

Summary of Proceedings of the 122nd Annual General Meeting

The 122nd Annual General Meeting ('AGM') of the Members of The Indian Hotels Company Limited was held on Friday, June 16, 2023 at 3:00 pm (IST) and concluded at 5:27 p.m. The Meeting was held via Two-way Video Conferencing (VC) in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Mr. N Chandrasekaran, Chairman of the Board, chaired the Meeting in terms of Article 96 of the Articles of Association of the Company from Mumbai. After declaring the requisite quorum to be present, the Chairman called the meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable. The details of authorized representations received from corporate shareholders were informed to the Members.

All the Directors attended the Meeting through video conferencing including Mr. Nasser Munjee, Chairperson of the Audit Committee and Risk Management Committee, Mr. Venkataramanan Anantharaman, Chairperson of the Stakeholders' Relationship Committee and Corporate Social Responsibility and Sustainability (ESG) Committee and Ms. Hema Ravichandar, Chairperson of the Nomination and Remuneration Committee. Mr. Puneet Chhatwal – Managing Director & CEO, Mr. Giridhar Sanjeevi – Executive Vice President & CFO and Mr. Beejal Desai – Executive Vice President, Corporate Affairs & Company Secretary (Group) attended the Meeting through Video Conference from a common location at Mumbai.

The representatives of BSR & Co. LLP, Statutory Auditors, Neville Daroga & Associates, Secretarial Auditors and the Scrutinizer, were also present at the Meeting through VC.

With the consent of the Shareholders, the Notice convening the AGM was taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications.

The Chairman made his opening remarks by providing a brief overview of the macro-economic scenario and the Company's outstanding financial performance on Standalone and Consolidated basis for FY 2022-23. He commended the Management's efforts in achieving an Industry leading growth attributable to an effective execution of the Company's strategic roadmap. He also highlighted the key milestones achieved during the year along with the multiple initiatives launched under its ESG+ framework, Paathya. The Chairman elaborated on the future outlook and the Company's keen focus on responsible profitable growth.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-Voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-Voting.

The Chairman informed the Members that Mr. Khushroo K. Driver - Advocate High Court (Registration No: OS-811), was appointed as the Scrutinizer by the Board to scrutinize the votes cast during the Meeting and through remote e-Voting, in a fair and transparent manner.

The Chairman announced that the e-Voting facility was open and the following resolutions set out in the Notice convening the AGM were put to vote by remote e-Voting before/ during the Meeting:

The following items of business were transacted at the Meeting:

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	Remote e-Voting before/during the AGM
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.	Ordinary	
3.	To declare a dividend on Equity Shares for the financial year ended March 31, 2023.	Ordinary	
4.	To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	
5.	Change in place of keeping Registers and Records.	Special	

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman then responded to all the queries raised and clarifications sought by the Members.

The Chairman authorized Mr. Beejal Desai, Executive Vice President – Corporate Affairs & Company Secretary (Group) to carry out the e-Voting process and conclude the Meeting.

He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results.

He informed the Members that the combined results of the remote e-voting before as well as during the AGM would be announced within the stipulated time frame and the results along with Scrutinizer's Report would be intimated to the Stock Exchange in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL, respectively.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-Voting process the Company Secretary declared the Meeting concluded.

The Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted in due course.

Yours sincerely,

Beejal Desai
Executive Vice President
Corporate Affairs & Company Secretary (Group)

122nd Annual General Meeting Voting Results	
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	
Date of Annual General Meeting	Friday, June 16, 2023
Total number of shareholders on record date	As of cut-off date i.e. Friday, June 9, 2023: 4,55,894
No. of shareholders present in the meeting either in person or through proxy	As the meeting was conducted through VC/OAVM, there was no physical attendance of any member, nor any provision for appointment of proxy.
No. of shareholders attended the meeting through video conferencing:	
a) Promoters and Promoter group	17
b) Public	95
No. of resolution passed in the meeting	5 Resolution-wise details of voting results attached

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THE INDIAN HOTELS COMPANY LIMITED

CORP Office: 9th Floor, Express Towers, Barrister Rajni Patel Marg, Nariman Point, Mumbai 400 021, Maharashtra, India
 REGD Office: Mandlik House, Mandlik Road, Mumbai 400 001, Maharashtra, India

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		542425341	542425341	100.0000	542425341	0	100.0000
Public- Institutions	E-Voting	654161487	527678131	80.6648	527678131	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		654161487	527678131	80.6648	527678131	0	100.0000
Public- Non Institutions	E-Voting	223813514	30629431	13.6852	30629174	257	99.9992	0.0008
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		223813514	30629431	13.6852	30629174	257	99.9992
Total		1420400342	1100732903	77.4946	1100732646	257	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		542425341	542425341	100.0000	542425341	0	100.0000
Public- Institutions	E-Voting	654161487	527678131	80.6648	527678131	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		654161487	527678131	80.6648	527678131	0	100.0000
Public- Non Institutions	E-Voting	223813514	30629223	13.6852	30628909	314	99.9990	0.0010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		223813514	30629223	13.6852	30628909	314	99.9990
Total		1420400342	1100732695	77.4945	1100732381	314	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare a dividend on Equity Shares for the financial year ended March 31, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		542425341	542425341	100.0000	542425341	0	100.0000
Public- Institutions	E-Voting	654161487	528938577	80.8575	528938577	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		654161487	528938577	80.8575	528938577	0	100.0000
Public- Non Institutions	E-Voting	223813514	30629300	13.6852	30629152	148	99.9995	0.0005
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		223813514	30629300	13.6852	30629152	148	99.9995
Total		1420400342	1101993218	77.5833	1101993070	148	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863) who retires by rotation and, being eligible, offers himself for re-appointment.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		542425341	542425341	100.0000	542425341	0	100.0000
Public- Institutions	E-Voting	654161487	528865771	80.8464	423757721	105108050	80.1258	19.8742
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		654161487	528865771	80.8464	423757721	105108050	80.1258
Public- Non Institutions	E-Voting	223813514	30629233	13.6852	30623591	5642	99.9816	0.0184
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		223813514	30629233	13.6852	30623591	5642	99.9816
Total		1420400342	1101920345	77.5782	996806653	105113692	90.4609	9.5391
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Change in place of keeping Registers and Records				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		542425341	542425341	100.0000	542425341	0	100.0000
Public- Institutions	E-Voting	654161487	528865773	80.8464	528865773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		654161487	528865773	80.8464	528865773	0	100.0000
Public- Non Institutions	E-Voting	223813514	30629406	13.6852	30607497	21909	99.9285	0.0715
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		223813514	30629406	13.6852	30607497	21909	99.9285
Total		1420400342	1101920520	77.5782	1101898611	21909	99.9980	0.0020
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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REPORT OF SCRUTINIZER
FORM NO. MGT-13

[Pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,
Mr. N. Chandrasekaran
Chairman
The Indian Hotels Company Limited
Mandlik House, Mandlik Road,
Colaba, Mumbai- 400001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 at the 122nd Annual General Meeting of The Indian Hotels Company Limited, held on Friday, June 16, 2023, 3.00 p.m. IST through Video Conferencing

I, Khushroo K. Driver, Advocate High Court (Reg. No. OS-811), have been appointed as the Scrutinizer by the Board of Directors of The Indian Hotels Company Limited (CIN: L74999MH1902PLC000183), pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote e-Voting before and during the 122nd Annual General Meeting ("Meeting" or "AGM") of The Indian Hotels Company Limited, held on Friday, June 16, 2023 at 3.00 p.m. (IST) through Video Conferencing.

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17 / 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars"), has permitted the holding of the AGM through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.



In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 122nd AGM of the Company was held through VC on Friday, June 16, 2023 at 3.00 p.m. (IST).

The Company had availed the e-Voting facility offered by National Securities Depository Limited for conducting remote e-Voting by the Shareholders of the Company.

Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, June 9, 2023, were allowed to cast their vote either by remote e-Voting before or during the meeting. The remote e-Voting period commenced on Tuesday, June 13, 2023 at 9.00 a.m. (IST) and ended on Thursday, June 15, 2023 at 5.00 p.m. (IST).

The Members who were present at the Meeting by VC but had not cast their votes by availing the remote e-voting facility, were allowed to vote electronically during the Meeting.

After the e-voting was concluded through VC, the electronic votes cast were unlocked by me in the presence of two witnesses who were not in the employment of the Company. Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions:

Resolution No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

i. **Voted In favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1509	1100732646	100.00

ii. **Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
6	257	0.00



iii. **Invalid votes:**

Number of Members voted electronically	Number of votes cast by them
Nil	Nil

Resolution No. 2 – Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.

i. **Voted In favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1505	1100732381	100.00

ii. **Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
7	314	0.00

iii. **Invalid votes:**

Number of Members voted electronically	Number of votes cast by them
Nil	Nil

Resolution No. 3 – Ordinary Resolution

To declare a dividend on Equity Shares for the Financial Year ended March 31, 2023.

i. **Voted In favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1510	1101993070	100.00



ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
5	148	0.00

iii. Invalid votes:

Number of Members voted electronically	Number of votes cast by them
Nil	Nil

Resolution No. 4- Ordinary Resolution

To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863) who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of Members voted electronically.	Number of votes cast by them	% of total number of valid votes cast
1177	996806653	90.46

ii. Voted against the resolution:

Number of Members voted electronically.	Number of votes cast by them	% of total number of valid votes cast
349	105113692	9.54

iii. Invalid votes:

Number of Members voted electronically.	Number of votes cast by them
Nil	Nil



Resolution No. 5 – Special Resolution

Change in place of keeping Registers and Records:

i. Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1494	1101898611	100.00

ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
20	21909	0.00

iii. Invalid votes:

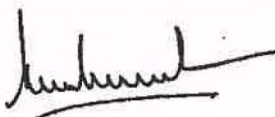
Number of Members voted electronically	Number of votes cast by them
Nil	Nil

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thank you,

Yours faithfully,

For: Khushroo Driver & Co.



(Khushroo K. Driver)
Advocate High Court



For THE INDIAN HOTELS CO. LTD.


BEEJAL DESAI
Executive Vice President
Corporate Affairs & Company Secretary (Group)



Place: Mumbai

Date: June 16, 2023

THE INDIAN HOTELS COMPANY LIMITED - Summary of e-voting -AGM - 16.06.2023

Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on Friday, June 16, 2023.

Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.	1100732646	100	257	0.00	1100732903	100	-	-	1100732903
	Total No. of Shares on voting	1100732646	100	257	0.00	1100732903	100	-	-	1100732903
Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.	1100732381	100	314	0.00	1100732695	100	-	-	1100732695
	Total No. of Shares on voting	1100732381	100	314	0.00	1100732695	100	-	-	1100732695
Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
3.	To declare a dividend on Equity Shares for the Financial Year ended March 31, 2023.	1101993070	100	148	0.00	1101993218	100	-	-	1101993218



	Total No. of Shares on voting	1101993070	100	148	0.00	1101993218	100	-	-	1101993218
Resol ution No.	Resolution	Assent	%	Dissent	%	Total	%	Inv alid	%	Total Votes Cast
4.	To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863) who retires by rotation and, being eligible, offers himself for re-appointment.	996806653	90.46	105113692	9.54	1101920345	100	-	-	1101920345
	Total No. of Shares on voting	996806653	90.46	105113692	9.54	1101920345	100	-	-	1101920345
Resol ution No.	Resolution	Assent	%	Dissent	%	Total	%	Inv alid	%	Total Votes Cast
5.	Change in place of keeping Registers and Records.	1101898611	100	21909	0.00	1101920520	100	-	-	1101920520
	Total No. of Shares on voting	1101898611	100	21909	0.00	1101920520	100	-	-	1101920520

