

May 23, 2024

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 500850

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Code: INDHOTEL

Sub: Notice of the 123rd Annual General Meeting (AGM) of the Company as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)

Dear Sir,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III, of SEBI Listing Regulations, please find enclosed the Notice convening the 123rd AGM of the Company to be held on Friday, June 14, 2024, at 3.00 p.m. (IST) through Video Conferencing / Other Audio-Visual Means. The said Notice forms part of the Integrated Annual Report for FY 2023-24.

The Notice of the 123rd AGM is also uploaded on the website of the Company at https://investor.ihcltata.com/files/IHCL_AGM_Notice_FY2023-24.pdf

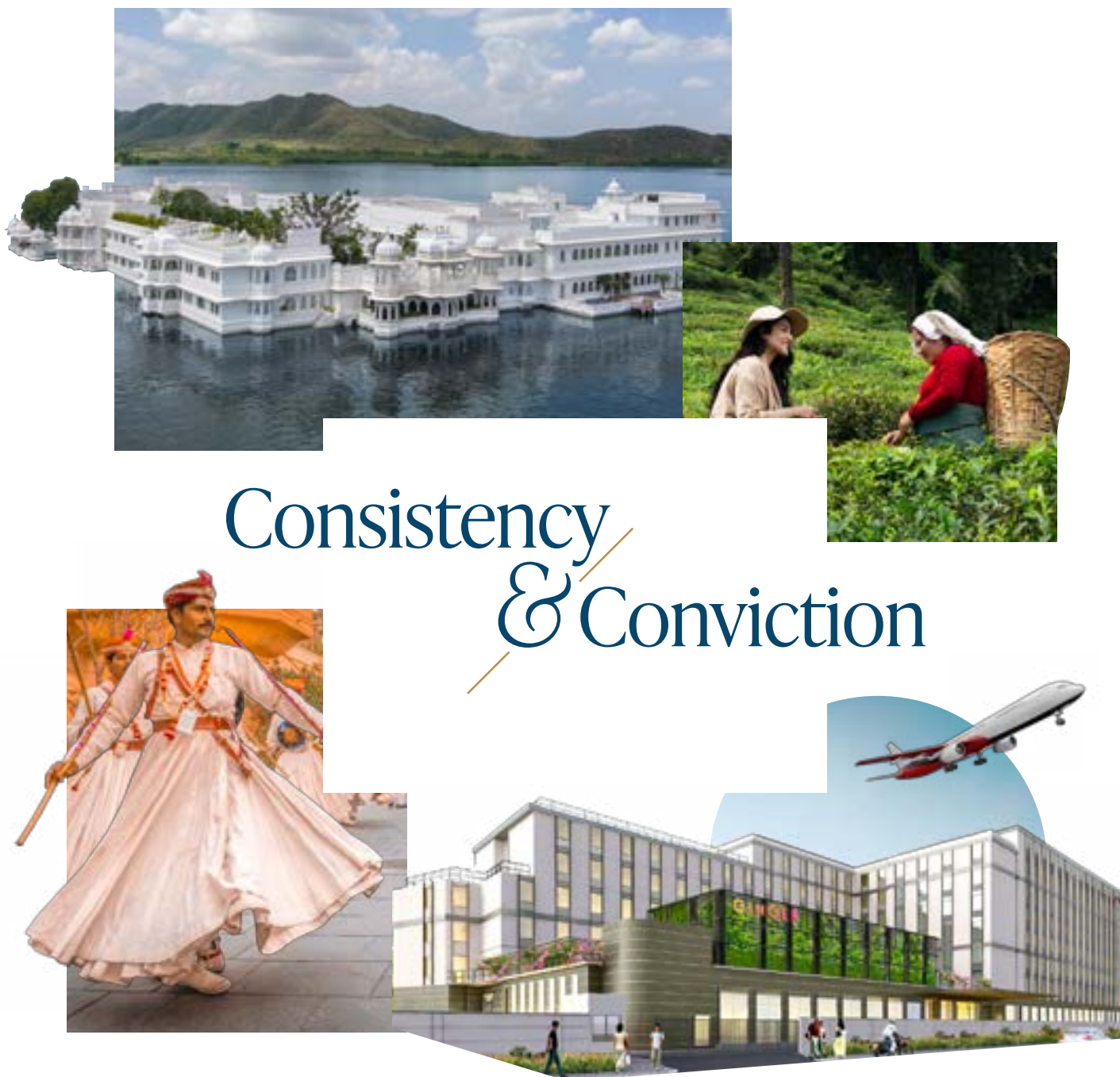
You are requested to kindly take the same on record

Yours sincerely,

BEEJAL DESAI (F3320)
Executive Vice President
Corporate Affairs & Company Secretary (Group)

IHCL

THE INDIAN HOTELS COMPANY LIMITED
A **TATA** Enterprise



Consistency & Conviction

Notice

NOTICE is hereby given that the Hundred and Twenty Third (123rd) Annual General Meeting of The Indian Hotels Company Limited will be held on Friday, June 14, 2024 at 3.00 p.m. IST through Video Conferencing/Other Audio-Visual Means, 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, 2024, together with the Reports 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, 2024, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the financial year ended March 31, 2024.
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. Re-appointment of Mr. Nasser Munjee as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nasser Munjee (DIN: 00010180), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his

candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term commencing from August 5, 2024 up to November 18, 2027, (both days inclusive), in accordance with the Company’s Governance Guidelines on retirement age of Directors,

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Re-appointment of Ms. Hema Ravichandar as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Hema Ravichandar (DIN: 00032929), who has given her consent and submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from August 5, 2024 up to August 4, 2029 (both days inclusive),

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be

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necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. Re-appointment of Mr. Venkataramanan Anantharaman as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Venkataramanan Anantharaman (DIN: 01223191), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from August 5, 2024 up to August 4, 2029 (both days inclusive),

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as ‘MCA Circulars’) has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’) vide its circulars dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 7, 2023 (‘SEBI Circulars’) has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations.
2. In compliance with the applicable provisions of the Companies Act, 2013 (‘the Act’), the SEBI Listing Regulations and the MCA Circulars, the 123rd AGM of the Company is being held through VC / OAVM on Friday, June 14, 2024 at 3.00 p.m. (IST). The proceedings of the 123rd AGM shall be deemed to be conducted at the Registered Office of the Company at Mandlik House, Mandlik Road, Colaba, Mumbai – 400 001.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution/Authorisation, etc. authorising their representative to attend the AGM through VC / OAVM and to vote through remote e-Voting with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail to kkdlegal@gmail.com, with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5, 6 and 7 of the Notice is annexed hereto. The Board of Directors

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have considered and decided to include Item Nos. 5, 6 and 7 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature. The relevant details with respect to Item Nos. 5, 6 and 7 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') in respect of the Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.

7. The Members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings on National Securities Depository Limited's (NSDL) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit and Compliance Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee, the Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.
8. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the MCA and SEBI Circulars, the Integrated Annual Report including the Notice of the AGM for FY 2023-24 is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories". The Company shall send a physical copy of the Integrated Annual Report to those Members who specifically request for the same at investorrelations@ihcltata.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the AGM has been uploaded on the website of the Company at <https://investor.ihcltata.com/AGM-FY2024> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.

10. Record Date and Dividend:

The Company has fixed Friday, June 7, 2024 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.

The dividend of ₹ 1.75 per equity share of ₹ 1 each (175 %), if approved at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Friday, June 21, 2024 by way of electronic mode as under:

- (a) **For shares held in electronic form:** To all the Beneficial Owners as of close of the business hours on Friday, June 7, 2024 as per the list of beneficial owners to be furnished by the NSDL and CDSL and
 - (b) **For shares held in physical form:** To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company on or before the close of business hours on Friday, June 7, 2024.
11. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company / Link Intime India Private Limited by sending documents along with the request in Form ISR-1 at its e-mail ID ihcldivtax@linkintime.co.in or update the same by visiting the link: <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Monday, June 3, 2024 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/documents on the tax determination/deduction shall be considered post 11:59 PM (IST) of Monday, June 3, 2024. For the detailed process, please click here: <https://investor.ihcltata.com/AGM-FY2024>.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2024 is also being sent separately to the Members of the Company whose e-mail addresses are registered with the Company/ Depositories. For the detailed process, please click here: <https://investor.ihcltata.com/aggm-fy2024-tds-on-dividend>.

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12. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in Physical form: In order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means, are requested to follow the below instructions and send the following documents in original to the RTA, latest by Monday, June 3, 2024:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://investor.ihcltata.com/FAQs> and on the website of the RTA at <https://linkintime.co.in/downloads.html>.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original.
 - ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested photocopy of the PAN Card of all the holders; and
- d) Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depository Participants (DPs) to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their respective DPs update their Electronic Bank Mandate details by Monday, June 3, 2024.

The Members who are unable to receive the dividend directly in their bank accounts through

Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/demand draft to such Members, as soon as possible.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

13. Members are requested to note that dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The details of unclaimed dividend to be transferred to IEPF is available on the website of the Company at <https://www.ihcltata.com/investors/>. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to the Report on Corporate governance, which is a part of the Annual Report.

14. Updation of KYC, PAN and other details:

SEBI, vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination / Opt-out of Nomination.

In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

Further SEBI has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact

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details including mobile number, bank account details and specimen signature.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The relevant forms are available on the Company's website at <https://investor.ihcltata.com/FAQs> and on the website of the RTA at <https://linkintime.co.in/downloads.html>. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

15. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at <https://www.linkintime.co.in/> in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.
16. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.
17. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://investor.ihcltata.com/FAQs> and on the website of the RTA at <https://linkintime.co.in/downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialised form. Members can contact the Company's RTA at <https://www.linkintime.co.in/> for assistance in this regard. Members may also refer to Frequently Asked Questions (FAQs) on the Company's website <https://investor.ihcltata.com/FAQs>.
19. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said forms can be downloaded from the Company's website at <https://investor.ihcltata.com/FAQs> and from the website of the RTA at <https://linkintime.co.in/downloads.html>. Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at <https://www.linkintime.co.in/> in case the shares are held in physical form, quoting their folio no.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
23. During the 123rd AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the other relevant documents referred to in the Notice of the AGM and explanatory statement, by sending a request to the Company at investorrelations@ihcltata.com stating their name and DP/ Client ID/ Folio Nos.

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24. Process for registering e-mail addresses to receive the Notice of AGM and the Integrated Annual Report for FY 2023-24 electronically and cast votes electronically:

I. Registration of e-mail addresses with RTA:

The Company has made special arrangements with the RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to the RTA on or before 5:00 p.m. IST on Monday, June 3, 2024.

Process to be followed for registration of e-mail address is as follows:

- a) Visit the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html
- b) Select the name of the Company from drop-down viz. **The Indian Hotels Company Limited**
- c) Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and e-mail address.

Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self-attested copy of the PAN Card and address proof viz. Aadhaar Card or Passport and front and backside of their share certificate
- d) The system will send OTP on mobile no. and e-mail address
- e) Enter OTP received on Mobile no. and e-mail address
- f) The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM along with Integrated Annual Report 2023-24 and e-Voting credentials.

In case of any queries, Members may submit their queries by clicking on “Service Request” option under “Investor Services” tab available on the website of the RTA at <https://www.linkintime.co.in/> or evoting@nsdl.com.

II. Registration of e-mail address permanently with Company/DP: To support the Green Initiative, Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect

of physical holding, by submitting their queries by clicking on “Service Request” option under “Investor Services” tab available on the website of the RTA at <https://www.linkintime.co.in/>. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ RTA to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

III. Alternatively, those Shareholders who have not registered their e-mail addresses are required to send an e-mail request to evoting@nsdl.com along with the following documents for procuring user id and password for remote e-Voting for the resolutions set out in this Notice:

- In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
- In case shares are held in **electronic mode**, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card. If you are an Individual shareholder holding securities in electronic mode, you are requested to refer to the login method explained at para X below under **step 1 (A)** i.e. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode.

25. Process and manner for remote e-voting before/ during the AGM:

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard – 2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations (as amended) read with the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of NSDL for facilitating remote e-voting before as well as during the AGM to enable the Members to cast their votes electronically.

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- II. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Friday, June 7, 2024** may cast their vote by remote e-Voting. 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 remote e-Voting, before as well as during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- III. The remote e-Voting period commences on **Monday, June 10, 2024 at 9.00 a.m. (IST)** and ends on **Thursday, June 13, 2024 at 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 voting rights of the Members (for voting through remote e-Voting before and during the AGM) shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Friday, June 7, 2024.
- IV. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of the notice and holding shares as on the cut-off date, i.e. Friday, June 7, 2024 may obtain the Login ID and password by sending a request at evoting@nsdl.com. 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 forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and become a Member of the Company after the dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, June 7, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- V. Members will be provided with the facility for voting through remote e-voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, and are otherwise not barred from doing so, will be eligible to exercise their right to vote at the end of discussion on such resolutions upon announcement by the Chairman. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the meeting. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.
- VI. Mr. Khushroo K. Driver – Advocate High Court (Reg No. OS-811) has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinise the remote e-Voting process before and during the AGM in a fair and transparent manner.
- VII. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting 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 working days from the conclusion of the AGM, a Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website at <https://www.ihcltata.com/investors/> and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Result will also be displayed at the Registered Office of the Company.

NOTICE

IX. The instructions for members for attending the AGM through VC / OAVM are as under:

- i. The Members will be provided with a facility to attend the AGM through VC / OAVM or view the live webcast through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Access to NSDL e-Voting system'. The link for VC / OAVM will be available in 'Member login' where the E-voting Event Number (EVEN) of Company will be displayed. After successful login, the Members will be able to see the link of 'VC / OAVM link' placed under the tab 'Join Annual General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at investorrelations@ihcltata.com before 5.00 p.m. (IST) on

Wednesday, June 12, 2024. Such queries will be appropriately responded by the Company.

- iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investorrelations@ihcltata.com between **Monday, June 10, 2024 (9:00 a.m. IST) and Wednesday, June 12, 2024 (5:00 p.m. IST)**.
- v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or call on :- 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

X. The instructions for remote e-Voting before/ during the AGM are as under:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

A) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode

In terms of the Circular issued by the SEBI dated December 9, 2020, in relation to e-Voting facility provided by Listed Companies, Individual shareholders holding securities in electronic mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

NOTICE

Login method for Individual shareholders holding securities in electronic mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in electronic mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in electronic mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Type of shareholders	Login Method
Individual Shareholders (holding securities in electronic mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in electronic mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login Method	Helpdesk details
Individual Shareholders holding securities in electronic mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000
Individual Shareholders holding securities in electronic mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Log-in method for e-Voting and joining virtual meeting for the Members other than Individual Members holding securities in electronic mode and Members holding securities in physical mode

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) 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*****
ii) 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*****
iii) 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 128566 then user ID is 128566001***

5. Password details for shareholders other than individual shareholders 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.

NOTICE

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- a) Click on 'Forgot User Details/ Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.)
 - b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
 8. Now, you will have to click on 'Login' button.
 9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the AGM on NSDL e-Voting system.

How to cast your vote electronically and join the AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC / OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

NOTICE

General Guidelines for Members

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- ii. In case of any queries/grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com. In case of any grievances connected with facility for e-Voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. E-mail: evoting@nsdl.com.

By Order of the Board of Directors

Beejal Desai

Executive Vice President

Corporate Affairs & Company Secretary (Group)

F.C.S No.: 3320

Mumbai, April 24, 2024

Registered Office:

Mandlik House,

Mandlik Road,

Mumbai – 400 001.

CIN: L74999MH1902PLC000183

Tel.: 022 61371637

E-mail: investorrelations@ihcltata.com

Website: www.ihcltata.com

EXPLANATORY STATEMENT

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 24, 2024.

Item Nos. 5, 6 and 7

Mr. Nasser Munjee (DIN: 00010180), Ms. Hema Ravichandar (DIN: 00032929) and Mr. Venkataramanan Anantharaman (DIN: 01223191), were appointed as Independent Directors of the Company by the Members at the 119th AGM of the Company, for a period of five consecutive years commencing from August 5, 2019 to August 4, 2024 in terms of the provisions of Section 149 of the Act and Regulations 17 and 25 of SEBI Listing Regulations. Accordingly, their first term of five years as Independent Directors of the Company, is due to expire on August 4, 2024. Upon completion of their term, they are eligible for re-appointment as Independent Directors on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company and based on the performance evaluation, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that their qualifications and rich experience meets the skills and capabilities required for the role of Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that they continue to possess the identified core skills, expertise and competencies fundamental for effective discharge of their role as an Independent Directors of the Company and their continued association would be of immense benefit to the Company. Accordingly, the Board of Directors have recommended the re-appointments of:

- Mr. Nasser Munjee as Independent Director of the Company, not liable to retire by rotation, for a second consecutive term commencing from August 5, 2024 up to November 18, 2027 (both days inclusive) in accordance with the Company's Governance Guidelines on retirement age of Directors, subject to the approval of the Members by way of Special Resolution
- Ms. Hema Ravichandar and Mr. Venkataramanan Anantharaman as Independent Directors of the Company, not liable to retire by rotation, for a second consecutive term of five years commencing from August 5, 2024 up to August 4, 2029, (both days inclusive) subject to the approval of the Members by way of Special Resolutions

NOTICE

The Company has in terms of Section 160(1) of the Act, received notices from Members proposing their candidature for the office of Director. The Company has received declarations from Mr. Nasser Munjee, Ms. Hema Ravichandar and Mr. Venkataramanan Anantharaman to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

They have also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

They have also confirmed that they are not disqualified from being appointed as Directors, in terms of the provisions of Section 164 (2) of the Act and are not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and have given their consent to act as Directors of the Company. There is no *inter se* relationship between them and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, they fulfil the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Directors and are independent of the management of the Company.

The terms and conditions of the re-appointment of Independent Directors is uploaded on the website of the Company at investorrelations@ihcltata.com and would also be made available for inspection to the Members of the Company up to the date of the AGM. Any Member who wishes to take inspection may send a request from their registered e-mail address to the Company at investorrelations@ihcltata.com along with their Name, DP ID & Client ID/Folio No.

A brief profile of the Independent Directors is given below:

Mr. Nasser Munjee began his career in 1977 as one of the first employees of HDFC, India's first housing finance company, where, in over two decades, he rose to be an Executive Director on its board, with wide responsibilities. In 1997, upon the request of the Finance Minister of India to set up an infrastructure finance company, Mr. Munjee was instrumental in establishing the Infrastructure Development Finance Company Limited (IDFC) which he subsequently headed as its CEO. He has served on over 30 Boards in the past two decades and is presently a Director on the boards of some leading public companies in India. Currently, he is

the Chairman of Tata Motors Finance Limited and its Group Companies. He is the Chairman of the Audit and Compliance Committee of the Company and also chairs the Audit Committee of Greenko Energy Holdings and Cummins India. In the Not for Profit sector, he Chairs a number of Aga Khan Development Network (AKDN) institutions in India as well as the South Asia Centre of the London School of Economics. He has served as the President of the Bombay Chamber of Commerce and Industry. Mr. Munjee has a Master's degree from the London School of Economics, UK, and was earlier educated at the Leys School in Cambridge.

Ms. Hema Ravichandar is a Strategic HR Advisor with over 40 years of industry experience. She currently advises several Indian and multinational corporations and is on the board of several Companies. Ms. Ravichandar, until 2005, was the Senior Vice President and Group Head HRD for Infosys Technologies Ltd., and the Infosys Group. In this capacity she designed and drove the HR agenda for Infosys globally, as it scaled up from 250 employees in 1992 to 40,000 employees in 2005. Under her HR Leadership, Infosys won several 'Best Employer of the Year' awards in India and was placed in Top 100 rankings, overseas. Ms. Ravichandar started her career at Motor Industries Company Limited (MICO), now Bosch Limited in 1983 until 1992. She has won several awards and accolades including three HR Professional of the Year Awards and listings amongst the '25 Most Powerful Women in India' and 'Successful Women Professionals in IT'. She has held positions in industry bodies and also served on several juries including on the National Executive Board of NHRDN. She is an alumna of the Indian Institute of Management, Ahmedabad and has experience in Human Resources Development – Managing Scale, Risk, Diversity, Execution and Sustainability, Corporate Governance, Change Management, Leadership & Management Development, Succession Planning, Diversity and Inclusion, Prevention of Sexual Harassment and Immigration Scenarios.

Mr. Venkataramanan Anantharaman has over 30 years of experience in the financial services sector in India and overseas, having led corporate and investment banking teams in several leading international banks. He was also a Senior Advisor to British International Investment (formerly CDC), the UK Government Development Finance Institution. He is currently Chairman of Transunion CIBIL, India's leading Credit Information Bureau and is on the boards of Axis AMC, Ecom Express and IIFL Home Finance. He brings strong Board level advisory experience across mergers & acquisitions, capital markets, risk management and ESG. Anantharaman holds a BE in Metallurgy from Jadavpur University and a PGDBM from XLRI, Jamshedpur. He has also has an FT Non-Executive Director Diploma and an ESG Competent Boards Certificate and Designation (GCB.D).

NOTICE

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the re-appointment of Mr. Nasser Munjee, Ms. Hema Ravichandar and Mr. Venkataramanan Anantharaman as Independent Directors is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolutions set out at Item Nos. 5, 6, 7 of the accompanying Notice for approval of the Members.

Except the respective directors and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolutions set out in this Notice.

By Order of the Board of Directors

Beejal Desai

Executive Vice President

Corporate Affairs & Company Secretary (Group)

F.C.S No.: 3320

Mumbai, April 24, 2024

Registered Office:

Mandlik House,

Mandlik Road,

Mumbai – 400 001.

CIN: L74999MH1902PLC000183

Tel.: 022 61371637

E-mail: investorrelations@ihcltata.com

Website: www.ihcltata.com

NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 123RD AGM OF THE COMPANY

[Pursuant to the Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

Name of Director & DIN	Mr. Puneet Chhatwal (07624616)	Mr. Nasser Munjee (00010180)	Ms. Hema Ravichandar (00032929)	Mr. Venkataramanan Anantharaman (01223191)
Designation	Managing Director & Chief Executive Officer (MD & CEO)	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth and Age	April 16, 1964 (60 years)	November 18, 1952 (71 years)	May 14, 1961 (63 years)	May 1, 1964 (60 years)
Date of First Appointment on the Board	November 6, 2017	August 5, 2019	August 5, 2019	August 5, 2019
Qualifications	<ul style="list-style-type: none"> – MBA in Hospitality from ESSEC, Paris – Advanced Management Programme from INSEAD 	Master's degree in Economics from the London School of Economics	<ul style="list-style-type: none"> – MBA from the Indian Institute of Management, Ahmedabad – B.A. in Economics from the Stella Maris College, Chennai 	<ul style="list-style-type: none"> – Post Graduate Diploma in Business Management, XLRI, India – Bachelor of Metallurgical Engineering
Experience & Expertise in specific functional areas/ brief resume	<p>Mr. Puneet Chhatwal joined IHCL as the Managing Director and Chief Executive Officer on November 6, 2017. He is a global professional with close to four decades of leadership experience at highly acclaimed international hotel groups in Europe and North America.</p> <p>Under his leadership, IHCL has been on a journey of re-imagining to achieve sustainable profitable growth. Mr. Chhatwal also serves as the leading voice of the industry in India in his capacity as the Chairman of the National Committee of Tourism and Hospitality, CI, and Chairman of Federation of Associations in Indian Tourism & Hospitality (FAITH). Prior to this, Mr. Chhatwal was the Chief Executive Officer and Member of the Executive Board of Steigenberger Hotels AG – Deutsche Hospitality based out of Frankfurt, Germany. He was also the Chief Development Officer of The Rezidor Hotel Group – Carlson Hotels Worldwide based out of Brussels, Belgium.</p> <p>Across his global leadership career in hospitality, Mr. Chhatwal has received several acclaimed industry awards. He was honoured with the Carlson Fellowship in 2012 and he was also the First Alumnus included in the ESSEC-IMHI Hall of Honour 2014.</p>	Brief Resume provided in the Explanatory Statement provided above.	Brief Resume provided in the Explanatory Statement provided above.	Brief Resume provided in the Explanatory Statement provided above.

NOTICE

Name of Director & DIN	Mr. Puneet Chhatwal (07624616)	Mr. Nasser Munjee (00010180)	Ms. Hema Ravichandar (00032929)	Mr. Venkataramanan Anantharaman (01223191)
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	N.A.	Refer the Explanatory Statement annexed to the Notice	Refer the Explanatory Statement annexed to the Notice	Refer the Explanatory Statement annexed to the Notice
Terms and Conditions of re-appointment	– Reappointed as MD & CEO w.e.f. November 6, 2022 for a period of 5 years.	– Re-appointment as an Independent Director for a second consecutive term commencing from August 5, 2024 up to November 18, 2027 (both days inclusive), not liable to retire by rotation.	– Re-appointment as an Independent Director for a second consecutive term commencing from August 5, 2024 up to August 4, 2029 (both days inclusive), not liable to retire by rotation.	– Re-appointment as an Independent Director for a second consecutive term commencing from August 5, 2024 up to August 4, 2029 (both days inclusive), not liable to retire by rotation.
Details of Remuneration sought to be paid	– Details of remuneration provided in the Corporate Governance Report.	– Sitting Fees for attending meetings of the Board or Committees thereof – Commission	– Sitting Fees for attending meetings of the Board or Committees thereof – Commission	– Sitting Fees for attending meetings of the Board or Committees thereof – Commission
Listed entities in which the director has resigned in the past three years	– Benares Hotels Limited – Taj GVK Hotels and Resorts Limited	– Ambuja Cements Limited – DCB Bank Limited – HDFC Limited	– Marico Limited	NIL
Directorships held in other companies (excluding Foreign Companies)	Listed Companies – Oriental Hotels Limited Unlisted Public Limited Companies – Piem Hotels Limited – Taj SATS Air Catering Limited Section 8 Companies – The Indo German Chamber of Commerce – IHM Aurangabad	Listed Companies – Cummins India Limited Unlisted Public Limited Companies – Tata Motors Finance Limited – TMF Holdings Limited – TMF Business Services Limited Private Limited Companies – MMTC - PAMP India Private Limited Section 8 Companies – Indian Institute For Human Settlements – Anushkaa Foundation For Eliminating Clubfoot – Aga Khan Rural Support Programme (India) – Aga Khan Foundation	Listed Companies – Bosch Limited – Trent Limited Private Limited Companies – Feedback Business Consulting Services Private Limited	Unlisted Public Limited Companies – Axis Asset Management Company Limited – Ecom Express Limited – IIFL Home Finance Limited – Transunion CIBIL Limited

NOTICE

Name of Director & DIN	Mr. Puneet Chhatwal (07624616)	Mr. Nasser Munjee (00010180)	Ms. Hema Ravichandar (00032929)	Mr. Venkataramanan Anantharaman (01223191)
Membership/ Chairpersonship of Committees in other companies	Nomination and Remuneration Committee Member: – Oriental Hotels Limited – Piem Hotels Limited – Taj SATS Air Catering Limited	Audit Committee Chairman: – Cummins India Limited Stakeholders’ Relationship Committee Chairman: – TMF Holdings Limited – Tata Motors Finance Limited Nomination and Remuneration Committee Member: – Cummins India Limited – Tata Motors Finance Limited – TMF Holdings Limited – TMF Business Services Limited Risk Management Committee Member: – Cummins India Limited Corporate Social Responsibility Committee Chairman: – Tata Motors Finance Limited – TMF Holdings Limited – TMF Business Services Limited Member: – Cummins India Limited	Audit Committee Member: – Bosch Limited Nomination and Remuneration Committee Chairperson: – Bosch Limited – Trent Limited Corporate Social Responsibility Committee Member: – Bosch Limited – Trent Limited	Audit Committee Chairman: – Axis Asset Management Company Ltd. Member: – Ecom Express Limited – IIFL Home Finance Limited Nomination and Remuneration Committee Chairman: – IIFL Home Finance Limited Member: – Axis Asset Management Company Ltd. – Ecom Express Limited – Transunion CIBIL Limited Risk Management Committee Member: – Axis Asset Management Company Ltd. Corporate Social Responsibility Committee Member: – Axis Asset Management Company Ltd. – Ecom Express Limited

Note: For other details such as number of meetings of the board attended during the year, remuneration last drawn, relationship with other directors & key managerial personnel, Shareholding of non-executive directors in the listed entity, please refer to the Corporate Governance Report which is a part of the Annual Report.

THE INDIAN HOTELS COMPANY LIMITED

MANDLIK HOUSE, MANDLIK ROAD, MUMBAI - 400001

A TATA Enterprise

ihcltata.com

