, etc., involving a capital expenditure for an amount which shall not exceed the limits allowed by the Government from time to time as per its guidelines However, while exercising the above powers, following shall be kept in mind: (i) within any financial year the funds required will be found from the internal resources and within the budget allocation for the project; (ii) the expenditure on such works in subsequent years would be the first call on the respective budget allocations;

"RESOLVED FURTHER THAT Chairman and Managing Director, Director (Finance) and Company Secretary be and are/is hereby authorised jointly and/or severally to undertake all such acts, deeds, matters and things including filing of requisite forms and applications with Registrar of Companies, Ministry of Corporates Affairs, or any other statutory authority and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient, for purpose of giving effect to this resolution."

8. To appoint Dr. Sachin Balkrishna Sabnis (DIN: 00702441) as Independent Director of the Company; and, if thought fit, to pass the following resolution(s) as Special Resolution(s), with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article No. 58 (f) of the Articles of Association of the Company, Dr. Sachin Balkrishna Sabnis, (DIN: 00702441), who was appointed as Independent Director, by the President of India vide Ministry of Railways' Order No. 2026/PL/57/16 dated August 13, 2026, and subsequently, in terms of Section 161 of the Companies Act, 2013, appointed as an Additional Director by the Board of Directors with effect from August 13, 2026 to hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation."

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

Sd/-
(Suman Kalra)
Company Secretary & Compliance Officer
Membership No. FCS: 9199

Date: September 4, 2026
Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts concerning the special businesses under Item Nos. 5 to 8 of the notice, is annexed hereto. Further, additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") incuding circulars issued there under and Secretarial Standard- 2 on General Meetings, issued by The Institute of Company Secretaries of India ("ICSI"), are also annexed hereto.

2. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) read with other circulars issued in this regard and Circular(s) issued by SEBI from time to time (collectively referred to as 'Circulars') and other notifications in force and in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015, companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company in being held through VC. The deemed venue for the 27th AGM shall be Registered Office of the Company.

3. In terms of the circulars issued by MCA and SEBI from time to time, 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 can attend the AGM through VC and cast their vote through remote e-voting/ e-voting during the AGM.

4. The Members may join the AGM in the VC/OAVM mode 15 minutes before 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 attending the meeting through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of SEBI Circular dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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.

7. The Company has engaged National Securities Depository Limited ("NSDL") to provide facility for remote e-voting/e-voting, to the Members participating in the 27th AGM through VC/OAVM and voting through electronic voting system. **The remote e-voting period begins on Saturday, September 26, 2026 (09:00 A.M.) and ends on Monday, September 28, 2026 (05:00 P.M). The remote e-voting module shall be disabled by NSDL for voting thereafter**.

8. Please refer to detailed instructions for remote e-voting, attending through VC/OAVM and electronic voting during the AGM, annexed to this Notice.

9. Any person, who is a Member of the Company as on the **Cut-Off date** (i.e. **Tuesday, September 22, 2026**) is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM. 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 cut-off date. 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.com. However, if he / she is already registered with NSDL for remote e-voting/ 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 purpose only.

10. Institutional Shareholders/ 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 registered email address of Member to balikasharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.

11. SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. Post exhausting the options to resolve their grievances directly with the Company/RTA and/or through the SEBI SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal (https://smartodr.in/login).

Members can use this mechanism only after they have lodged their grievance with the Company and SCORES and are not satisfied with the outcome of the redressal.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF ANNUAL REPORT:

12. In line with the said Circulars as referred above, the Notice of the 27th AGM along with Annual Report 2025-26 is being sent only through electronic mode to those members, whose e-mail addresses are registered with the Company, RTA (Alankit Assignment Limited), Depositories and Depository Participants, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Annual Report 2025-26 to those Members who request for the same at investors@irctc.com by mentioning their Folio No./DP ID and Client ID.

13. 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 (NSE) at www.nseindia.com and BSE Limited (BSE) at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

14. Further, in terms of Regulation 36(1)(b) of SEBI (LODR) Regulations, 2015, a letter providing the web-link for accessing the Annual Report, including the exact path, has been sent to those members who have not registered their email address with the Company.

INFORMATION RELATED TO DIVIDEND:

15. The Company has fixed **Tuesday, September 22, 2026** as **'Record Date'** for determining entitlement of members to receive final dividend for the financial year ended March 31, 2026, if approved at the AGM.

16. In terms of the relevant SEBI Circulars, dividend payments are mandated to be made through the Electronic Clearing System (ECS). Therefore, members are requested to update their KYC with their depositories/depository participant (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to enable receipt of dividend directly into their bank account on the payout date.

17. Members may note that the Board of Directors, at its meeting held on May 26, 2026, has recommended a final dividend of ₹0.50 (Rupees Fifty Paise only) per equity share of the face value of ₹ 2 each for the financial year ended March 31, 2026. The **Record Date** for determining the entitlement of Members to receive the final dividend is **Tuesday, September 22, 2026**. The final dividend, if approved by the Members at the AGM, shall be paid within the prescribed timelines under the Companies Act, 2013 to those Members whose names appear in the Register of Members or in the records of the Depositories as on the Record Date.

18. Members holding shares in physical mode are encouraged to opt for and utilize ECS to ensure timely receipt of dividends provided the folio is KYC-compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc. Relevant FAQs have been published by SEBI in this regard which can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf. Further, it is requested to register/ update their complete bank details to receive dividend directly into their bank account:

    i. In case of shares that are held in demat mode, by submitting forms and documents as may be required by the Depository Participant(s); and

    ii. In case of shares that are held in physical mode, by submitting a request in Form ISR-1 and ISR-2 to the RTA i.e. Alankit Assignments Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 or by email to kycupdate@alankit.com from their registered email id.

19. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remains unpaid/unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of which dividend has remained unclaimed for seven (7) consecutive years from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members/claimants are requested to claim their unclaimed dividends from company within stipulated timelines. Members are requested that, unclaimed interim dividend for the financial year 2019-20 may be claimed from the Company before such dividend is transferred to IEPF. The details of such unpaid/unclaimed dividend(s) as well as shares liable to be transferred to the IEPF are hosted on the website of the Company at web link: https://www.irctc.com/dividend.php.

20. In terms of Regulation 40 of SEBI (LODR) Regulations, 2015, any requests for transfer of securities including transmission or transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are requested to dematerialize their physical holding.

COMMUNICATION TO SHAREHOLDERS ON TAX DEDUCTED AT SOURCE (TDS) FOR DIVIDEND DISTRIBUTION

21. Members may note that the Income-tax Act, 2025, ("the IT Act 2025"), mandates that dividend paid or distributed by a Company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS

rate as applicable, members are requested to submit relevant documents to update their KYC details.

22. A detailed notice regarding "Communication w.r.t. Tax Deducted at Source (TDS) on Final Dividend for the financial year 2025-26" has been posted on the website www.irctc.com with web link: https://irctc.com/for-attention-of-shareholders.php. Shareholders are requested to kindly go through the link.

23. As mandated by SEBI, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile specimen signatures. In view of same, the shareholders are requested to submit their PAN, KYC and nomination details in prescribed form ISR-1, ISR-2, and ISR-3 to the Company's RTA, Alankit Assignments Limited. The said forms is also available on the website of the Company at **www.irctc.com** with web link: https://www.irctc.com/assets/images/Mandatory%20Furnishing%20Of%20PAN_15_6_202322.pdf

24. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form (Form SH-13) under Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be.

PROCEDURE FOR INSPECTION OF DOCUMENTS

25. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other relevant documents referred to in the Notice and Explanatory statement will be available for inspection by the Members through electronic mode basis, without payment of any fee from the date of circulation of this notice up to the date of the AGM i.e., Tuesday, September 29, 2026. Members seeking to inspect such documents may send their request to investors@irctc.com from their registered email addresses mentioning their name, Folio numbers/DP ID and Client ID. Inspection shall be provided when it is mutually suitable.

26. 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 7days prior to the date of the AGM and the same will be replied by the Company suitably.

OTHER RELEVANT INSTRUCTIONS OF THE NOTICE:

27. 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.

28. 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.

29. Members are requested to notify immediately any change in their address: (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and (ii) to the Company at its Registered Office or its RTA, Alankit Assignments Limited in respect of their physical shares, if any, quoting their Folio Number.

30. Non-Resident Indian members are requested to inform Company/RTA, regarding: (i) Change in their residential status on return to India for permanent settlement. (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.

31. In terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing one-way live "Webcast" of the proceedings of the Annual General Meeting for shareholders on **Tuesday, September 29, 2026 from 3:00 P.M.**, onwards till conclusion of the AGM. The same may be accessed at Company's website www.irctc.com.

32. Ms. Balika Sharma, Proprietor of M/s Balika Sharma & Associates (Membership No. 4816, C.P. No. 3222), 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 27th AGM, in a fair and transparent manner.

33. The Scrutinizer shall submit his/her report not later than two working days of the conclusion of the AGM to the Chairman of the Company or any person authorized by him and the results shall be declared by the Chairman or any person authorized by him thereafter. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.irctc.com and on the website of NSDL. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

34. 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. The members may authorize the Board to fix an appropriate remuneration of Statutory Auditors to be appointed by C&AG for the financial year 2026-27 as may be deemed fit by the Board. The details of fees paid to the Statutory Auditors during the financial year 2025-26 is provided in the "Report on Corporate Governance".

35. Brief Resume of the Directors seeking re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015, and Secretarial Standards-2 on General Meetings issued by the ICSI, is annexed hereto and forms part of Notice.

36. None of the Directors of the Company is in any way related to each other.

37. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items, except Shri Shivendra Shukla being Government Nominee Director for Item No. 3.

38. Annual listing fee for the year 2026-27 has been paid to the Stock Exchanges wherein shares of the Company are listed. Further, the Annual Custodian Fee for the year 2026-27 has also been paid to both Depositories i.e., CDSL and NSDL.

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

The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 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. Tuesday, September 22, 2026 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 Tuesday, September 22, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz https://eservices.nsdl.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 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	4. 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 (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. 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. 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 user 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.com 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 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.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 balikasharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. 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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

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:

1. 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.

2. 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.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

2. 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 investors@irctc.com. The same will be replied by the company suitably.

6. Shareholders who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** from their registered email address mentioning their name, demat account number/ folio number, mobile number at the Company's email id: agmspeakers@irctc.com on or before, 5:00 P.M. (IST) of **Saturday, September 26, 2026**.

7. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at the Company's email id: agmspeakers@irctc.com. These queries will be replied to by the company suitably by email.

8. 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.

9. Only those shareholders, who will be present in the 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

11. If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-voting system, you can write an email to evoting@nsdl.com or contact at toll free no. 022 - 4886 7000. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India or send an email to evoting@nsdl.com or call toll free no. 022 - 4886 7000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS ITEMS

ITEM NO. 5:

To appoint Shri Navin Kumar Parsuramka (DIN: 11576415), as Government Nominee Director of the Company:

Ministry of Railways, vide its Order No. 2022/PL/57/10 dated 25.02.2026, conveyed that the President of India has approved the appointment of Shri Navin Kumar Parsuramka (DIN: 11576415), Principal Executive Director (Coaching), Railway Board, as a Part-time Government Nominee Director on the Board of Directors of Indian Railway Catering and Tourism Corporation Limited (IRCTC) with immediate effect, till he holds the post of Principal Executive Director (Coaching), Railway Board or further orders whichever is earlier.

Subsequently, the Board of Directors appointed Shri Navin Kumar Parsuramka (DIN: 11576415), as an Additional Director and designated as Government Nominee Director w.e.f. 27.02.2026, in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Shri Navin Kumar Parsuramka as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Companies Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Government Nominee Director of the Company.

The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Shri Navin Kumar Parsuramka is not disqualified from being appointed as a Director, in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/ chairmanship of committees along with other details are provided elsewhere which forms part of this notice.

Save and except, Shri Navin Kumar Parsuramka and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6:

To appoint Shri Rajneesh Narain (DIN: 09759359), as Director (Finance) of the Company:

Ministry of Railways, vide its Order No.2023/E(O)II/40/22 dated 11.06.2026, conveyed that the President of India has approved the appointment of Shri Rajneesh Narain (DIN: 09759359), as Director (Finance) on the Board of Directors of Indian Railway Catering and Tourism Corporation Limited (IRCTC) with effect from the date of his assumption of the post till the date of his superannuation i.e. 30.06.2030 or until further orders, whichever is earlier.

Subsequently, the Board of Directors appointed Shri Rajneesh Narain (DIN: 09759359), as an Additional Director and designated as Director (Finance) w.e.f. 15.06.2026, in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Shri Rajneesh Narain as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Companies Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Finance) of the Company.

The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Shri Rajneesh Narain is not disqualified from being appointed as a Director, in terms of Section 164 of the Act. His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/ chairmanship of committees along with other details are provided elsewhere which forms part of this notice.

Save and except, Shri Rajneesh Narain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the Shareholders.

ITEM NO. 7:

To amend the Articles of Association of the Company:

The Department of Public Enterprises (DPE), Ministry of Finance, Government of India, vide its Office Memorandum dated 3rd March 2025, has granted 'Navratna' status to Indian Railway Catering and Tourism Corporation Limited. (IRCTC), a Central Public Sector Enterprise under the administrative control of Ministry of Railways.

The conferment of Navratna status provides the Board of Directors of the Company with enhanced financial and operational autonomy, subject to compliance with the conditions and guidelines laid down in DPE's O.M. No. DPE/11(2)/97-FIN dated 22nd July 1997, read with O.M. No. 18(24)/2003-GM-GL-64 dated 5th August 2005 and other applicable instructions issued from time to time.

With the up-gradation of the status to Navratna and in view of enhanced financial and operational autonomy, the Board of Directors, at its meeting held on 28th May 2025, approved the amendments in the Articles of Association of the Company wherever required, subject to the approval of the Administrative Ministry [i.e., Ministry of Railways (MoR)] and Shareholders of the Company.

The Ministry of Railways vide its Order dated 08th September, 2025 has accorded its approval for the proposed amendments in the Articles of Association of the Company.

The details of the Articles proposed to be amended are provided as below:

a) **Substitution of word "Miniratna" by "Navratna" in Article No. 59(vi) of the Articles of Association (AOA):**

The word "**Miniratna**" shall be substituted with the word "**Navratna**" in Article 59(vi), so that the revised article reads as:

Promotion of wholly or partly owned company(ies) or Subsidiary(ies) including participation in their share capital and entering into partnership and/or arrangements for sharing profits beyond the Navratna powers, subject to the Government Guidelines issued in this regard from time to time.

b) **Substitution of Article No. 69 (xxvi) (n) of the Articles of Association (AOA):**

The existing Article No. 69 (xxvi) (n) of the Articles of Association (AOA) shall be replaced, as tabled hereunder:

Existing Article	Proposed Article
To authorise from time to time undertaking of works of capital nature on new projects, modernization, purchase of equipment, etc., involving a capital expenditure of ₹500 crore or net worth of the company whichever is less or as amended from time to time as prescribed by DPE for Mini-Ratna Category-I, CPSEs. Any work of capital nature exceeding the aforesaid financial limits shall be referred to the President for approval and provided that:	To authorize undertaking of works of capital nature on new projects, modernization, purchase of equipment, etc., involving a capital expenditure for an amount which shall not exceed the limits allowed by the Government from time to time as per its guidelines: However, while exercising the above powers, following shall be kept in mind:
(i) within any financial year the funds required will be found from the internal resources and within the budget allocation for the project;	within any financial year the funds required will be found from the internal resources and within the budget allocation for the project;
(ii) the expenditure on such works in subsequent years would be the first call on the respective budget allocations;	the expenditure on such works in subsequent years would be the first call on the respective budgets allocations.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the notice for approval by the shareholders.

ITEM NO. 8:

To appoint Dr. Sachin Balkrishna Sabnis (DIN: 00702441) as Independent Director of the Company:

Ministry of Railways, vide its Order No. 2026/PL/57/16 dated 13th August 2026, conveyed that the President of India has approved the appointment of Dr. Sachin Balkrishna Sabnis (DIN: 00702441, as Independent Director on the Board of Indian Railway Catering and Tourism Corporation Limited (IRCTC) for a period of three years with immediate effect or until further orders, whichever is earlier.

Subsequently, the Board of Directors had confirmed the appointment of Dr. Sachin Balkrishna Sabnis (DIN: 00702441), Independent Director of the Company as an Additional Director w.e.f. August 13, 2026 in terms of Section 161 of the Companies Act, 2013 till the date of the next AGM.

As the tenure of Dr. Sachin Balkrishna Sabnis as an Additional Director is due to expire at the AGM, pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Independent Director of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from a member proposing his candidature for the office of a director of the Company. Dr. Sachin Balkrishna Sabnis is not disqualified from being appointed as a Director, in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except; Dr. Sachin Balkrishna Sabnis and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the notice for approval by the shareholders.

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

Sd/-
(Suman Kalra)
Company Secretary & Compliance Officer
Membership No. FCS: 9199

Date: September 4, 2026
Place: New Delhi

Registered Office:
4th Floor, Tower-D, World Trade Centre,
Nauroji Nagar, New Delhi-110029, India

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

Name	Shri Shivendra Shukla	Shri Navin Kumar Parsuramka	Shri Rajneesh Narain	Dr. Sachin Balkrishna Sabnis
DIN	10765384	11576415	09759359	00702441
Appointment/ Re-appointment	Appointment as Government Nominee Director	Appointment as Government Nominee Director	Appointment as Director (Finance)	Appointment as Independent Director
Date of Birth & Age	15/09/1973 & 52 years	04/12/1969 & 56 years	24/06/1970 & 56 years	16/02/1972 & 54 years
Date of first Appointment to the Board	03/09/2024	27/02/2026	15/06/2026	13/08/2026
Qualification	Indian Railway Traffic Services (IRTS)	Indian Railway Traffic Services (IRTS)	MBA (Finance)	Ph.D., B.E (Mechanical)
Brief Resume including expertise in specific functional area	Shri Shivendra Shukla, a distinguished Indian Railway Traffic Services (IRTS) officer of the 1998 batch, assumed the charge of Executive Director - Passenger Marketing on July 10, 2024. With an illustrious career spanning over 25 years in Indian Railways, he brings a wealth of experience and expertise to the IRCTC Board of Directors. Shri Shukla holds a B. Tech and M. Tech from Indian Institute of Technology (IIT), Kanpur, and a Post Graduate Programme in Public Policy Management (PGPPM) from Indian Institute of Management (IIM), Ahmedabad. Throughout his career, he has held various leadership positions across multiple railways, including North Eastern Railway, East Central Railway, North Central Railway, Northern Railway, and Indian Railways Institute of Transportation Management (IRITM). His diverse experience spans operations, commercial, vigilance, FOIS, human resource development, and general management.	Shri Navin Kumar Parsuramka, an Indian Railway Traffic Service (IRTS) officer of 1992 batch, is presently serving as Principal Executive Director (Coaching), Ministry of Railways. With over 30 years of experience in Indian Railways, he has held key leadership positions including Executive Director (Rates), Divisional Railway Manager, Ajmer, and Additional Divisional Railway Manager (Operations), Delhi Division. He has led several transformational initiatives through process re-engineering, technology integration, and innovative human resource management practices. As Principal Executive Director (Coaching), he led the national operation plan for Mahakumbh 2025 managing over 17,000 passenger trains that carried more than 4.5 crore passengers with focus on punctuality safety and comfort. As Executive Director (Rates), he implemented key policy reforms to simplify and rationalize freight rate structures improving transparency efficiency and business friendliness.	Shri Rajneesh Narain, Master of Business Administration (Finance), is having more than thirty years of experience in the Coal Industry. Prior to his appointment as Director (Finance) in IRCTC, Shri Narain held the charge of Director (Finance) of Northern Coalfields Limited (NCL). Apart from standardising financial operations and establishing prudent systems, he successfully negotiated with customers in reducing debtors, improving treasury management systems and cost control measures, resulting in YoY growth in profits and profitability of NCL to ever highest levels. He was also a part of delegation of Ministry of Coal for exploring lithium mines in Chille in the year 2024.	Dr. Sachin B. Sabnis, born on 16th February 1972, is a first generation entrepreneur and industrialist with over three decades of experience in the engineering and manufacturing sector. He completed his schooling at St. Paul's High School and graduated in Mechanical Engineering from K.L.E. College of Engineering, Belagavi, Karnataka, in 1993. Dr. Sabnis is Director in Lub E-mart Advanced Platform Foundation and Founder & MD of Belgaum Ferrocast (India) Pvt. Ltd. As the Managing Director, he has played a pivotal role in the company's growth, technological advancement, customer development and expansion into domestic and international markets.

Name	Shri Shivendra Shukla	Shri Navin Kumar Parsuramka	Shri Rajneesh Narain	Dr. Sachin Balkrishna Sabnis
Brief Resume including expertise in specific functional area	Before assuming his current role, Shri Shukla served as Additional Divisional Railway Manager, Lucknow (Northern Railway).	As Divisional Railway Manager Ajmer, he led about 10,000 employees achieving record operational results including completion of major works like doubling gauge conversion electrification and 150 km of track renewal improving safety and efficiency, elimination of level crossings and introduction of electric traction, which made operations safer cleaner and more economical. As Additional Divisional Railway Manager Operations Delhi Division, he strengthened operations through better coordination system reforms and modernization, improving reliability and efficiency across one of the busiest railway divisions in the country. Shri Parsuramka is widely recognized for driving operational excellence, policy reform, and large-scale infrastructure execution in Indian Railways.	Having started his career in South Eastern Coalfields Limited (SECL), a subsidiary company of Coal India Limited (CIL), he headed the corporate accounts team of South Eastern Coalfields Limited, apart from handling other crucial responsibilities including business diversification. During his tenure in SECL, he has given strength to the company while holding different key positions in accounting and taxation, fund management, contract management, budgetary control etc. He has also worked as Chief Financial Officer (CFO) of Chhattisgarh East Railway Limited (CERL) / Chhattisgarh East West Railway Limited (CEWRL), the subsidiary companies of SECL for 6 years. Shri Narain is a keen financial analyst, strategic thinker and has strong skills in negotiation, stakeholder management, Team Building and Mentoring.	Dr. Sabnis has also made significant contributions through his association with various Government institutions and national-level bodies including nomination to Central Board of Trustees, Employees' Provident Fund Organisation (EPFO) and to the Board of Governors of the National Institute of Advanced Manufacturing Technologies (NIAMT), Ranchi. Dr. Sabnis has been actively associated with industry bodies, professional organisations and social institutions, including Laghu Udyog Bharati, Belgaum Foundry Cluster, & Belgaum Chamber of Commerce & Industries, etc.
Terms and Conditions of appointment	As per terms and conditions determined by the President of India from time to time	As per terms and conditions determined by the President of India from time to time	As per terms and conditions determined by the President of India from time to time	As per terms and conditions determined by the President of India from time to time.
Disclosure of relationships between directors inter-se	NIL	NIL	NIL	NIL
Directorship in other Companies	NIL	NIL	NIL	2
Names of other entities in which the person is Member/ Chairman of Committees	NIL	NIL	NIL	NIL

Name	Shri Shivendra Shukla	Shri Navin Kumar Parsuramka	Shri Rajneesh Narain	Dr. Sachin Balkrishna Sabnis
Number of Board meetings attended during the FY 25-26	7/9	1/1	NA	NA
Number of Committee meetings attended during the FY 25-26	1/2	NIL	NA	NA
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL
Shareholding	NIL	NIL	100 shares	NIL

INFORMATION AT A GLANCE:

Particulars	Details
Time and date of AGM	3:00 P.M. (IST) Tuesday, September 29, 2026
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Webcasts and transcript	https://irctc.com/27th-agm.php
Record date for the purpose of dividend	Tuesday, September 22, 2026
Dividend payment date	On or before October 29, 2026
Information of tax on dividend	https://irctc.com/for-attention-of-shareholders.php
Cut-off date for e-voting	Tuesday, September 22, 2026
E-voting start date and time	Saturday, September 26, 2026, 9:00 A.M. (IST)
E-voting end date and time	Monday, September 28, 2026, 5:00 P.M. (IST)
E-voting website of NSDL	www.evoting@nsdl.com
Name, Address and Contact details of e-voting service provider	**Contact name:** Ms. Pallavi Mhatre, Deputy Vice President National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India **Contact details:** Email ID: evoting@nsdl.com Contact number: 022 - 4886 7000
Name, Address and Contact details of RTA	**Alankit Assignments Limited,** Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110055 Contact No: 072900 66301
Name, Address and Contact details of Scrutinizer:	**Ms. Balika Sharma** Proprietor, M/s Balika Sharma & Associates Practicing Company Secretary Flat No. 211, Pocket-A/3, Sector-7, Rohini,New Delhi -110085 Contact No.:011-27931217