

## NOTICE

NOTICE is hereby given that the HUNDRED AND EIGHTEENTH (118<sup>th</sup>) ANNUAL GENERAL MEETING of THE INDIAN HOTELS COMPANY LIMITED will be held on Thursday, June 20, 2019, at 3.00 p.m. at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine lines, Mumbai 400 020, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the Financial Year ended March 31, 2019.
4. To appoint a Director in place of Mr. Puneet Chhatwal (DIN: 07624616) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. Venu Srinivasan as a Director of the Company.

To consider and if, thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Venu Srinivasan (DIN: 00051523) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 10, 2018 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013, (‘the Act’) and Article 132 of the Articles of Association of the Company, but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### 6. Appointment of Mr. Mehernosh Kapadia as a Director of the Company.

To consider and if, thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Mehernosh Kapadia (DIN: 00050530) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 10, 2018 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013, (‘the Act’) and Article 132 of the Articles of Association of the Company but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### 7. Commission to Non-Executive Directors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Executive Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year commencing on or after April 1, 2019.”

### NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), in regard to the business as set out in Item Nos. 5 to 7 above and the relevant details of the Directors seeking re-appointment/ appointment as set out in Item Nos. 4 to 6 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.
8. Transfer of Unclaimed / Unpaid dividend to the Investor Education and Protection Fund (IEPF): In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended March 31, 2011 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website at <https://www.ihcltata.com/investors/> and on the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting ('AGM') pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members, Proxies and Autorised representatives are requested to bring the duly completed attendance slip enclosed herewith to attend the AGM.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, June 14, 2019 to Thursday, June 20, 2019, both days inclusive, for payment of dividend, if approved at the AGM.
7. The Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after June 28, 2019, to the Members whose names appear on the Company's Register of Members on Thursday, June 13, 2019, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before Thursday, June 13, 2019. As regards shares held in electronic form, the dividend will be payable to the 'beneficial owners' of the shares whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as at the close of business hours on Thursday, June 13, 2019.

It may be noted that unclaimed dividend for the financial year 2011-12 declared on August 3, 2012 is due to be transferred to the IEPF by September 2019. The same can, however, be claimed by the Members by August 2019. Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2012 may forward their claims to the Company's Registrar and Share Transfer Agents before they are due to be transferred to the IEPF, details of which are given in the Corporate Governance Report. In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2011 and remained unpaid or unclaimed were transferred to the IEPF. The Company has sent notices to all such Members in this regard and thereafter transferred the shares to the IEPF during Financial Year 2018-19.

The details of such shares transferred is available on the Company's website at <https://www.ihcltata.com/investors/>. The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/ Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the IEPF Authority

from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

9. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants ('DPs').
10. Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their DPs with whom they are maintaining their dematerialized accounts. Moreover SEBI vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated all listed companies to update the PAN and Bank Account details of their security holders holding shares in physical form who have not updated their PAN and Bank Account Details by March 31, 2019. In view of the same the Company has sent notices to Members holding shares in physical form to submit their PAN and Bank Account Details to the Company along with the proof thereof.
11. SEBI vide notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, has amended Regulation 40 of Listing Regulations, mandating transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) which shall be effective April 1, 2019. Accordingly requests for transfer of securities of listed entities shall not be processed unless the securities are held in the dematerialized form with depositories. In view of the same Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. Non-Resident Indian members are requested to inform the Company or their respective DP's immediately of: a) Change in their residential status on return to India for permanent settlement; b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the said details to the Company and to the respective DP's in case the shares held by them are in dematerialized form.
15. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their DP's only and not to the Company. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company provide efficient and better service to the Members. In case of Members holding shares in physical form, such information is required to be provided to the Company. A form for capturing the above details is annexed hereto for use by the Members. Members' Referencer giving guidance on securities related matters is put on the Company's website and can be accessed at <https://www.ihcltata.com/investors/>.
16. The Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the AGM along with indication of prominent landmark are annexed hereto.
17. To support the "Green Initiative" announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company / DP's unless the Member

has specifically requested for a hard copy of the same. The Members who are desirous of receiving the full Annual Report may write to the Company for a copy of the same. **MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESSES WITH COMPANY /DEPOSITORIES ARE REQUESTED TO CONTRIBUTE TO THE GREEN INITIATIVE BY REGISTERING THEIR EMAIL ADDRESS, FOR RECEIVING ALL FUTURE COMMUNICATIONS THROUGH E-MAIL.** Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website at <https://www.ihcltata.com/investors/>.

18. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM and also at the venue of the AGM.

19. The Members are requested to note that the Company is pleased to provide a Webcast Facility to view one way live streaming of the AGM for the convenience of those Members who are unable to attend the AGM due to locational constraints. The Members will be able to view the live AGM proceedings which will be hosted on NSDL's e-voting Web Portal, on the following link <https://www.evoting.nsdl.com>.

Members who are unable to attend the Meeting in person may use this facility by using the same login credentials as provided for remote e-voting. Members at the AGM day and time will login through their user ID and password on to the e-voting website. The link will be available in Member login where the EVEN of Company will be displayed. On clicking this link, the Member will be able to view the webcasting of the AGM proceedings. The Webcast facility will be available on June 20, 2019 from 3.00 p.m. onwards till the conclusion of the AGM.

## 20. Voting through electronic means

A. In compliance with the provisions of Section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means either by (a) remote e-voting (by using the electronic voting system provided by NSDL as explained at 'Para D' herein below) or (b) Electronically at the AGM venue. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- B. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on June 13, 2019 ('the cut-off date'), shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting / voting through electronic ballot at the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- C. The Members can opt for only one mode of voting i.e. either by remote e-voting or electronic ballot at the AGM. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM through electronic ballot. The Members who have cast their vote by remote e-voting are eligible to attend the AGM but shall not be entitled to cast their vote again.

## D. INSTURCTIONS FOR REMOTE E-VOTING

Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and may cast their vote by remote e-voting or at the AGM.

The remote e-voting period commences on Saturday, June 15, 2019 (9:00 a.m. IST) and ends on Wednesday, June 19, 2019 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting consists of 'Two Steps' as mentioned below:

**Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-voting system.**

### Details on Step 1 is mentioned below:

How to Log-in to NSDL e-voting website?

1. Access the e-voting website of NSDL: Open the internet 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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:

- a) If you are already registered for e-voting, then you can use 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 enter the 'initial password' and the system will prompt 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. Open the email sent to you by NSDL and access the attached PDF file viz. "remote e-voting.pdf" 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, your 'initial password' is communicated to you on your postal address.

6. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. Shareholders who forgot the User Details / Password can access the e-voting by following the below mentioned instructions:
  - 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](http://www.evoting.nsdl.com).
  - b) '[Physical User Reset Password?](#)' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.



2. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
  3. Select 'EVEN' of The Indian Hotels Company Limited.
  4. Now you are ready for e-voting as the Voting page opens.
  5. 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.
  6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
4. Mr. Khushroo K Driver- Advocate High Court (Reg no :OS-8111)has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner.
  5. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  6. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ihcltata.com](http://www.ihcltata.com) and on the website of NSDL immediately after the results are declared. The Company shall simultaneously forward the results to The BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office & the Corporate Office of the Company.
  7. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. June 20, 2019.

#### General Instructions 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 sending an e-mail to [kkdlegal@gmail.com](mailto:kkdlegal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**By Order of the Board of Directors**

**Beejal Desai**  
**Senior Vice President – Legal and Company Secretary**

Mumbai, April 30, 2019

**Registered Office:**

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Mandlik Road,  
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Tel.: 022 66395515 Fax: 022 22027442

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Website: [www.ihcltata.com](http://www.ihcltata.com)

## EXPLANATORY STATEMENT

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), given hereunder sets out all the material facts relating to the Special Business mentioned at Item Nos. 5 to 7 of the accompanying Notice dated April 30, 2019.

### Item No. 5

2. Based on the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('Board') appointed Mr. Venu Srinivasan as an Additional Director of the Company with effect from August 10, 2018 under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Company's Articles of Association.

3. In terms of Section 161(1) of the Act, Mr. Srinivasan holds office only upto the date of the forthcoming Annual General Meeting ('AGM') but is eligible for appointment as Director, whose office shall be liable to retire by rotation. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Srinivasan's appointment as a Director.

4. Mr. Venu Srinivasan is a director on the board of Tata Sons Pvt Ltd and the Chairman of Sundaram-Clayton and TVS Motor Company, one of the largest two-wheeler manufacturers in India. He has held various important positions in the Indian industry such as Chairman - National Safety Council, Government of India; President - Confederation of Indian Industries for 2009/10; and President - Society of Indian Automobile Manufacturers from 1999/2001. For his contribution to leadership and management, Mr. Srinivasan was conferred with the JRD Tata Corporate Leadership Award by the All India Management Association and the Jamsetji Tata Lifetime Achievement Award by the Indian Society for Quality. He was also bestowed with The 'Padma Shri' award in 2010 by the President of India, for his valuable and outstanding contributions in the field of trade and industry. Mr. Srinivasan is also the Managing Trustee of the Srinivasan Services Trust which is engaged in the transformation and empowerment of over 3,000 villages in rural India, impacting over 1.6 million people. He is also Vice Chairman / trustee in various Tata trusts.

5. Mr Srinivasan has an Engineering degree from the College of Engineering, Chennai and a Master's degree in Management from Purdue University, USA. In recognition of his contribution to management, he was conferred with 'Doctor of Management' by his alma-mater, Purdue University in 2014.

6. The Board commends the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

7. Other than Mr. Srinivasan and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the accompanying Notice.

8. Mr. Srinivasan is not related to any other Director or KMP of the Company.

### Item No. 6

9. Based on the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('Board') appointed Mr. Mehernosh Kapadia as an Additional Director of the Company with effect from August 10, 2018 under Section 161(1) of the Act and Article 132 of the Company's Articles of Association.

10. In terms of Section 161(1) of the Act, Mr. Kapadia holds office only upto the date of the forthcoming AGM but is eligible for appointment as Director, whose office shall be liable to retire by rotation. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Kapadia's appointment as a Director.

11. Mr. Kapadia joined the Company in 1977 and has served the Taj Group of hotels in a variety of managerial positions for over 41 years and has considerable experience in handling various issues with the Central and State Governments and Municipal Authorities. Mr. Kapadia has been instrumental for planning and executing the growth strategy for Taj SATS Air Catering Ltd., (a subsidiary of IHCL) a role which helped him develop and hone his leadership and business acumen skills. Thereafter, he was appointed as the Managing Director of Taj SATS Air Catering Ltd. in October, 2001, a role which he dutifully and meritoriously carried out until 2011. Known for his vast network, Mr. Kapadia thereafter served as the Executive Director - Corporate Affairs of the Company from August 2011 upto his retirement in May 2018. During his time on the Board, Mr. Kapadia provided the organization with invaluable support and to draw upon his counsel across a wide array of situations he was appointed as a Non-Executive Director on August 10, 2018.

12. Mr. Kapadia holds a Diploma in Travel management, he is also the Chairman of Taj Air Limited - a leading charter aviation brand and Vice Chairman of TajSats Air Catering Limited - India's top air caterer. Today, as the Non-Executive Director and a Board Member on several other Companies of Tata Group, he continues to work closely with senior leadership.
13. The Board commends the Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.
14. Other than Mr. Kapadia and his relatives, none of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.
15. Mr. Kapadia is not related to any other Director or KMP of the Company.

#### Item No. 7

16. Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of Members. Regulation 17(6)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of Members in general meeting.
17. The Members of the Company, at the 113th Annual General Meeting held on August 27, 2014, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one percent per annum of the net profits of the Company for each year for a period of five years commencing from April 1, 2014 till March 31, 2019.
18. Since the validity of the earlier resolution passed by the Members expired in Financial Year 2019, approval is sought from Members for renewal of the resolution from April 1, 2019.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

19. The Board commends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.
20. Other than the Non-Executive Directors of the Company and their relatives, none of the Executive Directors (i.e. presently the Managing Director and CEO) and KMP of the Company or their respective relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

**By Order of the Board of Directors**

**Beejal Desai**  
**Senior Vice President – Legal and Company Secretary**

Mumbai, April 30, 2019

**Registered Office:**

Mandlik House,  
Mandlik Road,  
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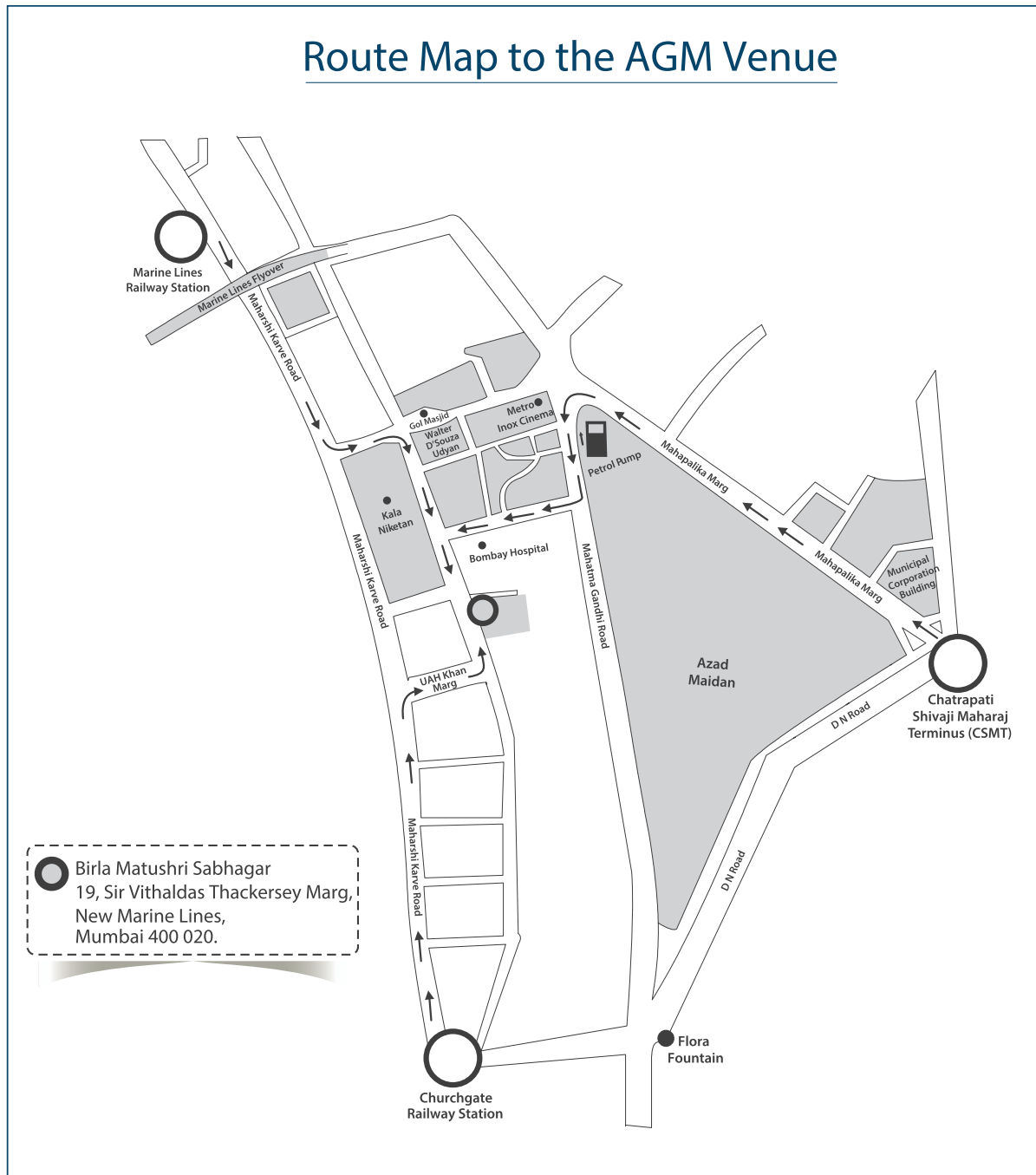


## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY

(Pursuant to the Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of Director	Mr. Puneet Chhatwal	Mr. Venu Srinivasan	Mr. Mehernosh Kapadia
Age	55	66	66
Date of Birth	April 16, 1964	December 11, 1952	May 22, 1953
Date of First Appointment	November 6, 2017	August 10, 2018	August 10, 2011
Experience & Expertise in specific functional areas/ brief resume	<p>Mr. Chhatwal is a hospitality industry veteran, with an experience of over three decades. He was previously the Chief Executive Officer of Deutsche Hospitality/Steigenberger Hotels AG. He has been in senior international leadership roles for almost 20 years. He is perceived as a recognised team builder focusing on relationships, people and teams. He is credited with having a detailed understanding of board function in minority and sliver equity partnerships, joint ventures or other partnerships. Mr. Chhatwal has won several awards including the prestigious Carlson Fellowship and was rated as one of Europe's 20 extraordinary minds in Sales, Marketing and Technology - HSMAI European Awards 2014. He was also the First Alumni included in the ESSEC-IMHI Hall of Honor 2014. During Mr. Chhatwal's tenure, Steigenberger Hotels AG was accredited amongst Germany's Superbrands (among top 50 brands) and was the winner of 2016 Grand Prix for the most progressive company at Worldwide Hospitality Awards in Paris besides being chosen as the Best Employer and Service Champion for five years in a row.</p>	<p>Mr. Srinivasan is the Chairman and Managing Director of Sundaram -Clayton Limited and TVS Motor Company Limited, one of the largest two-wheeler manufacturers in India. He has held various important positions in the Indian Industry, such as:</p> <ul style="list-style-type: none"> <li>Chairman of National Safety Council, Government of India</li> <li>President, Confederation of Indian Industries ('CII') for the year 2009-10</li> <li>President, Society of Indian Automobile Manufacturers for the period 1999-01</li> </ul> <p>In recognition of his contribution to manufacturing, R&amp;D, technology and quality excellence, he was conferred with 'Doctor of Science' by the University of Warwick, UK in the year 2004 and by The Indian Institute of Technology, Kharagpur, in the year 2009. He was bestowed with the Ishikawa-Kano award in the year 2012 by the Asian Network of Quality, the apex body for quality in Asia which covers 18 countries including Japan, China, India, Korea and Thailand. For his contribution to Leadership and Management, Mr Srinivasan was conferred with JRD Tata Corporate Leadership Award by the All India Management Association in the year 2005, and the Jamsetji Tata Lifetime Achievement award by the Indian Society for Quality in the year 2004. Mr. Srinivasan is also the Managing Trustee of Srinivasan Services Trust (SST) – engaged in transformation &amp; empowerment of over 5000 villages in rural India touching the lives of over 3.1 million people and various other Tata Trusts.</p>	<p>Mr. Kapadia joined The Indian Hotels Company Limited ('IHCL') in 1977 and has served the Taj Group of hotels in a variety of managerial positions for over 41 years and has considerable experience in handling various issues with the Central and State Governments and Municipal Authorities. He is the Chairman of Taj Air Ltd and holds Directorships in Taj SATS Air Catering Limited, and Ewart Investments Limited. Mr. Kapadia has been instrumental for planning and executing the growth strategy for Taj SATS Air Catering Ltd., (a subsidiary of IHCL) a role which helped him develop and hone his leadership and business acumen skills. Thereafter, he was appointed as the Managing Director of Taj SATS Air Catering Ltd. in October, 2001, a role which he dutifully and meritoriously carried out until 2011. Known for his vast network, Mr. Kapadia was then appointed as the Executive Director – Corporate Affairs in September 2011. During his time on the Board, Mr. Kapadia provided the organization with invaluable support and counsel across a wide array of situations.</p>
Qualifications	<ul style="list-style-type: none"> <li>MBA in Hospitality from ESSEC, Paris</li> <li>Advanced Management Program from INSEAD</li> </ul>	<ul style="list-style-type: none"> <li>B.E. – College of Engineering, Chennai</li> <li>Masters in Management – Purdue University, USA</li> <li>Doctor of Management – Purdue University, USA</li> </ul>	<ul style="list-style-type: none"> <li>Diploma in Travel Management</li> </ul>

Details of shares held in the Company	NIL	NIL	63,480
List of Body Corporates in which outside directorship held as on March 31, 2019	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Oriental Hotels Limited</li> <li>• Taj GVK Hotels &amp; Resorts Limited</li> <li>• Benares Hotels Limited</li> </ul> <p><b>Unlisted Public Companies</b></p> <ul style="list-style-type: none"> <li>• Piem Hotels Limited</li> <li>• Taj SATS Air Catering Limited</li> <li>• ELEL Hotels &amp; Investments Limited</li> <li>• Roots Corporation Limited</li> </ul> <p><b>Others</b></p> <ul style="list-style-type: none"> <li>• IHM - Aurangabad</li> <li>• St. James' Court Hotel Limited</li> </ul>	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Cummins India Limited</li> <li>• TVS Motor Company Limited</li> <li>• Sundaram-Clayton Limited</li> </ul> <p><b>Unlisted Public Companies</b></p> <ul style="list-style-type: none"> <li>• Harita-NTI Limited</li> <li>• Lucas TVS Limited</li> <li>• Southern Roadways Limited</li> <li>• TVS Credit Services Limited</li> </ul> <p><b>Others</b></p> <ul style="list-style-type: none"> <li>• Tata Sons Private Limited</li> <li>• T.V. Sundaram Iyengar &amp; Sons Private Limited</li> <li>• Harita Venu Private Limited</li> <li>• TVS Investments Private Limited</li> <li>• TVS Housing Finance Private Limited</li> <li>• LV Trustee Private Limited</li> <li>• S. Venu Trustee Private Limited</li> <li>• VS Trustee Private Limited</li> <li>• Harita Consultancy and Management Services LLP</li> <li>• Harita Realty Developers LLP</li> <li>• Harita Accessories LLP</li> <li>• Harita Receivables and Collection Services LLP</li> <li>• TVS Motor (Singapore) Pte Limited</li> <li>• Sundaram Holding USA Inc.</li> </ul>	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• NIL</li> </ul> <p><b>Unlisted Public Companies</b></p> <ul style="list-style-type: none"> <li>• Taj SATS Air Catering Limited</li> <li>• Ewart Investments Limited</li> <li>• The Associated Building Company Limited</li> <li>• Taj Air Limited</li> </ul> <p><b>Others</b></p> <ul style="list-style-type: none"> <li>• Business Jets India Private Limited</li> <li>• BJets Pte Limited</li> <li>• Business Jets Pte. Limited</li> </ul>
Chairman/Member of the Committees of other Boards (Committees includes the Statutory Committees) as on March 31, 2019	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Taj GVK Hotels &amp; Resorts Limited</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• Piem Hotels Limited</li> <li>• Taj GVK Hotels &amp; Resorts Limited</li> <li>• Oriental Hotels Limited</li> <li>• Taj SATS Air Catering Limited</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Cummins India Limited</li> <li>• T.V. Sundaram Iyengar &amp; Sons Private Limited</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• Tata Sons Private Limited</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>• TVS Motor Company Limited</li> <li>• Sundaram-Clayton Limited</li> <li>• TVS Credit Services Limited</li> <li>• Harita-NTI Limited</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>• TVS Motor Company Limited</li> <li>• Cummins India Limited</li> </ul> <p><b>Risk Management Committee</b></p> <ul style="list-style-type: none"> <li>• Cummins India Limited</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Taj Air Limited</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• Taj Air Limited</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>• Taj SATS Air Catering Ltd</li> </ul>
Number of Board meetings attended during the year	5	1	3
Terms and conditions of appointment/ re-appointment	For a period of five years as per his contract as MD & CEO with the Company	Director liable to retire by rotation	Director liable to retire by rotation
Remuneration to be paid	Details of remuneration provided in the Corporate Governance Report	Sitting Fees and Commission	Sitting Fees and Commission
Last drawn remuneration	Details of remuneration provided in the Corporate Governance Report	NA	Details of remuneration provided in the Corporate Governance Report
Relationship with other Directors & Key Managerial Personnel	None	None	None



Landmark: Next to Bombay Hospital (H)

Distance from Churchgate Station: 1 km

Distance from Chhatrapati Shivaji Terminus: 1.2 km

Distance from Marine Lines Station: 0.8 km