



ORIENTAL HOTELS LIMITED

Corporate Office : No.47, Paramount Plaza, Mahatma Gandhi Road, Chennai - 600 034, India.

OHL:SEC:Reg30:2020/21

July 04, 2020

The Manager - Listing

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai : 400051
Symbol: ORIENTHOT

The Manager - Listing Department

Bombay Stock Exchange Ltd.
II Floor, New Trading Ring
Rountana Building P J Towers,
Dalal Street, Mumbai : 400001
Scrip Code: 500314

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of the 50th Annual General Meeting ('AGM') of the Company

Dear Sir,

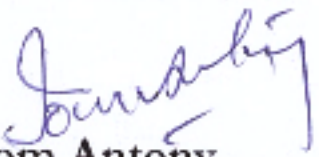
Pursuant to Regulation 30 read with Schedule III Para A, of SEBI Listing Regulation, please find attached the Notice and the Explanatory Statement of the 50th AGM of the Company scheduled to be held on Tuesday, July 28, 2020 at 11.00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

The said Notice forms part of the Annual Report 2019-20 which is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent. The Annual Report for Financial Year 2019-20 and other related documents are available on the website of the Company at www.orientalhotels.co.in.

You are requested to kindly take the same on record.

Yours faithfully,

For ORIENTAL HOTELS LIMITED


Tom Antony,
Company Secretary

NOTICE

NOTICE is hereby given that the Fiftieth (50th) Annual General Meeting of the members of Oriental Hotels Limited will be held on Tuesday, July 28, 2020 at 11:00 a.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 Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Board of Directors and 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 Share for the Financial Year ended March 31, 2020.
- 4) To appoint a Director in place of Mr. Giridhar Sanjeevi (DIN: 06648008), who retires by rotation and being eligible, offers himself for re-appointment.
- 5) 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

- 6) **Appointment of Mrs. Nina Chatrath (DIN: 07700943) as an Independent Director of the Company**

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

"RESOLVED THAT Mrs. Nina Chatrath (DIN: 07700943), who was appointed by the Board of Directors as an Additional Director of the Company effective October 29, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Article 109 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Companies

Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Nina Chatrath (DIN: 07700943) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from October 29, 2019 to October 28, 2024.

- 7) **Re-appointment of Ms. Gita Nayyar (DIN.07128438) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Gita Nayyar (DIN:07128438), a Non-Executive Independent Director of the Company and who holds office as an Independent Director up to July 30, 2020, who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, and 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 Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for the second consecutive term of 5 (Five) years w.e.f. July 31, 2020.

By Order of the Board of Directors

Tom Antony

Company Secretary

Membership No.: FCS 6828

Place: Chennai

Date: June 3, 2020

NOTICE (continued)

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 (“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 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Tuesday, July 28, 2020 at 11:00 a.m. (IST). The deemed venue for the 50th AGM will be the Registered office of the Company.
2. **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.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 50th 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 evoting.ksmassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
4. 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.
5. As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 6 and 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No(s). 6 and 7 of the Notice are annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the 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/disclosures have been received from Director/s for seeking re-appointment.
7. Since the 50th AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
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. 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 serve 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 – 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice convening the 50th AGM has been uploaded on the website of the Company at

www.orientalhotels.co.in 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. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

10. Book Closure and Dividend:

The Company has fixed July 21, 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. The Register of Members and the Share Transfer Books of the Company will be closed from July 22, 2020 to July 28, 2020, both days inclusive. The dividend of ₹0.20/- per equity share of ₹1 each (20%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or before August 26, 2020 as under:

- (a) To all the Beneficial Owners as at the end of the day on July 21, 2020 as per the list of beneficial owners to be furnished by the National Securities Depository Limited 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 July 21, 2020.

11. 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 by sending documents through email before July 21, 2020.

12. 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 upload the following documents at www.orientalhotels.co.in/investors/master-update or send a scanned copy of the following details/documents at srirams@integratedindia.in latest by July 21, 2020:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code;
- b. self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self attested scanned copy of the PAN Card; and
- d. self attested scanned copy of any document (such as AADHAAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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 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.

13. 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, upon normalisation of postal services and other activities.
14. As per Regulation 40 of the 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,

NOTICE (continued)

Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s Integrated Registry Management Services (P) Ltd ('Registrar' or 'RTA') at srirams@integratedindia.in for assistance in this regard.

15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 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. For details, please refer to Corporate Governance report which is a part of this Annual Report.

Due dates for claiming the unclaimed and unpaid dividends declared by the Company for the financial year 2012-13 to IEPF are as under:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/ unclaimed dividend
March 31, 2013	August 6, 2013	September 11, 2020

Members desirous of claiming the unclaimed dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents, M/s Integrated Registry Management Services Pvt Ltd., Kences Towers, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600017, Email: srirams@integratedindia.in

16. 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 can also upload the same in the website of the Company at www.orientalhotels.co.in/investors/master-update or to the Registrar at srirams@integratedindia.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.
17. 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 a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at srirams@integratedindia.in in case the shares are held in physical form, quoting your folio no.

18. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents 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 Company at ohlshares.mad@tajhotels.com or to the Registrar in physical mode, after restoring normalcy or in electronic mode at srirams@integratedindia.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.
19. 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.
20. During the day of 50th 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 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
21. Members who wish to inspect the relevant documents referred to in the Notice can send an email to ohlshares.mad@tajhotels.com up to date of this Meeting.
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 not to leave their demat account(s) dormant for long.

Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

23. To support the 'Green Initiative', Members who have not yet registered their email 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.

24. **Process for registering email addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:**

(i) **Registration of email addresses with RTA:** The Company has made special arrangements with 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 RTA on or before 5:00 p.m. IST on July 21, 2020.

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

- a) Visit the link <https://www.orientalhotels.co.in/investors/master-update>
- b) Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers.
- c) 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 and authentication.
- d) Enter your e-mail address and mobile number
- e) 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 FY 2019-20 along with the e-Voting user ID and password. In case of any queries, Members may write to srirams@integratedindia.in or 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 RTA, in respect of physical holding, by writing to them at srirams@integratedindia.in. or the same can be update in website of the Company www.orientalhotels.co.in/investors/master-update 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 email addresses are required to send an email request to 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:

- 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 Aadhaar 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 Aadhaar Card.

25. 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 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.

26. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of July 21, 2020 may cast their vote by remote e-Voting. The remote e-Voting period commences on **July 24, 2020 at 9.00 a.m. (IST)** and ends on **July 27, 2020 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

NOTICE (continued)

- 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 July 21, 2020.
27. 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 eVoting, 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.
 28. 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. July 21, 2020, may obtain the User ID and password by sending a request at evoting@nsdl.co.in
 29. 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.
 30. 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 and NSDL. The same will also be displayed on the Company's website at www.orientalhotels.co.in
 31. 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, post questions through chat box 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 the 50th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address at ohlshares.mad@tajhotels.com before 5:00 p.m. (IST) on 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 email address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at ohlshares.mad@tajhotels.com between July 21, 2020 (9:00 a.m. IST) and 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, enabling the Company to conduct the proceedings in smooth and hassle free manner. 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 may contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact any of the following:

Sr. No.	Name of the concerned person	Contact details
1.	Mr. Amit Vishal	amitv@nsdl.com / 022-24994360
2.	Ms. Pallavi Mhatre	pallavid@nsdl.co.in / 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.

- 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 101456 then user ID is 101456001***

- 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

NOTICE (continued)

and open the attachment i.e. a .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.
 - ii) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on 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 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.
- 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

- 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 eVoting. 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 Oriental Hotels Limited to cast your vote.
 - D. Now you are ready for e-Voting as the Voting page opens.

- 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 evoting.ksmassociates@gmail.com, with a copy marked to 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 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 or call on the toll-free number : 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated email IDs :

evoting@nsdl.co.in or srirams@integratedindia.in or ohlshares.mad@tajhotels.com or at telephone nos. : 022-24994360 or 022-24994545.

By Order of the Board of Directors

Place: Chennai
Date: June 3, 2020

Tom Antony
Company Secretary
Membership No.: FCS 6828

NOTICE (continued)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) forming part of the Notice of the 50th Annual General Meeting of the Company

The following Explanatory statement sets out all material facts relating to the Special Business under Item Nos. 6 & 7 mentioned in the accompanying Notice dated June 3, 2020.

Item No. 6

1. The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mrs. Nina Chatrath (DIN: 07700943) as an Additional Director under the category of Independent Director with effect from October 29, 2019. Pursuant to Section 161 of the Companies Act 2013, read with Articles 109 of the Articles of Association of the Company. She holds office as an Additional Director of the Company up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice pursuant to Section 160 of the Companies Act 2013, from a Member proposing her candidature for the office of Director of the Company at the forthcoming Annual General Meeting. The Board commends to the Members her appointment as a Director of the Company.
2. Mrs. Nina Chatrath is founder of Enhance Consulting, a boutique Leadership Consulting firm based in New Delhi. She was part of the Global Leadership Consulting team in global search firms and worked as Senior Partner in Heidrick & Struggles and was earlier with Korn/Ferry International. She has twenty years of business and consulting experience and focuses on impact Succession Planning and of Leadership on business performance, organization building and management of talent.
3. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mrs. Nina Chatrath has given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Mrs. Nina Chatrath is a Non-Executive Director and considered as Independent based on the declaration received under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and she is independent of the management.
6. Details of Mrs. Nina Chatrath are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
7. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Nina Chatrath is now being placed before the Members for their approval.
8. Mrs. Nina Chatrath may be deemed to be concerned and interested in Item Nos. 6, as it relates to her appointment as Director under the category of Independent Director of the Company. Other than the aforesaid Director none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolutions mentioned at Item Nos. 6 of the accompanying Notice.
9. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.
10. The Board commends the Resolutions at Item Nos. 6 of the accompanying Notice for approval by the Members.

Item No. 7

1. At the Annual General Meeting of the Company held on July 25, 2016, the members of the Company had appointed Ms. Gita Nayyar (DIN: 07128438) as an Independent Director of the Company, to hold office up to July 30, 2020 (“first term”).
2. Nomination and Remuneration Committee (‘NRC’) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Gita Nayyar as an Independent Director, for a second term of 5 consecutive years, on the Board of the Company.
3. The Board, based on the performance evaluation and as per the recommendations of NRC, considers that, given her background and experience and contributions made

by her during her tenure, the continued association of Ms. Gita Nayyar would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Ms. Gita Nayyar as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years on the Board of the Company.

4. Ms. Gita Nayyar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given her consent to act as a director.
5. The Company has also received declaration from Ms. Gita Nayyar that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
6. In the opinion of the Board, Ms. Gita Nayyar fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Gita Nayyar is independent of the management.
7. Details of Ms. Gita Nayyar are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General

Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

8. Ms. Gita Nayyar is interested in the resolution set out at Item No. 7 of the Notice with regard to her re-appointment. Other than the aforesaid Director none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolutions mentioned at Item Nos. 7 of the accompanying Notice.
9. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.
10. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

By Order of the Board of Directors

Tom Antony

Place: Chennai
Date: June 3, 2020

Company Secretary
Membership No.: FCS 6828

NOTICE (continued)

This information forms part of the explanatory Statement for the Annual General Meeting.

Details of Directors seeking appointment / re-appointment at the 50th Annual General Meeting of the Company:

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2]

Name	Mr. Puneet Chhatwal	Mr. Giridhar Sanjeevi
DIN	07624616	06648008
Date of Birth	April 16, 1964	December 03, 1963
Expertise in specific functional areas	Wide experience in Hospitality Industry and Business Management	Wide experience in Finance and Business Management
Qualification	MBA in Hospitality from ESSEC, Paris, Advanced Management Program from INSEAD, Graduation from Delhi University and Institute of Hotel Management, Delhi	Chartered Accountant & MBA from IIM – Ahmedabad
Date of appointment	January 23, 2018	July 25, 2017
Number of shares held in the Company	Nil	Nil
Directorship in other Companies (as on March 31, 2020)	(1) The Indian Hotels Company Ltd. (2) Taj GVK Hotels and Resorts Ltd. (3) Benares Hotels Ltd. (4) PIEM Hotels Ltd. (5) Roots Corporation Ltd. (6) Taj Sats Air Catering Ltd. (7) ELEL Hotels and Investments Ltd.	(1) Taj GVK Hotels and Resorts Ltd. (2) PIEM Hotels Ltd. (3) Roots Corporation Ltd. (4) Taj Sats Air Catering Ltd. (5) ELEL Hotels and Investments Ltd.
Chairman / Member of the Committees of other Companies on which he is a Director (as on March 31, 2020)	Audit Committee Taj GVK Hotels & Resorts Ltd. – Member Stakeholder’s Relationship Committee The Indian Hotels Company Ltd. – Member	Audit Committee Taj GVK Hotels & Resorts Ltd - Member PIEM Hotels Ltd. – Member Taj SATS Air Catering Ltd. – Member Roots Corporation Ltd. – Chairman
Name	Mrs. Nina Chatrath	Ms. Gita Nayyar
DIN	07700943	07128438
Date of Birth	October 16, 1962	October 11, 1963
Expertise in specific functional areas	Wide experience in succession planning and leadership on business performance, organisation building and management of talent	Wide experience in Finance and Investment Management
Qualification	PGDM-HR from XLRI B. Com from Delhi University	MBA from Amos Tuck School of Business Administration, Dartmouth College, USA BA in Economics (Honors) from Jesus and Mary College, Delhi.
Date of appointment	October 29, 2019	July 30, 2015
Number of shares held in the Company	Nil	Nil
Directorship in other Companies (as on March 31, 2020)	(1) Dwarikesh Sugar Industries Ltd (2) Century Metal Recycling Ltd	(1) Taj Sats Air Catering Ltd. (2) Transport Corporation of India Ltd
Chairman / Member of the Committees of other Companies on which he is a Director (as on March 31, 2020)	Audit Committee Dwarikesh Sugar Industries Ltd – Member Century Metal Recycling Ltd – Member Stakeholder’s Relationship Committee Dwarikesh Sugar Industries Ltd – Member Century Metal Recycling Ltd – Member	Audit Committee Taj SATS Air Catering Ltd. – Member Stakeholder’s Relationship Committee Transport Corporation of India Ltd – Member

The attendance records of the directors seeking reappointment are furnished in the Corporate Governance report which forms part of annual report 2019 - 2020.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ohlshares.mad@tajhotels.com.