



## THE INDIAN HOTELS COMPANY LIMITED

CIN: L74999MH1902PLC000183

**Registered Office:** Mandlik House Mandlik Road Mumbai 400 001 India

Tel 91 22 6639 5515 Fax 91 22 2202 7442

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

E-mail : [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com)

July 28, 2016

### **BSE Limited**

Department of Corporate Services  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Fort  
Mumbai- 400001

### **National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C-1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai - 400051

Dear Sirs,

### **Sub: Notice of 115<sup>th</sup> Annual General Meeting of the Company**

Please find enclosed herewith Notice of the 115<sup>th</sup> Annual General Meeting of the scheduled to be held on Tuesday, August 23, 2016 at 3.00 p.m. at Birla Matushri Sabhagar, 19 Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400020.

This is for your information and records.

Yours sincerely,'

A handwritten signature in black ink, appearing to read "Beejal Desai", written over a horizontal line.

**BEEJAL DESAI**

Vice President Legal & Company Secretary

## The Indian Hotels Company Limited

### NOTICE

NOTICE is hereby given that the HUNDRED AND FIFTEENTH (115th) ANNUAL GENERAL MEETING of THE INDIAN HOTELS COMPANY LIMITED will be held on Tuesday, August 23, 2016, at 3.00 p.m. at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020, to transact the following business:

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year 2015/16.
3. To appoint a Director in place of Mr. Cyrus P. Mistry (DIN: 00010178) who retires by rotation and is eligible for re-appointment.
4. Ratification of appointment of Statutory Auditors of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the financial year 2016/17, the appointment being made at the 113th Annual General Meeting of the Company held on August 27, 2014, for a period upto conclusion of the 116th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

5. **Appointment of Dr. N. S. Rajan as a Non-Executive Director of the Company.**

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

**"RESOLVED THAT** Dr. N. S. Rajan (DIN: 07339365), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 27, 2015 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 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 Non-Executive Director of the Company liable to retire by rotation."

6. **Re-appointment of Mr. Anil P. Goel as a Whole-time Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and such other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification thereof, and subject to such other approvals, if any, that may be required, the Company hereby approves the re-appointment and terms of remuneration of Mr. Anil P. Goel (DIN: 00050690), as a Whole-time Director of the Company for a period of five years with effect from March 17, 2016 till March 16, 2021, upon the terms and conditions, including those relating to remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, during the tenure of his appointment, with authority to the Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be mutually agreed to between the Board of Directors and Mr. Goel;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. **Re-appointment of Mr. Mehernosh S. Kapadia as a Whole-time Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and such other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification thereof, and subject to such other approvals if any, that may be required, the Company hereby approves the re-appointment and terms of remuneration of Mr. Mehernosh S. Kapadia (DIN: 00050530), as a Whole-time Director of the Company from August 10, 2016 upto his reaching the retirement age of 65 years i.e. May 22, 2018 (retirement age for Executive Directors as

per the Governance Guidelines), upon the terms and conditions, including those relating to remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, during the tenure of his appointment, with authority to the Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be mutually agreed to between the Board of Directors and Mr. Kapadia;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**8. Private placement of Non-Convertible Debentures**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures on private placement basis, in one or more tranches such that the total amount does not exceed ₹ 700 crores during a period of one year from the date of passing of this Resolution and that the said borrowing is within the overall borrowing limits of the Company;

**RESOLVED FURTHER** that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**NOTES:**

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out the material facts in respect of the Business under Item Nos. 4 to 8 to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorising the representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and the Share Transfer Books will remain closed from Wednesday, August 17, 2016 to Tuesday, August 23, 2016, both days inclusive, for payment of dividend, if declared/approved at the Meeting.
5. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard-2 on "General Meetings", the particulars of Directors seeking appointment / re-appointment at the Meeting are annexed to the Notice.
6. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the Annual General Meeting (AGM), will be paid on or after August 26, 2016, to the Members whose names appear on the Company's Register of Members on August 16, 2016, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before Tuesday, August 16, 2016. 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 and the Central Depository Services (India) Limited as at the close of business hours on August 16, 2016.

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### 7. Unclaimed Dividends:

Pursuant to the provisions of Section 205A and 205C and other applicable provisions if any, of the Companies Act, 1956 (which are in force) all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits as applicable, remaining unclaimed / unpaid for seven years from the date they first became due for payment, in relation to the Company have been transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government. No claim shall lie against IEPF or the Company for the amounts so transferred prior to March 31, 2016 nor shall any payment be made in respect of such claim. It may be noted that unpaid dividend for the financial year ended March 31, 2009 is due for transfer to the IEPF on October 7, 2016. The Company had sent reminders to such Members on June 15, 2016 for claiming of unpaid dividends. Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming earlier dividends declared by the Company.

As per the provisions of the Investors Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 and in order to help the Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) as well as on the website of the Company viz. [www.tajhotels.com](http://www.tajhotels.com) as also on the website of the Ministry of Corporate Affairs [www.mca.gov.in](http://www.mca.gov.in).

8. 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 Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company along with the proof thereof.

9. Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signatures duly attested by their Bank immediately to the Company. Members holding shares electronically in dematerialized form must advise any change of address to their respective Depository Participant.

### 10. Nomination facility

As per the provisions of Section 72 of the Act, facility for making nomination is available for 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 forms to the Company.

11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.

### 12. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are required to submit the filled in form to the Company and Members holding shares in electronic form are required to submit the details to their respective Depository Participants.

13. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

14. Members desiring any information as regards the Accounts are requested to write to the Company Secretary at an early date so as to enable the management to reply at the meeting. For any communication, the Members may also send requests to the Company's investor email id: [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com).

15. Members are requested to kindly bring their copies of the Annual Report to the Meeting. As per the requirement of the Secretarial Standard-2 on "General Meetings" the route map showing directions to reach the venue of the Meeting is annexed to the Notice.

16. The Notice of the AGM along with the Annual Report of 2015-16 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depository Participants, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the 'Green Initiative' Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. [www.tajhotels.com](http://www.tajhotels.com).

**17. Voting through electronic means**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the AGM), through e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice.

Facility of voting through electronic voting system shall also be available at the Meeting. Members holding shares as on cut off date i.e. August 16, 2016 and attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

Mr. Shreepad Korde, Practicing Company Secretary (Membership No. 563) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and the voting at the Meeting in a fair and transparent manner.

The instructions for Members for voting electronically are as under:-

**A) For Members whose email addresses are registered with the Company / Depository Participant:**

Those Members whose email addresses are registered with the Company / Depository Participant will receive an email from NSDL.

- (i) Open the e-mail and access the attached PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (iii) Click on Shareholder – Login.
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of The Indian Hotels Company Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: [fraternitygroup2010@gmail.com](mailto:fraternitygroup2010@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

**B) In case of Members' receiving physical copies of the Notice of the Meeting: (for Members whose email addresses are not registered with the Company/Depository)**

- (i) Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
- (ii) Please follow all step from 18 A (ii) to (xii)

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### C) Other Instructions:

- (i) The e-voting period begins on August 19, 2016 at 9.00 a.m. Indian Standard Time (IST) and ends on August 22, 2016 at 5.00 p.m. IST. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 16, 2016, may cast their vote electronically. The e-voting module will be disabled by NSDL thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
  - (ii) The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. August 16, 2016. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM.
  - (iii) 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 a sending a request to [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) and may cast their vote by remote e-voting or at the Meeting. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password you can reset your password by using Forgot Password option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (iv) In case Members have any queries regarding e-voting, you may refer to the "Frequently Asked Questions (FAQs) for Members" and "Remote e-voting User manual for Members" available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number 1800-222-990. Members may also send their queries on e-voting by email to Mr. Rajiv Ranjan, Asst. Manager, NSDL at email id: [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in).
  - (v) The Scrutinizer shall immediately after the conclusion of the voting period, first count the votes at the meeting, thereafter unblock the votes through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or any person authorised by the Chairman in writing, who shall countersign the same.
  - (vi) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.
  - (vii) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report declare the Results of the voting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tajhotels.com](http://www.tajhotels.com) and on the website of NSDL immediately after the results are declared by the Chairman. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India where the shares of the Company are listed.
18. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. August 23, 2016.

**By Order of the Board of Directors**

**BEEJAL DESAI**

**Vice President – Legal and Company Secretary**

Mumbai, May 18, 2016

**Registered Office:**

Mandlik House,  
Mandlik Road,  
Mumbai 400 001.  
CIN: L74999MH1902PLC000183  
Tel.: 022 66395515 Fax: 022 22027442  
Email: [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com)  
Website: [www.tajhotels.com](http://www.tajhotels.com)

## EXPLANATORY STATEMENT

### As required by Section 102 of the Companies Act, 2013 ("the Act")

1. The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 4 to 8 of the accompanying Notice dated May 18, 2016.

#### Item No. 4

2. This explanatory statement is provided though not mandatory under Section 102 of the Act.
3. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Firm Registration No. 117366W/W-100018) and PKF Sridhar and Santhanam LLP, Chartered Accountants (Firm Registration No. 0039905/S200018), were appointed in the Annual General Meeting (AGM) of the Company held on August 27, 2014 as the Joint Statutory Auditors of the Company for a period of three years commencing from the conclusion of the 113th AGM of the Company held on August 27, 2014 till the conclusion of the 116th AGM of the Company to be held in the year 2017.
4. As per provisions of Section 139(1) of the Act the appointment for the above tenure is subject to ratification by members at every AGM.
5. Section 139 (2) of the Act further prescribes that no listed company, shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years and any audit firm which has completed its term as above shall not be eligible for re- appointment as auditor in the same company for five years from the completion of such term. Provided also that every company, existing on or before the commencement of this Act which is required to comply with provisions of this sub-section, shall comply with the requirements of this sub-section within three years from the date of commencement of this Act.
6. In line with above requirement of the Act, Deloitte Haskins & Sells LLP have completed their tenure of two terms of five consecutive years and will, therefore, not be eligible to seek reappointment as auditor upon the completion of their term at the conclusion of the 116th AGM of the Company to be held in 2017.
7. M/s PKF Sridhar & Santhanam, LLP the Joint Auditors of the Company, have however, recently informed the Company of their decision not to continue as Joint Auditors from the conclusion of this 115th AGM vide their letter dated May 12, 2016.
8. It is intended to do away with the past practise of "Joint Auditors" for the Company. Accordingly, Deloitte Haskins & Sells LLP, Chartered Accountants will continue as the sole auditors of the Company, with effect from August 23, 2016.
9. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No. 4 of the Notice.
10. The Board commends the Resolution at Item No. 4 for approval by the Members.
11. None of the Directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

#### Item No. 5

12. The Board of Directors appointed Dr. N. S. Rajan as an Additional Director of the Company with effect from November 27, 2015 subject to the approval of the Members. In terms of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, he holds office as an Additional Director up to the date of the forthcoming AGM of the Company, but is eligible for appointment as Director. The Company has received a Notice pursuant to Section 160 of the Act, from a Member proposing his candidature for the office of Director of the Company at the forthcoming AGM of the Company.
13. Dr. N. S. Rajan is the Group Chief Human Resources Officer and member of the Group Executive Council of Tata Sons Ltd. Previously, Dr. Rajan was a partner and global leader, people and organisation, at Ernst & Young (E&Y). Dr. Rajan has three decades of work experience spanning industry and consulting in reputed companies such as Ranbaxy, Asian Paints, BlowPlast, ABC Consultants, and E&Y. Prior to joining E&Y, he was a Director at Asia Online, a US multinational company. Presently, he also serves as a Director on the Board of Tata Services Limited.
14. Dr. Rajan is a member of the Board of Governors of XLRI, Jamshedpur which conferred on him the "Distinguished Alumnus Award" and is also a visiting faculty member at premier business schools such as IIM-Ahmedabad, and XLRI, Jamshedpur. He has been recognised as HR Professional of the Year (2008) by the National HRD Network and has been rated amongst the Top 25 HR Influencers in social media.
15. Dr. Rajan is the former national president of National HRD Network (NHRDN).

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16. Dr. Rajan is a graduate in economics from Loyola College, Chennai, and a post graduate in business management from XLRI, Jamshedpur. He has completed his doctoral studies from the Indian Institute of Technology, Delhi.
17. The matter regarding the appointment of Dr. N. S. Rajan as a Non-Executive Director was placed before the Nomination and Remuneration Committee (NRC), which commends his appointment as a Director of the Company.
18. The Board commends the resolution at Item No. 5 of the accompanying Notice for acceptance by the Members.
19. Dr. N. S. Rajan may be deemed to be concerned or interested in Item No. 5 as it relates to his appointment as a Director of the Company. Other than him none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested in the Resolution mentioned at Item No. 5 of the accompanying Notice.

### Item No. 6 & 7

20. At the AGM held on August 2, 2013 and August 3, 2012, the Members of the Company had approved the re-appointment/appointment and remuneration of Mr. Anil P. Goel, Executive Director & CFO and Mr. Mehernosh S. Kapadia, Executive Director – Corporate Affairs, respectively. The present tenure of Mr. Kapadia, as the Executive Director of the Company ends on August 9, 2016 and that of Mr. Goel has ended on March 16, 2016.
21. Mr. Anil P. Goel has been with the Tata Group for over 34 years and has held several senior positions in finance, including two in the Company, the last being the Chief Financial Officer of the Company. Thereafter, on March 17, 2008 he was appointed as Executive Director-Finance of the Company for a period of five years and thereafter re-appointed in the same capacity for a further period of three years with effect from March 17, 2013. Mr. Goel is a Chartered Accountant and a graduate of the Shri Ram College of Commerce, Delhi. He is responsible for the finance function of the Company and its subsidiaries, besides overseeing central purchases, information technology and mergers & acquisitions. Mr. Goel is a Director on the boards of several joint ventures, associate and subsidiary companies of the Company.
22. Mr. Mehernosh S. Kapadia holds a Diploma in Travel management and has served the Taj Group of Hotels in a variety of managerial positions. He has considerable experience of over 32 years in handling various issues with the Central and State Governments and Municipal Authorities. Mr. Mehernosh S. Kapadia was the Managing Director of Taj SATS Air Catering Limited, a subsidiary of the Company in the business of air and allied catering and was thereafter appointed as Executive Director – Corporate Affairs of the Company with effect from August 10, 2011.
23. The NRC and the Board of Directors are of the opinion that it is in the interest of the Company that Mr. Goel be re-appointed as a Whole-time Director of the Company designated as the Executive Director & CFO for a period of five years from March 17, 2016 upto March 16, 2021 and Mr. Kapadia be re-appointed as a Whole-time Director of the Company for the period commencing from August 10, 2016 upto his reaching the retirement age of 65 years i.e. May 22, 2018 (retirement age for Executive Directors as per the Governance Guidelines). Accordingly, the Board of Directors had, based on the recommendation of the NRC and subject to the approval of the Members, at its Meeting held on March 23, 2016 re-appointed Mr. Goel and Mr. Kapadia as Whole-time Directors of the Company.
24. The Board is of the view that the re-appointment of Mr. Goel and Mr. Kapadia as Whole-time Directors of the Company, would greatly benefit the Company and the remuneration payable to them is commensurate with their qualifications and experience.
25. The principal terms and conditions of re-appointment of Mr. Goel and Mr. Kapadia as Whole-time Directors are as under:

### Mr. Anil P. Goel

- i. **Period:** For a period of five years commencing from March 17, 2016 upto March 16, 2021.
- ii. **Nature of Duties:** As the Executive Director and Chief Financial Officer, Mr. Goel is responsible for the finance function of the Company, which encompasses an oversight of purchases, information technology and mergers & acquisitions. Mr. Goel shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned to him from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

Mr. Goel shall not exceed the powers so delegated by the Board as set out above. Mr. Goel undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

iii. **Past remuneration:**

Mr. Goel has been receiving remuneration as approved by the Members at the Annual General Meeting held on August 2, 2013 for a period of three years with effect from March 17, 2013 to March 16, 2016. His remuneration is as under:

Particulars	2015/16	2014/15	2013/14
Basic Salary	60,00,000	46,20,000	42,21,774
Other Cash Allowances	32,34,482	25,82,597	24,20,855
<b>Total (A)</b>	<b>92,34,482</b>	<b>72,02,597</b>	<b>66,42,629</b>
<b>Commission (B)</b>	<b>92,40,000</b>	<b>80,00,000</b>	<b>100,00,000</b>
<b>Perquisites (C)</b>	<b>59,95,524</b>	<b>58,90,317</b>	<b>58,85,419</b>
<b>Retirement Benefits (D)</b>	<b>16,20,000</b>	<b>12,47,400</b>	<b>11,39,879</b>
<b>Total Compensation (A+B+C+D)</b>	<b>260,90,006</b>	<b>223,40,314</b>	<b>236,67,927</b>

Proposed remuneration for 2016/17 shall be subject to annual increments in Salary and increases if any, in Perquisites & Allowances as may be approved by the Board, based on the recommendation of the NRC, within the overall scale as mentioned in this Explanatory Statement.

iv. **Proposed Remuneration:**

a) **Basic Salary:** Current Basic Salary of ₹ 5,00,000 per month; upto a maximum of ₹ 8,25,000 per month. The annual increments which will become effective April 1 of each year, shall be decided by the Board and based on the recommendation of the NRC. The annual increments will be performance-based and take into account the Company's performance as well, and shall be subject to the overall specified limit.

b) **Benefits, Perquisites & Allowances:**

Details of Benefits, Perquisites and Allowances are as follows:

- (i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation OR House Rent and Maintenance Allowance (in case residential accommodation is not provided by the Company) of 85% of Basic Salary per annum.
- (ii) Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company (this includes medical insurance premium).
- (iii) Car facility as per Rules of the Company.
- (iv) Telecommunication facility as per Rules of the Company.
- (v) Housing loan facility as per Rules of the Company.
- (vi) Other perquisites and allowances given below subject to a maximum of 55% of Basic Salary per annum. This includes:
  - a. Medical allowance,
  - b. Leave Travel Concession/Allowance,
  - c. Other Allowances,
  - d. Personal Accident Insurance Premium,
  - e. Annual club membership fees.
- (vii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company. Mr. Goel shall be entitled to continue as a member of the Superannuation fund of Tata Global Beverages Ltd and the Company shall remit the appropriate amounts annually to the said fund in Tata Global Beverages Ltd.
- (viii) Leave and encashment of unavailed leave as per the Rules of the Company.

## The Indian Hotels Company Limited

c) **Performance Linked Bonus:** In addition to the Basic Salary, Benefits, Perquisites and Allowances, Mr. Goel may be paid such remuneration by way of annual Performance Linked Bonus subject to a maximum of 227.5 % of the Annual Basic Salary. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the NRC) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
- Industry benchmarks of remuneration,
- Performance of the individual.

d) **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year commencing from April 1, 2016 upto March 31, 2019, during the tenure of Mr. Goel's appointment, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites and Allowances and Performance Linked Bonus as specified above, subject to such approvals as required under Schedule V of the Act, or any modification(s) thereto;

v. **Comparative remuneration profile**

The remuneration payable to Mr. Goel is in line with the industry standards. The table below summarizes the overall cost to the Company seen in the market for comparable positions in companies with revenue size between ₹ 4,000 crores - ₹ 10,000 crores, per annum.

Overall Cost to the Company (in ₹ lakhs)				
10th Percentile	25th Percentile	50th Percentile	75th Percentile	90th Percentile
159.73	218.73	234.21	307.85	485.26

(Source: As per Executive Compensation Study conducted by Aon Hewitt in March/April 2016 covering market data for comparable positions in companies with revenue size between ₹ 4,000 crores - ₹ 10,000 crores, per annum (68 companies were reviewed). Cost to the Company includes Basic Salary, Benefits, Perquisites & Allowances, Commission/ Performance Linked Bonus and Long term incentives).

**\*Note:** A percentile is a measure used in statistics indicating the value below which a given percentage of observations in a group of observations fall. For example, the 25th percentile is the value (or score) below which 25 percent of the observations may be found.

**Mr. Mehernosh S. Kapadia**

i. **Period:** For a period commencing from August 10, 2016 upto his reaching the age of 65 years i.e. May 22, 2018 (the retirement age for Executive Directors as per the Governance Guidelines).

ii. **Nature of Duties:** As the Executive Director – Corporate Affairs, Mr. Kapadia is responsible for handling all matters connected with the Central and State Governments and Municipal Authorities and other Statutory bodies. Mr. Kapadia shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the him from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

Mr. Kapadia shall not exceed the powers so delegated by the Board as set out above. Mr. Kapadia undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

iii. **Past remuneration:**

Mr. Kapadia has been receiving remuneration as approved by the Members at the Annual General Meeting held on August 3, 2012 for a period of five years with effect from August 10, 2011 to August 9, 2016. His remuneration for the last three financial years is as under:

Particulars	2015/16	2014/15	2013/14
Basic Salary	48,00,000	39,60,000	36,00,000
Other Cash Allowances	24,34,930	19,80,132	19,11,120
<b>Total (A)</b>	<b>72,34,930</b>	<b>59,40,132</b>	<b>55,11,120</b>
<b>Commission (B)</b>	<b>79,20,000</b>	<b>60,00,000</b>	<b>75,00,000</b>
<b>Perquisites (C)</b>	<b>38,12,690</b>	<b>37,90,938</b>	<b>25,54,012</b>
<b>Retirement Benefits (D)</b>	<b>12,96,000</b>	<b>10,69,200</b>	<b>9,72,000</b>
<b>Total Compensation (A+B+C+D)</b>	<b>202,63,620</b>	<b>168,00,270</b>	<b>165,37,132</b>

Proposed remuneration for 2016/17 shall be subject to annual increments in Salary and increases if any, in Perquisites & Allowances as may be approved by the Board based on the recommendation of the NRC, within the overall scale as mentioned in this Explanatory Statement.

iv. **Proposed Remuneration:**

a) **Basic Salary:** Current Basic Salary of ₹ 4,00,000 per month; upto a maximum of ₹ 5,00,000 per month. The annual increments which will be effective April 1 of each year, shall be decided by the Board and based on the recommendation of the NRC. The annual increments will be performance-based and take into account the Company's performance as well, and shall be subject to the overall specified limit.

b) **Benefits, Perquisites & Allowances:**

Details of Benefits, Perquisites and Allowances are as follows:

(i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation OR House Rent and Maintenance Allowance (in case residential accommodation is not provided by the Company) of 85% of Basic Salary per annum.

(ii) Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company (this includes medical insurance premium).

(iii) Car facility as per Rules of the Company.

(iv) Telecommunication facility as per Rules of the Company.

(v) Housing loan facility as per Rules of the Company.

(vi) Other perquisites and allowances given below subject to a maximum of 55% of Basic Salary per annum. This includes:

- Medical allowance,
- Leave Travel Concession/Allowance,
- Other Allowances,
- Personal Accident Insurance Premium,
- Annual club membership fees.

(vii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company.

(viii) Leave and encashment of unavailed leave as per the Rules of the Company.

c) **Performance Linked Bonus:** In addition to the Basic Salary, Benefits, Perquisites and Allowances, Mr. Kapadia may be paid such remuneration by way of annual performance linked bonus subject to a maximum of 227.5 % of the Annual Basic Salary. This Performance Linked Bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the

## The Indian Hotels Company Limited

Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the NRC) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
- Industry benchmarks of remuneration,
- Performance of the individual.

#### d. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year commencing from April 1, 2016 upto March 31, 2019, during the tenure of Mr. Kapadia's appointment, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to such approvals as required under Schedule V of the Act, or any modification(s) thereto;

#### v. Comparative remuneration profile

The remuneration payable to Mr. Kapadia is in line with the industry standards. The table below summarizes the overall cost to the Company seen in the market for comparable positions in companies with revenue size between ₹ 4,000 crores - ₹ 10,000 crores, per annum.

Overall Cost to the Company (in ₹ lakhs)				
10th Percentile	25th Percentile	50th Percentile	75th Percentile	90th Percentile
84.49	94.47	142.77	188.11	247.15

(Source: As per Executive Compensation Study conducted by Aon Hewitt in March/April 2016 covering market data for comparable positions in companies with revenue size between ₹ 4,000 crores - ₹ 10,000 crores, per annum. (68 companies were reviewed). Cost to the Company includes Basic Salary, Benefits, Perquisites & Allowances, Commission/ Performance Linked Bonus and Long term incentives.)

**\*Note:** A percentile is a measure used in statistics indicating the value below which a given percentage of observations in a group of observations fall. For example, the 25th percentile is the value (or score) below which 25 percent of the observations may be found.

26. The terms and conditions of re-appointment of Mr. Goel and Mr. Kapadia (hereinafter referred to as 'the Appointees') also include the following principal clauses among others:
- i) Adherence with the Tata Code of Conduct, no conflict of interest with the Company, intellectual property, maintenance of confidentiality and all Personnel Policies.
  - ii) The Appointees shall not become interested or otherwise concerned, directly or through their respective spouse and/or children, in any selling agency of the Company.
  - iii) These appointments may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice which shall be limited to the provision of Basic Salary, Benefits, Perquisites & Allowances and any pro-rated Performance Linked Bonus paid at the discretion of the Board.
  - iv) The employment of the Appointees may be terminated by the Company without notice or payment in lieu of notice:
    - (a) If the Appointees are found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which they are required by the Agreement to render services; or
    - (b) In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Appointees of any of the stipulations contained in the Agreement executed between the Company and the Appointees; or
    - (c) In the event the Board expresses its loss of confidence in the Appointees.
  - v) In the event the Appointees are not in a position to discharge their official duties due to any physical or mental incapacity, the Board shall be entitled to terminate their contracts on such terms as the Board may consider appropriate in the circumstances.
  - vi) Upon the termination by whatever means of the Appointees' employment:
    - (a) The Appointees shall immediately cease to hold offices held by them in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167 (1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.

- (b) The Appointees shall not without the consent of the Board at any time thereafter represent themselves as connected with the Company or any of the subsidiaries or associated companies.
- vii) If and when the Agreements expire or are terminated for any reason whatsoever, the Appointees will cease to be the Whole-time Directors and also cease to be Directors. If at any time, the Appointees cease to be Directors of the Company for any reason whatsoever, they shall cease to be the Whole-time Directors and the Agreements shall forthwith terminate. If at any time, the Appointees cease to be in the employment of the Company for any reason whatsoever, they shall cease to be the Directors and Whole-time Directors of the Company.
- viii) The Appointees covenant with the Company that they will not during the continuance of their employment with the Company accept any other directorships in any company or body corporate without the prior written consent of the Board.
- ix) The Appointees covenant with the Company that they will not for a period of one year immediately following the termination of their employment under this Agreement, without the prior written consent of the Board endeavour or entice away from the Company any employee who has at any time during one year immediately preceding such termination been employed or engaged by the Company or any subsidiaries or associated companies at any time during the one year immediately preceding termination.
- x) The terms and conditions of the said re-appointments may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Appointees, subject to such approvals as may be required.
27. In compliance with the provisions of Sections 196, 197 and other applicable provision of the Act, read with Schedule V to the Act, the terms of re-appointment and remuneration of Mr. Goel and Mr. Kapadia as specified above are now being placed before the Members for their approval.
28. The Board commends the resolutions at Item Nos. 6 & 7 of the accompanying Notice for acceptance by the Members.
29. Mr Goel and Mr. Kapadia may be deemed to be concerned and interested in Item Nos. 6 & 7, respectively, as it relates to their re-appointment as Whole-Time Directors of the Company. Other than them, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested in the Resolutions mentioned at Item Nos. 6 & 7 of the accompanying Notice.

**Item No. 8**

30. As per Section 42 of the Act, read with the Companies (Prospectus and Allotment of securities) Rules, 2014 ("PAS Rules"), a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.
31. The borrowing limit approved by the Members under Section 180(1)(c) of the Act is ₹ 5,000 Crores. As on March 31, 2016, the total debt of the Company was ₹ 2,611 crores (including redemption premium). This includes NCD's of ₹ 1,796 Crores (including redemption premium). Of the foregoing, debt of ₹ 600 crores (including redemption premium) is maturing in 2016/17. Further, the Company also proposes to selectively renovate hotels during the current year. Thus, taking into account the internal accruals, debt repayments, expenditure on renovations and other operational expenses for 2016/17, the Company may be required to raise upto ₹ 700 crores during the coming year.
32. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the PAS Rules and the Companies (Share Capital & Debentures) Rules, 2014, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 8 within the overall borrowing limits of the Company, as approved by the Members.
33. The Board commends the Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.
34. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

**By Order of the Board of Directors**

Mumbai, May 18, 2016

**Registered Office:**

Mandlik House,  
Mandlik Road,  
Mumbai 400 001.  
CIN: L74999MH1902PLC000183  
Tel.: 022 66395515 Fax: 022 22027442  
Email: [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com)  
Website: [www.tajhotels.com](http://www.tajhotels.com)

**BEEJAL DESAI**  
Vice President – Legal and Company Secretary

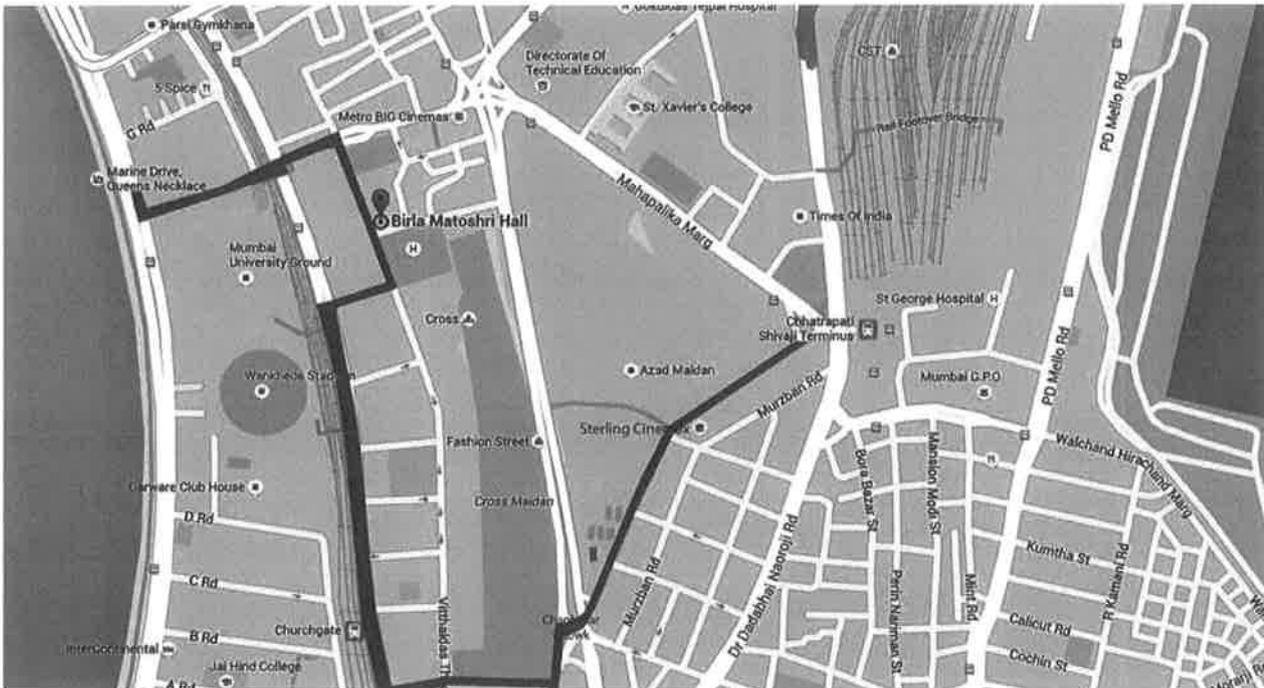
## The Indian Hotels Company Limited

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting of the Company (Pursuant to the SEBI Listing Regulations and Secretarial Standard-2 on "General Meetings")				
Name of Director	Cyrus P. Mistry	N. S. Rajan	Anil P. Goel	Mehernosh S. Kapadia
Age	48	54	58	63
Date of Appointment	December 28, 2012	November 27, 2015	March 17, 2008	August 10, 2011
Expertise in specific functional areas / Brief Resume	Mr. Cyrus P Mistry has a wide experience in diverse industries and is presently the Tata Group Chairman. In addition to being the Group Chairman, Mr. Mistry is also the chairman of leading Tata group companies. Prior to this, Mr. Mistry was the Managing Director of the Shapoorji Pallonji Group.	Dr. N. S. Rajan is a Human Resources professional with over three decades of work experience spanning industry and consulting in reputed companies. Presently he is the group chief human resources officer and member of the Group Executive Council of Tata Sons.	Mr. Anil P. Goel is a Finance professional and oversees the Taj Group's Finance, Mergers and Acquisitions, Purchases and Technology functions. He has over 34 years of experience in the Tata Group in various financial roles, including that of the Chief Financial Officer of Tata Global Beverages Ltd bringing a unique understanding of fiscal responsibility to Taj.	Mr. Mehernosh S. Kapadia has served the Taj Group of hotels in a variety of managerial positions. He has considerable experience of over 32 years in handling various issues with the Central and State Governments and Municipal Authorities.
Qualifications	Graduate degree in Civil Engineering, UK, M.Sc. in Management, London Business School	Phd. from the Indian Institute of Technology, Delhi, MBA from XLRI, Jamshedpur	B.Com, A.C.A.	Diploma in Travel Management
Details of shares held in the Company	1,28,625	NIL	NIL	63,480
List of Body Corporates in which outside Directorships held	<ul style="list-style-type: none"> <li>• Tata Sons Ltd</li> <li>• Tata Industries Ltd</li> <li>• The Tata Power Company Ltd</li> <li>• Tata Teleservices Ltd</li> <li>• Tata Global Beverages Ltd</li> <li>• Tata Consultancy Services Ltd</li> <li>• Tata Steel Ltd</li> <li>• Tata Motors Ltd</li> <li>• Tata Chemicals Ltd</li> <li>• Tata Ltd</li> <li>• Tata AG, Zug</li> <li>• Tata International AG, Zug</li> <li>• Tata Enterprises (Overseas) AG, Zug</li> <li>• Jaguar Land Rover Automotive PLC</li> <li>• Cyrus Investments Private Ltd</li> <li>• Sterling Investment Corporation Private Ltd</li> <li>• Imperial College India Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Tata Services Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• ELEL Hotels &amp; Investments Ltd</li> <li>• TIFCO Holdings Ltd</li> <li>• Taj Kerala Hotels &amp; Resorts Ltd</li> <li>• Taj GVK Hotels &amp; Resorts Ltd</li> <li>• Piem Hotels Ltd</li> <li>• Roots Corporation Ltd</li> <li>• TAJ SATS Air Catering Ltd</li> <li>• Kaveri Retreats and Resorts Ltd</li> <li>• Oriental Hotels Ltd</li> <li>• TAL Lanka Hotels Plc</li> <li>• Lanka Island Resorts Ltd</li> <li>• OHL International (HK) Ltd</li> <li>• Piem International (HK) Ltd</li> <li>• Taj International Hotels (HK) Ltd</li> <li>• TAL Hotels &amp; Resorts Ltd</li> <li>• St. James Court Hotel Ltd</li> <li>• Taj International Hotels Ltd</li> <li>• Samsara Properties Ltd</li> <li>• IHMS (SA) Proprietary Ltd</li> <li>• Good Hope Palaces Hotels (Proprietary) Ltd</li> <li>• United Overseas Holding Inc.</li> <li>• IHOCO BV</li> </ul>	<ul style="list-style-type: none"> <li>• Taj Air Metrojet Aviation Ltd</li> <li>• TAJ SATS Air Catering Ltd</li> <li>• Taj Air Ltd</li> <li>• Ewart Investments Ltd</li> <li>• The Associated Building Co. Ltd</li> <li>• Tata Realty &amp; Infrastructure Ltd</li> <li>• Business Jets Pte Ltd</li> <li>• Bjets Pte Ltd</li> <li>• Business Jets India Private Ltd</li> </ul>
Chairman / Member of the Committees of other Companies on which he is a Director (Committees includes the Statutory Committees)	<p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• Tata Consultancy Services Ltd</li> <li>• The Tata Power Company Ltd</li> <li>• Tata Steel Ltd</li> <li>• Tata Motors Ltd</li> <li>• Tata Chemicals Ltd</li> <li>• Tata Global Beverages Ltd</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>• Tata Consultancy Services Ltd - Chairman</li> </ul>	NIL	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• TAJ SATS Air Catering Ltd - Chairman</li> <li>• Roots Corporation Ltd - Chairman</li> <li>• Taj GVK Hotels &amp; Resorts Ltd</li> <li>• Piem Hotels Ltd</li> <li>• Kaveri Retreats and Resorts Ltd</li> <li>• Oriental Hotels Ltd</li> <li>• TIFCO Holdings Ltd - Chairman</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• Roots Corporation Ltd - Chairman</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>• Piem Hotels Ltd</li> <li>• TIFCO Holdings Ltd - Chairman</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>• TAJ GVK Hotels &amp; Resorts Ltd</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Taj Air Ltd</li> <li>• Ewart Investments Ltd</li> </ul>

## The Indian Hotels Company Limited

### Route Map to the AGM Venue

Venue: Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400020



**Landmark:** Next to Bombay Hospital

**Distance from Churchgate Station:** 1 km

**Distance from Chhatrapati Shivaji Terminus:** 1.2 km

**Distance from Marine Lines Station:** 0.8 km



## THE INDIAN HOTELS COMPANY LIMITED

Corporate Identification No. (CIN) - L74999MH1902PLC000183

Registered Office: Mandlik House, Mandlik Road, Mumbai 400 001

Phone: 66395515 Fax: 91 22 02 7442 E-mail: [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com) Website: [www.tajhotels.com](http://www.tajhotels.com)

### Attendance Slip

(To be presented at the entrance)

I hereby record my presence at the HUNDRED AND FIFTEENTH ANNUAL GENERAL MEETING of the Company on Tuesday, August 23, 2016, at 3.00 p.m. at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020 and at any adjournment thereof.

Member ID : .....

Name of the Member ..... Signature .....

Name of the Proxyholder ..... Signature .....

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

### E-VOTING PARTICULARS

ELECTRONIC VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD
104349		

**NOTES:** Please refer to the instructions printed under the Notes of the 115th Annual General Meeting. The e-voting period commences on Friday, August 19, 2016 (9.00 a.m. IST) and ends on Monday, August 22, 2016 (5.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting hereafter.



## THE INDIAN HOTELS COMPANY LIMITED

Corporate Identification No. (CIN) - L74999MH1902PLC000183  
 Registered Office: Mandlik House, Mandlik Road, Mumbai 400 001  
 Phone: 66395515 Fax: 91 22 02 7442 E-mail: [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com) Website: [www.tajhotels.com](http://www.tajhotels.com)

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : .....

Registered address : .....

E-mail ID : .....

Folio No. / Client ID No. : ..... DP ID No. ....

I / We, being the Member(s) of The Indian Hotels Company Limited, holding ..... shares hereby appoint

1. Name: ..... E-mail ID: .....

Address: .....

Signature: ....., or failing him/her

2. Name: ..... E-mail ID: .....

Address: .....

Signature: ....., or failing him/her

3. Name: ..... E-mail ID: .....

Address: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Hundred and Fifteenth Annual General Meeting to be held on Tuesday, August 23, 2016, at 3.00 p.m. at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Type of Resolution
1	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.	Ordinary
2	To declare a dividend on Equity Shares for the financial year 2015-16.	Ordinary
3	To appoint a Director in place of Mr. Cyrus P. Mistry (DIN: 00010178) who retires by rotation and is eligible for re-appointment.	Ordinary
4	Ratification of appointment of Statutory Auditors of the Company.	Ordinary
5	Appointment of Dr. N. S. Rajan as a Non-Executive Director of the Company.	Ordinary
6	Re-appointment of Mr. Anil P. Goel as a Whole-time Director of the Company.	Ordinary
7	Re-appointment of Mr. Mehernosh S. Kapadia as a Whole-time Director of the Company.	Ordinary
8	Private placement of Non-Convertible Debentures	Special

Signed this ..... day of ..... 2016

Signature of Member.....

Signature of Proxyholder(s).....

Affix  
Revenue  
Stamp

**NOTE:**

- This Form, in order to be effective, should be duly stamped, completed and deposited at the Registered Office of the Company at Mandlik House, Mandlik Road, Mumbai 400 001 not less than 48 hours before the commencement of the Meeting.
- Those Members who have multiple folios with different jointholders may use copies of this Attendance Slip/ Proxy.