

July 04, 2020

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> 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 119<sup>th</sup> 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”)**

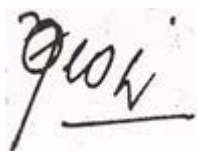
Dear Sir,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III, of SEBI Listing Regulations, attached herewith is the Notice and the Explanatory Statement of the 119<sup>th</sup> AGM of the Company to be held on **Monday, July 27, 2020 at 3.00 p.m. (IST) via two-way Video Conference / Other Audio Visual Means**. The said Notice forms part of the Integrated Annual Report 2019-20.

The Integrated Annual Report for the Financial Year 2019-20 is available on the website of the Company at [www.ihcltata.com](http://www.ihcltata.com).

You are requested to kindly take the same on record.

Yours sincerely,



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

Encl: As above

## NOTICE

NOTICE is hereby given that the HUNDRED AND NINETEENTH (119<sup>th</sup>) ANNUAL GENERAL MEETING of THE INDIAN HOTELS COMPANY LIMITED will be held on Monday, July 27, 2020, at 3.00 p.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, 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, 2020, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the Financial Year 2019-20.
4. To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. Nasser Munjee as an Independent Director of the Company.

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

**"RESOLVED THAT** Mr. Nasser Munjee (DIN: 00010180), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 5, 2019, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Nasser Munjee, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 5, 2019 up to August 4, 2024, be and is hereby approved."

#### 6. Appointment of Ms. Hema Ravichandar as an Independent Director of the Company.

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

**"RESOLVED THAT** Ms. Hema Ravichandar (DIN: 00032929), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 5, 2019, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013, ('the Act') and Article 132 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Ms. Hema Ravichandar, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 5, 2019 up to August 4, 2024, be and is hereby approved."

## NOTICE (CONTD.)

### 7. Appointment of Mr. Venkataramanan Anantharaman as an Independent Director of the Company.

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

**“RESOLVED THAT** Mr. Venkataramanan Anantharaman (DIN: 01223191), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 5, 2019, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 132 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Venkataramanan Anantharaman, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 5, 2019 up to August 4, 2024, be and is hereby approved.”

### 8. Re-appointment of Ms. Vibha Paul Rishi as an Independent Director of the Company.

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

**“RESOLVED THAT** Ms. Vibha Paul Rishi (DIN: 05180796), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 10, 2019 upon completion of her term as Independent Director, and who holds office up to the

date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 132 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company;

**RESOLVED FURTHER THAT** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and 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, re-appointment of Ms. Vibha Paul Rishi, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment as Independent Director, not liable to retire by rotation, to hold office for a second term of two years commencing with effect from September 10, 2019 up to September 9, 2021 be and is hereby approved.”

#### NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to ‘Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)’ read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to ‘Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19’ (collectively referred to as ‘MCA Circulars’) and SEBI vide its circular dated May 12, 2020 in relation to ‘Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic’ (‘SEBI Circular’) permitted the holding of the Annual General Meeting

## NOTICE (CONTD.)

- (‘AGM’) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Monday, July 27, 2020 at 3.00 p.m. (IST).
2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
  3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking re-appointment.
  4. **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, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, 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.**
  5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 119<sup>th</sup> AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [kkdlegal@gmail.com](mailto:kkdlegal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  6. 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.
  7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  8. 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 the Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (‘NSDL’) e-Voting website at [www.evoting.nsdl.com](http://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.
  9. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the 119<sup>th</sup> AGM has been uploaded on the website of the Company at <https://www.ihcltata.com/investors/> 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  10. **Book Closure and Dividend:**  
**The Company has fixed Monday, July 20, 2020 as the ‘Record Date’ for determining entitlement of Members to final dividend for the Financial Year ended March 31, 2020, if approved at the AGM.**

## NOTICE (CONTD.)

**The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, July 21, 2020 to Monday, July 27, 2020; (both days inclusive).** The dividend of ₹ 0.50 per equity share of ₹ 1 each (50%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Monday, August 3, 2020 as under:

- (a) To all the Beneficial Owners as at the end of the day on Monday, July 20, 2020 as per the list of beneficial owners to be furnished by the NSDL and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Monday, July 20, 2020.

11. At the 116<sup>th</sup> AGM held on August 21, 2017, the Members approved appointment of B S R & Co LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 121<sup>st</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 119<sup>th</sup> AGM.

12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 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, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company / its RTA by sending documents at its

e-mail ID [ihcldivtax@linkintime.co.in](mailto:ihcldivtax@linkintime.co.in) or update the same by visiting the link : <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Monday, July 13, 2020 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, July 13, 2020. For the detailed process, please click here: <https://www.ihcltata.com/Communication on Tax Deduction on Dividend.pdf>.

13. Further, 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 details latest by Monday, July 13, 2020:

Physical Holding	<p>1) Visit the link <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> under Bank detail Registration - fill in the following details relating to bank account in which the dividend is to be received:</p> <ul style="list-style-type: none"> <li>• Name of Bank;</li> <li>• Bank Account Number and</li> <li>• 11 digit IFSC Code;</li> </ul> <p>1a) upload a self-attested scanned copy of the PAN Card;</p> <p>b) upload a self-attested scanned copy of any document (such as AADHAR Card, Passport) in support of the address of the Member as registered with the Company;</p> <p>c) upload a self-attested scanned copy of cancelled cheque leaf bearing the name of the Member or first holder, in case shares are held jointly</p>
Demat Holding	Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

14. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such

## NOTICE (CONTD.)

- bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. 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.
15. 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 within 30 days of normalisation of the postal services dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.
  16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's Registrars and Transfer Agent, Link Intime India Private Limited ('RTA') at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard. Members may also refer to Frequently Asked Questions ('FAQs') on the Company's website <https://www.ihcltata.com/investors/>.
  17. 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'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. 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](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report and FAQ of investor page on Company's website <https://www.ihcltata.com/investors/>.
  18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering 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 RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
  19. 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 not to 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.
  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 cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. The said form can be downloaded from the Company's website at <https://www.ihcltata.com/investors/>. 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case the shares are held in physical form, quoting your folio no.
  21. The format of the Register of Members prescribed by the MCA under the Act requires the Company/RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations'. Members holding shares in physical form are requested to submit the filled in form to the

## NOTICE (CONTD.)

Company at [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com) or to the RTA in physical mode, after restoring normalcy or in electronic mode at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

22. 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.
23. Documents for inspection will be available electronically, without any fee, from the date of circulation of the Notice of AGM up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com) stating their DP ID / Client ID / or Folio No.s
24. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
25. **Process for registering e-mail addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:**

**(i) Registration of e-mail addresses with Link Intime India Private Limited:** 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, July 13, 2020.

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

a)	Visit the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a>
b)	Select the company name viz. <b>The Indian Hotels Company Limited;</b>
c)	Enter the DP ID & Client ID / Physical Folio Number and PAN number. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the Share Certificate numbers;
d)	Upload a self-attested copy of PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation;
e)	Enter your e-mail address and mobile number;
f)	The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for Financial Year 2019-20 along with the e-Voting user ID and password. In case of any queries, Members may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- (ii) **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by writing to them at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@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.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user id and password and registration of e-mail ids for e-Voting for the resolutions set out in this Notice:

## NOTICE (CONTD.)

- 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 **demat mode**, please provide DPID-Client ID (8 digit DPID + 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.

**Process and manner for Members opting for e-Voting is as under:-**

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and 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 entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.
- Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Monday, July 20, 2020 may cast their vote by remote e-Voting. The remote e-Voting period commences on **Wednesday, July 22, 2020** at 9.00 a.m. (IST) and ends on **Sunday, July 26, 2020** 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 the AGM and remote e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Monday, July 20, 2020.
- Members will be provided with the facility for voting through electronic 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, will be eligible to exercise their right to vote during such proceedings of the AGM. 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.
- 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 the AGM as well as remote e-Voting during the AGM. Any person 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. Monday, July 20, 2020 may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes casted through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA and will also be displayed on the Company's website at <https://www.ihcltata.com/investors/>.



## NOTICE (CONTD.)

32. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below.

### A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. 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. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.
- 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@tajhotels.com](mailto:investorrelations@tajhotels.com) before 3.00 p.m. (IST) on Friday, July 24, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

- 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@tajhotels.com](mailto:investorrelations@tajhotels.com) between Tuesday, July 21, 2020 (9:00 a.m. IST) and Friday, July 24, 2020 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.:- 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call on +91 22 24994360 / +91 9920264780 or contact Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or call on 022-24994545.

### B. INSTRUCTIONS FOR E-VOTING BEFORE / DURING THE AGM

#### ➤ INSTRUCTIONS FOR REMOTE E-VOTING BEFORE 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

#### **How to Log-in to NSDL e-Voting website?**

- A. 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.

NOTICE (CONTD.)

B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.

C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

D. 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 113036 then user ID is 113036001***

E. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) 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.

iii) 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'.

F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- i) Click on '[Forgot User Details/Password?](#)' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- ii) '[Physical User Reset Password?](#)' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

H. Now, you will have to click on 'Login' button.

I. After you click on the 'Login' button, Home page of e-Voting will open.

## NOTICE (CONTD.)

### Step 2: Cast your vote electronically on NSDL e-Voting system.

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

- A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- B. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- C. Select 'EVEN' of the company which is 113036 to cast your vote.
- D. Now you are ready for e-Voting as the Voting page opens.
- E. 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.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### ➤ INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- ii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

### General Guidelines for Members

- i. Institutional/ Corporate Shareholders (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kkdlegal@gmail.com](mailto:kkdlegal@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '[Forgot User Details/Password?](#)' or '[Physical User Reset Password?](#)' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. 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](http://www.evoting.nsdl.com) or call on the toll-free number : 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for e-Voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / Tel no: 022-24994545 / Toll free no.: 1800-222-990.

By Order of the Board of Directors

**Beejal Desai (F3320)**

Senior Vice President

Corporate Affairs & Company Secretary (Group)

Mumbai, June 10, 2020

### Registered Office:

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

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

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

## NOTICE (CONTD.)

## EXPLANATORY STATEMENT

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), given hereunder sets out all the material facts relating to the Special Business mentioned at Item Nos. 5 to 8 of the accompanying Notice dated June 10, 2020.

## Item Nos. 5, 6 and 7

2. Based on the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('Board') appointed Mr. Nasser Munjee (DIN: 00010180), Ms. Hema Ravichandar (DIN: 00032929) and Mr. Venkataramanan Anantharaman (DIN: 01223191) as Additional Directors of the Company and also as Independent Directors, not liable to retire by rotation, for a term of five years i.e from August 5, 2019 to August 4, 2024, subject to approval of the Members.
3. Pursuant to Section 161(1) of the Act and Article 132 of the Company's Articles of Association, each of these Directors shall hold office only up to the date of this Annual General Meeting ('AGM') and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing notices from Member(s), proposing their candidature for the office of Director.
4. 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 Obligations and Disclosure Requirements) Regulations, 2015 ('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.
5. Each of these Directors have further provided a declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that they have successfully registered themselves with the

Indian Institute of Corporate Affairs (IICA), Manesar, for inclusion of their name in the Independent Director's data bank and that they shall renew their application for the same, from time to time, till they continue to hold office as Independent Directors of the Company.

6. In the opinion of the Board, each of these Directors fulfill the criteria specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for electronic inspection by the Members during the normal business hours on any working day (except Saturday) and during the AGM. Any person who wishes to inspect may write to the Company Secretary at [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com).

A brief profile of the Independent Directors to be appointed is given below:

7. **Mr. Nasser Munjee** holds a Master's degree in economics from the London School of Economics. He has earlier held various positions at HDFC for over 20 years, including serving as its executive director. He was the Managing Director of IDFC and is currently the chairman of DCB Bank since June 2005. He is also on the board of various multinational companies and trusts. Mr. Munjee has deep interest in rural development, housing finance, urban issues, infrastructure and humanitarian causes. He was a technical advisor on the World Bank's Public Private Partnership Infrastructure and Advisory Fund. He is also associated with several public and private institutions as Chairman, a Member of the Board or as a Trustee.
8. **Ms. Hema Ravichandar** is a Strategic HR Advisor with about 36 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

## NOTICE (CONTD.)

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 alumnus 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, Anti-Sexual Harassment Initiatives and Immigration Scenarios.

9. **Mr. Venkataramanan Anantharaman** is an experienced Senior Investment and Corporate banking professional with extensive advisory experience and strengths in client management, organization & team leadership, risk and governance areas. He has worked in leading International banks and led diverse global teams. He has mentored start-ups and made seed investments in technology related companies.
10. Further details and current directorships of the above Directors are provided in the Annexure to this Notice.
11. In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointments of Mr. Nasser Munjee, Ms. Hema Ravichandar and Mr. Venkataramanan Anantharaman as Independent Directors are now placed for the approval of the Members.
12. The Board commends the Ordinary Resolutions at Item No.s 5, 6 and 7 of the accompanying Notice for approval by the Members of the Company.
13. Mr. Nasser Munjee, Ms. Hema Ravichandar, Mr. Venkataramanan Anantharaman and their respective relatives, are concerned or interested, in the Resolutions relating to their own appointment. None of the other Directors or Key Managerial

Personnel (KMP) of the Company and their respective relatives are, in any way, concerned or interested, in the Resolutions set out at Item No.s 5, 6 and 7 of the accompanying Notice Mr. Munjee, Ms. Ravichandar and Mr. Anantharaman are not related to any other Director or KMP of the Company.

### Item No. 8

14. Ms. Vibha Paul Rishi (DIN: 05180796), was appointed as an Independent Director of the Company by the Members at the 114<sup>th</sup> AGM for a period of five years commencing from September 10, 2014 up to September 9, 2019. Upon completion of her term, Ms. Rishi is eligible for re-appointment as an Independent Director on the Board of the Company, not liable to retire by rotation, for a second term effective from September 10, 2019, subject to the approval of the Members by a Special Resolution.
15. Based on the recommendations of the NRC, the Board of Directors of the Company ('Board') re-appointed Ms. Rishi as an Independent Director, not liable to retire by rotation, for a second term of two years effective September 10, 2019 up to September 9, 2021, subject to approval of the Members. A notice under Section 160(1) of the Act has been received in writing from a Member proposing her candidature for the office of Director.
16. The Board, based on the performance evaluation and recommendations of the NRC, considers that given her background, experience and contribution, the continued association of Ms. Vibha Paul Rishi would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.
17. The Company has received a declaration from her to the effect that she meets 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

## NOTICE (CONTD.)

18. Ms. Rishi has further provided a declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that she has successfully registered herself with the Indian Institute of Corporate Affairs (IICA), for inclusion of her name in the Independent Director's data bank and that she shall renew her application for the same, from time to time, till she continues to hold office as an Independent Director of the Company.
19. In the opinion of the Board, she fulfills the criteria specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for electronic inspection by the Members during the normal business hours on any working day (except Saturday) and during the AGM. Any person who wishes to inspect may write to the Company Secretary at [investorrelations@tajhotels.com](mailto:investorrelations@tajhotels.com).
20. Ms. Vibha Paul Rishi, 59 years, is an experienced marketing professional with stints in Indian and international markets, coupled with an abiding passion for people. Her last role was as the Executive Director, Brand and Human Capital of Max India Limited, prior to which she was the Director, Marketing and Customer Strategy at the Future Group. Ms. Rishi has been with PepsiCo for 17 years in leadership roles in the areas of marketing and innovation in India, US and UK. She was also one of the founding team members of Pepsi Co and Titan watches when they started operations in India. She later moved to PepsiCo's headquarters to be a part of its international marketing team, which was followed by an innovation leadership role in London. She serves on the Boards of several reputed companies and is also on the Board of Pratham Education Foundation, an NGO that works to provide education to underprivileged children in India. Ms. Rishi holds an M.B.A with a specialization in Marketing from the Faculty of Management Studies, New Delhi, India and has a Bachelor of Arts (Honours) degree from the Lady Shri Ram College, New Delhi. Further details and current directorships have been given in the Annexure to this Notice.
21. 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 Ms. Rishi as an Independent Director is now placed for the approval of the Members by a Special Resolution.
22. The Board commends the Special Resolution set out in Item No. 8 of the accompanying Notice for approval of the Members.
23. Ms. Vibha Paul Rishi and her relatives, are concerned or interested, in the Resolution relating to her own appointment. None of the other Directors or KMPs of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 8 of the accompanying Notice. Ms. Rishi is not related to any other Director or KMP of the Company.

By Order of the Board of Directors

**Beejal Desai (F3320)**

Senior Vice President

Corporate Affairs & Company Secretary (Group)

Mumbai, June 10, 2020

**Registered Office:**

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

## NOTICE (CONTD.)

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

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

Name of Director	Mr. N. Chandrasekaran	Mr. Nasser Munjee	Ms. Hema Ravichandar	Mr. Venkataramanan Anantharaman	Ms. Vibha Paul Rishi
DIN	00121863	00010180	00032929	01223191	05180796
Age	57	67	59	56	59
Date of Birth	June 2, 1963	November 18, 1952	May 14, 1961	May 1, 1964	June 19, 1960
Date of First Appointment	January 27, 2017	August 5, 2019	August 5, 2019	August 5, 2019	September 10, 2014
Experience & Expertise in specific functional areas/ brief resume	<p>Mr. N. Chandrasekaran is Chairman of the Board at Tata Sons, the holding company and promoter of all Tata Group companies. The Tata Group companies, across 10 business verticals, have aggregate annual revenues over US \$110 billion and a market capitalization of over US\$ 165 billion. He joined the Board of Tata Sons in October 2016 and was appointed Chairman in January 2017. He also chairs the Boards of several group operating companies, including Tata Steel, Tata Motors, Tata Power, and Tata Consultancy Services (TCS) – of which he was Chief Executive from 2009-17. In addition to his professional career at Tata, he is a Director on the Board of India's central bank, the Reserve Bank of India, since 2016. He is on the International Advisory Council of Singapore's Economic Development Board.</p>	<p>Mr. Nasser Munjee holds a master's degree in economics from the London School of Economics. He has earlier held various positions at HDFC for over 20 years, including serving as its executive director. He was the managing director of IDFC and is currently the chairman of DCB Bank since June 2005. He is also on the board of various multinational companies and trusts. Mr. Munjee has deep interest in rural development, housing finance, urban issues, infrastructure and humanitarian causes. He was a technical advisor on the World Bank's Public Private Partnership Infrastructure and Advisory Fund. He is also associated with several public and private institutions as chairman, a member of the board or as a trustee.</p>	<p>Ms. Hema Ravichandar has 36 years of experience across the roles of executive, mentor and coach, Strategic HR Advisor and Board member, pan-industry. She has been the Senior Vice President &amp; Group Head HRD - Infosys Technologies Ltd. and the Infosys Group, globally until July 2005; designed and drove the HR Agenda for Infosys as it scaled from 250 to 40,000 employees in the Group. Since 2005, she has provided Strategic HR Advisory to multinational and Indian corporations and governance at both the Statutory and Advisory Board levels, pan – industry. She has experience in Human Resources Development – Managing Scale, Risk, Diversity, Execution and Sustainability, Corporate Governance, Change Management, Leadership &amp; Management</p>	<p>Mr. Venkataramanan Anantharaman is an experienced senior investment and corporate banking professional with extensive advisory experience and strengths in client management, organization &amp; team leadership, risk and governance areas. He has worked in leading international banks and led diverse global teams. His current roles include Ecom Express Private Limited and Axis Asset Management Company Limited. He is a Board Mentor with Critical Eye, UK. He has mentored start-ups and has made seed investments in technology related companies. He has driven strategic, organizational and cultural change in organizations. Presented to regulators (including the Prudential Regulatory Authority, UK and Reserve Bank of India) statutory auditors, Board and Board Risk Committees.</p>	<p>Ms. Vibha Paul Rishi is an experienced marketing professional with stints in Indian and international markets. Her last role was as the Executive Director, brand and human capital of Max India, prior to which she was the Director, marketing and customer strategy at the Future Group. She has been with PepsiCo for 17 years in leadership roles in the areas of marketing and innovation in India, US and the UK. She was also one of the founding team members of PepsiCo and Titan in India. She holds a BA degree in economics from Delhi University and a Master of Business Administration degree with a specialisation in marketing from the Faculty of Management Studies, New Delhi.</p>

## NOTICE (CONTD.)

Name of Director	Mr. N. Chandrasekaran	Mr. Nasser Munjee	Ms. Hema Ravichandar	Mr. Venkataramanan Anantharaman	Ms. Vibha Paul Rishi
<b>Experience &amp; Expertise in specific functional areas/ brief resume</b>	He is the Chairman of Indian Institute of Management Lucknow as well as the President of the Court at Indian Institute of Science Bengaluru. He is also the Co-Chair of India US CEO Forum. He has been awarded several honorary doctorates by leading Universities in India and internationally. He is also the author of Bridgital Nation, a groundbreaking book on harnessing technological disruptions to bring Indians closer to their dreams.		Development, Succession Planning, Diversity and Inclusion, Anti-Sexual Harassment Initiatives and Immigration Scenarios. She has spearheaded large scale HR Interventions aimed at Future Proofing the organization - Broad Banding, Compensation Restructures, Defining and institutionalizing HR Business Processes		
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Bachelor's Degree in Applied Science</li> <li>• Master's Degree in Computer Application – Trichy, Tamil Nadu</li> </ul>	<ul style="list-style-type: none"> <li>• Master's degree in Economics from the London School of Economics</li> </ul>	<ul style="list-style-type: none"> <li>• MBA from the Indian Institute of Management, Ahmedabad.</li> <li>• B.A. in Economics from the Stella Maris College, Chennai.</li> </ul>	<ul style="list-style-type: none"> <li>• Post Graduate Diploma in Business Management (equivalent to MBA), 1987; XLRI, India</li> <li>• Bachelor of Metallurgical Engineering (with Honors), 1985; Jadavpur University, India</li> <li>• FT Non-Executive Director Diploma, 2019 (Advanced Professional Diploma)</li> </ul>	<ul style="list-style-type: none"> <li>• BA degree in economics from Delhi University</li> <li>• Master of Business Administration degree with a specialisation in marketing from the Faculty of Management Studies, New Delhi.</li> </ul>
<b>Details of shares held in the Company</b>	1,00,000	NIL	NIL	NIL	NIL



## NOTICE (CONTD.)

Name of Director	Mr. N. Chandrasekaran	Mr. Nasser Munjee	Ms. Hema Ravichandar	Mr. Venkataramanan Anantharaman	Ms. Vibha Paul Rishi
<b>Directorships in other public limited companies (excluding foreign companies, private companies and Section 8 companies)</b>	<ul style="list-style-type: none"> <li>• Tata Consumer Products Limited</li> <li>• Tata Consultancy Services Limited</li> <li>• Tata Steel Limited</li> <li>• The Tata Power Company Limited</li> <li>• Tata Motors Limited</li> </ul>	<ul style="list-style-type: none"> <li>• ABB India Limited</li> <li>• Ambuja Cements Limited</li> <li>• Cummins India Limited</li> <li>• DCB Bank Limited</li> <li>• HDFC Limited</li> <li>• Tata Motors Finance Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Marico Limited</li> <li>• Titan Company Limited</li> <li>• Bosch Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Axis Asset Management Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Asian Paints Limited</li> <li>• Tata Chemicals Limited</li> <li>• ICICI Prudential Life Insurance Company Limited</li> <li>• Escorts Limited</li> <li>• Piem Hotels Limited</li> <li>• ELEL Hotels and Investments Limited</li> <li>• Signify Innovations India Limited</li> </ul>
<b>Membership/ Chairpersonship of Committees in other public limited companies (Committees includes the Statutory Committees)</b>	<p><b>Nomination and Remuneration Committee</b></p> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• Tata Consultancy Services Limited</li> <li>• Tata Motors Limited</li> <li>• Tata Steel Limited</li> <li>• Tata Consumer Products Limited</li> <li>• The Tata Power Company Limited</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>• Tata Consultancy Services Limited</li> </ul>	<p><b>Audit Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>• ABB India Limited</li> <li>• Cummins India Limited</li> </ul> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• HDFC Limited</li> <li>• Ambuja Cements Limited</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>• ABB India Limited</li> <li>• Ambuja Cements Limited</li> </ul>	<p><b>Audit Committee</b></p> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• Marico Limited</li> <li>• Titan Company Limited</li> <li>• Bosch Limited</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>• Marico Limited</li> <li>• Titan Company Limited</li> </ul> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• Bosch Limited</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• Titan Company Limited</li> <li>• Bosch Limited</li> </ul>	<p><b>Audit Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>• Axis Asset Management Company Limited</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• Axis Asset Management Company Limited</li> </ul>	<p><b>Audit Committee</b></p> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• Escorts Limited</li> <li>• Piem Hotels Limited</li> <li>• ICICI Prudential Life Insurance Company Limited</li> <li>• Tata Chemicals Limited</li> <li>• Signify Innovations India Limited</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>• Signify Innovations India Limited</li> </ul>

## NOTICE (CONTD.)

Name of Director	Mr. N. Chandrasekaran	Mr. Nasser Munjee	Ms. Hema Ravichandar	Mr. Venkataramanan Anantharaman	Ms. Vibha Paul Rishi
Membership/ Chairpersonship of Committees in other public limited companies (Committees includes the Statutory Committees)		<p><u>Member</u></p> <ul style="list-style-type: none"> <li>Cummins India Limited</li> <li>DCB Bank Limited</li> <li>HDFC Limited</li> <li>Tata Motors Finance Limited</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>DCB Bank Limited</li> </ul> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>Ambuja Cements Limited</li> <li>Cummins India Limited</li> </ul> <p><b>Risk Management Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>ABB India Limited</li> <li>HDFC Limited</li> </ul> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>Ambuja Cements Limited</li> <li>Cummins India Limited</li> </ul>	<p><b>Stakeholders' Relationship Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>Bosch Limited</li> </ul>		<p><u>Member</u></p> <ul style="list-style-type: none"> <li>Escorts Limited</li> <li>Piem Hotels Limited</li> <li>Tata Chemicals Limited</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>Signify Innovations India Limited</li> </ul> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>Asian Paints Limited</li> <li>Tata Chemicals Limited</li> <li>Escorts Limited</li> <li>Piem Hotels Limited</li> </ul> <p><b>Stakeholders' Relationship Committee</b></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> <li>Tata Chemicals Limited</li> </ul> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>Escorts Limited</li> </ul>

For other details such as number of meetings of the board attended during the year, remuneration drawn and terms and conditions of appointment/re-appointment in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.