

## NOTICE

NOTICE is hereby given that the Hundred and Twenty Fifth (125<sup>th</sup>) Annual General Meeting of the Members of The Indian Hotels Company Limited will be held on **Tuesday, June 30, 2026, at 10:30 a.m. (IST)** through Video Conferencing/Other Audio-Visual Means, to transact the following business:

### ORDINARY BUSINESS:

#### Item No. 1 – Adoption of Audited Standalone Financial Statements

To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

#### Item No. 2 – Adoption of Audited Consolidated Financial Statements

To receive, consider, and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon.

#### Item No. 3 – Declaration of Dividend

To declare dividend of ₹3.25/- per equity share of face value ₹1/- each for the Financial Year ended March 31, 2026.

#### Item No. 4 – Re-appointment of a Director

To appoint a Director in place of Mr. Puneet Chhatwal (DIN: 07624616), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

#### Item No. 5 – Re-appointment of Mr. Anupam Narayan as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), and Regulations 17, 25 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, Mr. Anupam Narayan (DIN: 05224075), who was appointed as an Independent Director of the Company at the 121<sup>st</sup> Annual General Meeting of the Company for a period

of five years, i.e., from August 23, 2021 up to August 22, 2026 (both days inclusive), and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from August 23, 2026 up to December 16, 2028, (both days inclusive).

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

#### Item No. 6 – Revision in terms of remuneration of Mr. Puneet Chhatwal, Managing Director & Chief Executive Officer

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

**“RESOLVED THAT** in partial modification of the resolution passed by the members at the Annual General Meeting of the Company held on June 30, 2022, for the re-appointment of Mr. Puneet Chhatwal as the Managing Director & Chief Executive Officer of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the Company hereby approves the revision in the basic salary scale applicable to Mr. Puneet Chhatwal, with effect from April 1, 2026 for the remainder of his term as per details given in the statement forming part of this Notice.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to fix Mr. Puneet Chhatwal’s salary within the basic salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of total salary.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

## NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended (the 'Act') setting out the material facts concerning the business with respect to Item No(s). 5 and 6 forms part of this Notice. Further, relevant information pursuant to Regulation(s) 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.

2. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, the SEBI Listing Regulations, MCA Circulars and the SEBI Circulars, the 125<sup>th</sup> AGM of the Company is being held through VC/OAVM on **Tuesday, June 30, 2026 at 10:30 a.m. (IST)**. The proceedings of the 125<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company at Mandlik House, Mandlik Road, Colaba, Mumbai 400001.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional Investors /Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be,

to attend the AGM and vote through e-Voting, are requested that a certified copy of the Board Resolution/ Power of Attorney/Authority Letter is sent to the Scrutiniser by e-mail to [kkdlegal@gmail.com](mailto:kkdlegal@gmail.com), with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) or uploaded by clicking on the "Upload Board Resolution/Authority Letter" displayed under the 'e-Voting' tab in their login.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
6. The Members can join the AGM in VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the live proceedings on National Securities Depository Limited's (NSDL) e-voting website at [www.evoting.nsdl.com](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. Directors, Key Managerial Personnel, the Chairpersons of the Audit and Compliance Committee, the Nomination and Remuneration Committee, and the Stakeholders' Relationship Committee, the Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.
7. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In line with the MCA and SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent ONLY by electronic mode to all the Members whose e-mail addresses are registered with the Company/Registrar & Transfer Agent ('RTA')/ Depository Participants ('DP'). In accordance with the provisions of the SEBI Listing Regulations a letter is being sent to those shareholders who have not registered their e-mail addresses providing the web-link of Company's website from where the Integrated Annual Report 2025-26 can be accessed. Members are requested to access the Integrated Annual Report 2025-26 electronically to support the Green Initiative. The Company shall send physical copy of the Integrated Annual Report for FY 2025-26 to those Members who request for the same at [investorrelations@ihcltata.com](mailto:investorrelations@ihcltata.com) mentioning their Folio No./DP ID and Client ID.

The Notice along with the Integrated Annual Report for FY2025 26 is also available on the website of the (i) Company at <https://ir.ihcltata.com/shareholder-information/annual-general-meetings/year-25-26> (ii) Stock Exchanges where the securities of the Company are listed, 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 and iii) NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### 9. Record Date and Dividend:

The Board of Directors of the Company ('Board') at its meeting held on May 11, 2026 recommended a dividend of ₹3.25 per equity share of ₹1 each (325%). Further, the Board has fixed **Tuesday, June 23, 2026** as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.

The dividend if approved by the Members at the AGM, will be paid subject to deduction of tax at source (TDS) on and from **Friday, July 3, 2026** only through electronic mode as under:

- (a) **For shares held in electronic form:** To all the Beneficial Owners as of close of the business hours on Tuesday, June 23, 2026, as per the list of beneficial owners made available by the Depositories; and
- (b) **For shares held in physical form:** To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company latest by the close of business hours on Tuesday, June 23, 2026.

10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 2025 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company / MUFG Intime India Private Limited (RTA) by updating the same at: <https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html> on or before **Friday, June 19, 2026**, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate and provide exemption, if applicable.

For detailed process, please click here: <https://ir.ihcltata.com/shareholder-information/annual-general-meetings/year-25-26> or refer to the e-mail sent to members in this regard.

Key documents to be submitted/uploaded as per Income Tax Act Rules 2026:

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	i. Form 121 (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 41 (erstwhile Form 10F) v. Any other document which may be required

\*Pursuant to Section 397 of the Income Tax Act, 2025, if PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available.

#### 11. Dividend to Members holding shares in Physical form:

Pursuant to SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode.

Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance. Members are requested to send the following documents to RTA on or before **Friday, June 19, 2026**:

- i) Form No. ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pincode and the bank account details;
- ii) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- iii) Self-attested copy of the PAN Card of all holders;
- iv) Self-attested 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;

- v) Form ISR 2 duly filled and signed. The signature of holders should be attested by the Bank Manager;
- vi) Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available on RTA's website at <https://in.mpms.mufg.com/>

## 12. Dividend to Members holding shares in electronic form:

Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request for change/ addition/ deletion of such bank details.

Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by **Friday, June 19, 2026**.

Instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

13. Dividends, if not encashed for a period of seven consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF Account. 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 and/or shares have been transferred to IEPF may write to the Company/RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) by attaching the Entitlement Letter and other documents.

For further details, please refer to Corporate Governance Report, which forms part of the Integrated Annual Report, and the Company's website at <https://ir.ihcltata.com/investor-services/unclaimed-dividend-shares/>

14. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and in case the shares are held in physical form to the RTA in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. Further, Members may note that SEBI has mandated the submission of PAN by every member in the Securities Market.

## 15. Dematerialisation of Shares:

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List(not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://ir.ihcltata.com/investor-services/faqs/> and RTA at <https://in.mpms.mufg.com>.

#Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case maybe. The said forms can be downloaded from the Company's website at <https://ir.ihcltata.com/investor-services/faqs/> and from the website of the RTA at <https://in.mpms.mufg.com/>. Members are requested to submit the said form to their DPs in case the shares are held by them in electronic form and to the RTA at <https://in.mpms.mufg.com/> in case the shares are held in physical form, quoting their folio no.
17. 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. Requests for consolidation of share certificates shall be processed in dematerialised form only.

18. To prevent fraudulent transactions, Members are advised (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible (ii) not to leave their demat account(s) dormant for long and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.
19. The following documents will be available electronically for inspection by the Members before as well during the AGM:
- (i) the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act;
  - (ii) the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and
  - (iii) relevant documents referred to in the Notice or Statement.

Members desiring inspection, may send their request in writing to the Company from their registered e-mail address by mentioning their name, DP ID and Client ID/Folio No. and Mobile No. at [investorrelations@ihcltata.com](mailto:investorrelations@ihcltata.com) up to the date of the AGM.

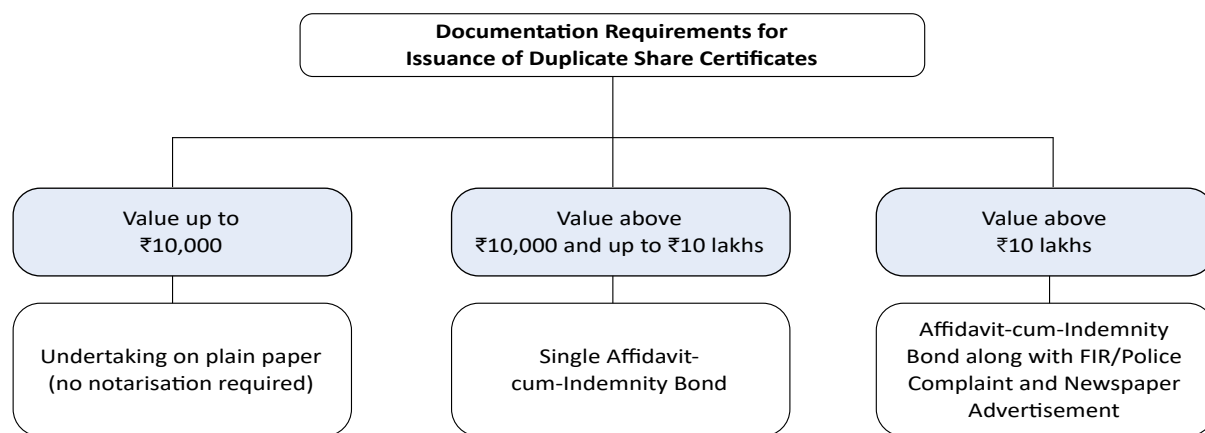
**20. Special window for re-lodgement of physical share transfer requests:**

Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re lodgement window till February 4, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one year lock in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

**21. Simplification of Procedure for Issuance of Duplicate Share Certificates:**

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:



22. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed from the Company's website at the following link <https://ir.ihcltata.com/investor-services/online-dispute-resolution-portal/>

**23. Process for registering e-mail addresses to receive the E-Notice of AGM and the Integrated Annual Report for FY 2025- 26 and cast votes electronically:**

**I. Registration of email addresses with RTA:**

The Company has made special arrangements with RTA and NSDL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) whose e-mail addresses are not registered with the Company/ DPs to receive this Notice and cast votes electronically. Members are required to follow the below procedure on or before **5:00 p.m. IST on Friday, June 19, 2026.**

- i. Visit the [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html).
- ii. Select the Name of the Company from the dropdown: **The Indian Hotels Company Limited**
- iii. Enter the DP ID & Client ID / Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers;
- iv. Enter your Mobile No. and E-mail address and click on the Continue button;
- v. The system will send OTP on Mobile and e-mail address;
- vi. Upload a self-attested copy of your PAN card and Address proof viz Aadhaar Card, passport or front and back side of share certificate in case of Physical folio;
- vii. Enter the OTP received on your Mobile and e-mail address;
- viii. The system will then confirm the e-mail address for receiving this Notice of AGM.

After the successful submission of the e-mail address, NSDL will e-mail a copy of Notice of AGM with the e-Voting user ID and password. In case of any queries, Members may write to [evoting@nsdl.com](mailto:evoting@nsdl.com).

Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and back) or client master, or copy of consolidated account statement, self-attested copy of PAN card, self-attested copy of Aadhaar Card.

## II. Registration of e-mail address permanently with Company/DP:

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the shareholders. 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/ Integrated Reports and other communications electronically to their e-mail address in future.

## 24. Process and manner for e-voting and joining the AGM:

### I. Voting through Electronic Means

- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard – 2 on General Meetings issued by ICSI, Regulation 44 of the SEBI Listing Regulations (as amended) read with the MCA Circulars and SEBI Circular dated December 9, 2020, the Company is providing the facility to cast votes electronically on all the resolutions set forth in this Notice to its Members in respect of the business to be transacted at the AGM through the e-voting services provided by NSDL. For this purpose, the Company has engaged the services of NSDL for facilitating remote e-voting before as well as during the AGM to enable the Members to cast their votes electronically.
- ii) Members of the Company holding shares either in physical form or in electronic form as on **Tuesday, June 23, 2026, i.e. cut-off date**, may cast their vote by remote e-voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, before as well as during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iii) The remote e-voting period commences **Friday, June 26, 2026 at 9:00 a.m. (IST) and ends on Monday, June 29, 2026 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before and during the AGM) shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- iv) Members will be provided with the facility for voting through remote e-voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting,

and are otherwise not barred from doing so, will be eligible to exercise their right to vote on such resolutions upon announcement by the Chairman. 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. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the meeting.

- v) Mr. Khushroo K. Driver – Advocate High Court (Reg No. OS-811) has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinise the remote e-voting process before and during the AGM in a fair and transparent manner.
- vi) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of the notice and holding shares as on the cut-off date, may obtain the Login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if the Member is already registered with NSDL for remote e-voting, then the Member can use the existing user ID and password for casting their vote.

In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after the dispatch of the Notice and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the AGM under “**Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in demat mode**”.

**The instructions for remote e-voting before / during the AGM are as under:**

The way to vote electronically on NSDL e-voting system consists of ‘Two Steps’ which are mentioned below:

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

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on (“DP”) e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their dematerialised accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual dematerialised account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. **Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.**

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

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**Login Method**

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**Individual Shareholders holding securities in electronic mode with NSDL.**

1. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
2. Existing **IDEAS** user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDEAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “**Access to e-voting**” under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
3. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDEAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

## Login Method

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



### Individual Shareholders holding securities in electronic mode with CDSL

- Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login of Easi/Easiest the user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from an e-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option i.e. NSDL where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

### Individual Shareholders (holding securities in electronic mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login Method	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022 - 4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### B) Log-in method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in electronic mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. 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 139415 then user ID is 139415001***

6. Password details for shareholders other than individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

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

- 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).

- 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

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

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

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

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

- After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select 'EVEN' of company 139415 for which you wish to cast your vote during the remote e voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
- Now you are ready for e-voting as the Voting page opens.
- 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.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Members

- 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.
- 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: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

- Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and Password for e-voting by providing demat account number/Folio number, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

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

- Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against the Company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.

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 this Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

- 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.
- Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 022 - 4886 7000 or contact Mr. Amit Vishal, Vice President – NSDL or Ms. Pallavi Mhatre, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
- Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID, and Client ID number / folio number and mobile number, to reach the Company's e-mail

address at [investorrelations@ihcltata.com](mailto:investorrelations@ihcltata.com) before **5:00 p.m. (IST) on Thursday, June 25, 2026**. Such queries will be appropriately responded by the Company.

- Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [investorrelations@ihcltata.com](mailto:investorrelations@ihcltata.com) between **Tuesday, June 23, 2026 (9:00 a.m. IST) and Thursday, June 25, 2026 (5:00 p.m. IST)**. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

## Other Instructions

- The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and will submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.
- The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website at <https://www.ihcltata.com/investors/> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be disseminated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Result will also be displayed at the Registered Office of the Company.

By Order of the Board of Directors

Sd/-

**Melisa Alva**

Senior Vice President & Company Secretary  
Membership No. ACS 34774

Mumbai, May 11, 2026

### Registered Office:

Mandlik House,  
Mandlik Road,  
Mumbai 400 001.  
CIN: L74999MH1902PLC000183  
Tel: 022 61371637  
Email: [investorrelations@ihcltata.com](mailto:investorrelations@ihcltata.com)  
Website: [www.ihcltata.com](http://www.ihcltata.com)

## Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act')

The following statement sets out all the material facts relating to the Special Business mentioned at Item No(s). 5 and 6 of the accompanying Notice dated May 11, 2026.

### Item No. 5

The Members of the Company, at the 121<sup>st</sup> Annual General Meeting of the Company held on June 30, 2022, had approved the appointment of Mr. Anupam Narayan (DIN: 05224075) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from August 23, 2021 up to August 22, 2026 (both days inclusive). The Resolution for appointment of Mr. Narayan was passed by the Members with an overwhelming majority. Of the total votes polled, 99.24% were in favour of the resolution.

Since his appointment as an Independent Director on the Board, Mr. Anupam Narayan has attended all the Board and Committee meetings where he is a member and has contributed immensely to the Board and Committee deliberations during his tenure. He has also been present at all shareholder meetings held since his appointment.

Mr. Narayan's, first term of five years as Independent Director of the Company, will end on August 22, 2026, and he is eligible for re-appointment as Independent Director on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

Taking into consideration the skills, competence and expertise required on the Board in the context of the Company's business and sector, and based on the performance evaluation carried out, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that Mr. Anupam Narayan possesses the qualifications and experience necessary for the role of Independent Director and that his continued association would be of immense benefit to the Company. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on May 11, 2026, approved and decided to recommend to the shareholders the re-appointment of Mr. Anupam Narayan as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from August 23, 2026 up to December 16, 2028 (both days inclusive), i.e., until he attains the age of 75 years.

The Company has in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Narayan for the office of Director. Mr. Anupam Narayan has provided his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. He has also confirmed in form DIR-8 that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (1) and (2) of the Act.

The Company has also received declarations from Mr. Anupam Narayan to the effect that he 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. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Narayan has confirmed that he is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director.

There is no inter se relationship between him and any other Member of the Board and/or Key Managerial Personnel of the Company.

The profile and specific areas of expertise of Mr. Narayan are provided as Annexure to this Notice.

In the opinion of the Board, Mr. Narayan fulfils the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the Management of the Company.

In compliance with the provisions of Section 149 and other applicable provisions of the Act, read with Schedule IV to the Act, and in terms of Regulation 17 and other applicable provisions of the SEBI Listing Regulations, the re-appointment of Mr. Anupam Narayan as Independent Director for a second term commencing from August 23, 2026 up to December 16, 2028, (i.e. up to Mr. Narayan attaining the age of 75 years), is being placed before the Members for their approval by a Special Resolution. Mr. Narayan, if re-appointed, will not be liable to retire by rotation.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://ir.ihcltata.com/termsandconditionsofappointmentofindependentdirectors.pdf>. Further, the terms and conditions of re-appointment of Mr. Narayan as an Independent Director would also be made available for inspection to the Members of the Company up to the date of the AGM. Any Member who wishes to inspect the same may send a request along with their Name, DP ID & Client ID/Folio No., from their registered email address to the Company at [investorrelations@ihcltata.com](mailto:investorrelations@ihcltata.com).

Except for Mr. Anupam Narayan to whom the resolution relates, and/or his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

## Item No. 6

The Members, at the Annual General Meeting of the Company held on June 30, 2022 had approved the re-appointment of Mr. Puneet Chhatwal as the Managing Director and Chief Executive Officer ('MD & CEO') of the Company for a period of five years commencing from November 6, 2022 to November 5, 2027 (both days inclusive) along with the terms of remuneration payable to him.

The Members had, inter alia, approved a basic salary scale of up to a maximum of ₹ 22,00,000 per month payable to Mr. Chhatwal with authority to the Board to grant annual increments in the basic salary within the aforesaid maximum limit, taking into consideration the performance of the Company and that of Mr. Chhatwal.

Pursuant to the aforesaid approval and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 11, 2026 revised the basic salary of Mr. Chhatwal to ₹22,12,000 per month with effect from April 1, 2026.

Taking into consideration his present salary and potential future revisions, if any, the Board of Directors at their meeting held on May 11, 2026 decided to revise the basic salary scale applicable to Mr. Puneet Chhatwal from the existing maximum of ₹22,00,000 per month to a maximum of ₹30,00,000 per month effective April 1, 2026 for the remainder of his tenure, subject to the consent of the Members.

Apart from the revision in terms of remuneration stated above, all other terms and conditions relating to Mr. Chhatwal's appointment and remuneration as approved earlier by the members remain unchanged and continue to be effective.

Details of remuneration paid to Mr. Puneet Chhatwal during 2025-26 have been disclosed in the Corporate Governance Report forming part of the Integrated Annual Report 25-26.

In accordance with the provisions contained in Section 196, 197 of the Act, read with Schedule V and applicable rules, approval of the Members is being sought by way of an Ordinary Resolution for the revised terms of remuneration of Mr. Chhatwal as stated above.

Except for Mr. Chhatwal to whom the resolution relates, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the Resolution set out at item no. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

**Melisa Alva**

Senior Vice President & Company Secretary  
Membership No. ACS 34774

Mumbai, May 11, 2026

**Registered Office:**

Mandlik House,

Mandlik Road,

Mumbai 400 001.

CIN: L74999MH1902PLC000183

Tel: 022 61371637

Email: [investorrelations@ihcltata.com](mailto:investorrelations@ihcltata.com)

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

## ANNEXURE TO THE NOTICE

### Details of the Directors seeking re-appointment at the 125<sup>th</sup> Annual General Meeting

[Pursuant to the Regulation 36 (3) of the Securities and Exchange Board of India Listing Regulations, 2015 and Secretarial Standard on General Meetings - SS-2]

**Mr. Puneet Chhatwal - DIN Number: 07624616**  
**Managing Director & Chief Executive Officer**

**Date of Birth and Age:** April 16, 1964 (62 years)

**Date of first appointment on the Board:** November 6, 2017

**Particulars of experience, expertise and qualifications of Mr. Chhatwal:**

Mr. Puneet Chhatwal joined The Indian Hotels Company Limited (IHCL) as the Managing Director and Chief Executive Officer in November 2017. During his tenure, IHCL has undergone a remarkable transformation, achieving responsible and profitable growth. The Company's turnaround 'Leading Transformation at IHCL' is now a case study at Harvard Business School. IHCL has also been recognised as the Turnaround Star at Forbes India Leadership Awards (FILA) 2025.

Mr. Chhatwal also serves as the leading voice of the industry in India in his capacity as the Chairman of the National Committee of Tourism and Hospitality, CII, and Chairman of Federation of Associations in Indian Tourism & Hospitality (FAITH).

Prior to this, Mr. Chhatwal was the Chief Executive Officer and Member of the Executive Board of Steigenberger Hotels AG – Deutsche Hospitality based out of Frankfurt, Germany. He was also the Chief Development Officer of The Rezidor Hotel Group – Carlson Hotels Worldwide based out of Brussels, Belgium.

Mr. Chhatwal is a graduate of Delhi University and Institute of Hotel Management, Delhi. He has completed an MBA in Hospitality from ESSEC, Paris and an Advanced Management Programme from INSEAD.

Throughout his international career, Mr. Chhatwal has received several acclaimed awards and is the First Alumnus included in the ESSEC-IMHI Hall of Honour 2014. He has been honoured with induction into the prestigious Global Travel Hall of Fame by Travel Weekly UK, Hall of Fame Award at the 39<sup>th</sup> IATO Annual Convention and Rotary Club of Bombay's Ramkrishna Bajaj Award for good governance.

**Terms and conditions of re-appointment:**

Mr. Chhatwal has been re-appointed as Managing Director & Chief Executive Officer w.e.f. November 6, 2022 for a period of 5 years.

**Board Meeting Attendance:**

During FY 2025-26, Mr. Puneet Chhatwal attended all the four Board Meetings that were held.

**Details of remuneration last drawn:**

Details of remuneration paid for FY 2025-26 are provided in the Corporate Governance Report forming part of this Integrated Annual Report 2025-26.

**Details of Remuneration sought to be paid:**

Remuneration will be paid as approved by the Members at the 121<sup>st</sup> Annual General Meeting of the Company held on June 30, 2022 and will be revised as per the resolution set forth at item no. 6 of the Notice to the AGM.

**Inter-se relationship with other Directors and Key Managerial Personnel: None**

**No of Shares held:**

- Own: NIL
- For other persons on beneficial basis: NIL

**Directorships held in other Companies**

- Oriental Hotels Limited
- Titan Company Limited
- Piem Hotels Limited
- Taj SATS Air Catering Limited
- The Indo German Chamber of Commerce
- IHM Aurangabad
- Tata Digital Private Limited
- Sparsh Infratech Private Limited
- St. James Court Hotel Limited
- Good Hope Palace Hotels Proprietary Limited
- IHMS Hotels (SA) Proprietary Limited
- IHOCO BV

**Memberships/Chairpersonship of Committees in other companies**

Member of the Nomination and Remuneration Committee of the following companies:

- Oriental Hotels Limited
- Taj SATS Air Catering Limited
- Piem Hotels Limited

**Listed entities from which Mr. Puneet Chhatwal has resigned as Director in the past three years:**

Ceased to be a director of Benares Hotels Limited and Taj GVK Hotels and Resorts Limited w.e.f February 2, 2023.

## **Mr. Anupam Narayan – DIN: 05224075**

### **Non-Executive, Independent Director**

**Date of Birth and Age:** December 17, 1953 (72 years)

**Date of first appointment on the Board:** August 23, 2021

#### **Particulars of experience, expertise, attribute or skills that qualify Mr. Narayan for Board Membership:**

Mr. Anupam Narayan is a strategic business advisor with 40 years of domestic and international experience in private and publicly listed companies in North America and India. He has held leadership and board positions in various hospitality groups and related companies including Best Western International, Red Lion Hotels Corp., Swiss International Hotels and a Kohlberg, Kravis & Roberts (KKR) company. He brings deep executive experience in Strategic Growth, Finance, Branding, Marketing and Distribution, Capital Markets, Debt Financing, IPOs, Mergers and Acquisitions and Real Estate development. He has advised clients in Peru, China, Europe and North America and was invited to join a Trade Mission to China and Vietnam led by the Governor, Washington State, USA. He has been a speaker at industry and investment conferences worldwide and currently serves on a number of Boards. In 2003, he was nominated for Business Leader of the Year by the London based Hotel Reports publication.

Mr. Narayan holds an undergraduate degree from the Indian Institute of Technology (IIT), Kanpur, India and an MBA from the University of Florida, USA.

#### **Skills and capabilities required for the role and the manner in which the Directors meet the requirements:**

Refer Item No. 5 of the Notice and Explanatory Statement and details of key skills, expertise and competencies of the Board included in the Corporate Governance Report forms part of the Integrated Annual Report 2025-26.

#### **Terms and conditions of re-appointment**

Re-appointment as an Independent Director for a second consecutive term commencing from August 23, 2026 up to December 16, 2028 (both days inclusive), not liable to retire by rotation.

#### **Board Meeting Attendance:**

During FY 2025-26, Mr. Anupam Narayan attended all four the Board Meetings that were held.

#### **Details of Remuneration last drawn:**

Details of remuneration paid for FY 2025-26 are provided in the Corporate Governance Report forming part of this Integrated Annual Report 2025-26.

#### **Details of Remuneration sought to be paid:**

Eligible for sitting fees and commission for attending the meetings of Board and Committees, as approved by the Board.

#### **Inter-se relationship with other Directors and Key Managerial Personnel: None**

#### **No of Shares held:**

- Own: NIL
- For other persons on beneficial basis: NIL

#### **Directorships held in other Companies**

None

#### **Memberships/Chairpersonship of Committees in other companies**

None

#### **Listed entities from which Mr. Anupam Narayan has resigned as Director in the past three years:**

None