

ORIENTAL HOTELS LIMITED

ANNUAL REPORT 2024-2025

TAJ



NOTICE

NOTICE is hereby given that the Fifty Fifth (55th) Annual General Meeting of Oriental Hotels Limited will be held on Thursday, July 24, 2025 at 11:00 a.m. IST through Video Conferencing / Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
- 3) To declare a dividend on Equity Shares for the financial year ended March 31, 2025.
- 4) To appoint a Director in place of Mr. D Vijayagopal Reddy (DIN: 00051554) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 5) **Appointment of Secretarial Auditor of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force and pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Board of Directors, the consent of the Members be and is hereby accorded to the appointment of M/s. Alagar and Associates LLP, Practicing Company Secretaries, (Firm Registration No. L2025TN019200), as the Secretarial Auditors of the Company to hold office for a period of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, to conduct the secretarial audit of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), or the Company Secretary be and are hereby authorized to finalize the terms and conditions of the appointment, including the remuneration, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or incidental to give effect to this resolution."

- 6) **Payment of Remuneration to Non-Executive Directors**

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

"RESOLVED THAT pursuant to the provisions of Section 197, 149 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory amendment, modification or re-enactment thereof for the time being in force), the Rules, Regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with the Articles of Association of the Company, consent of the Members be and is hereby accorded for payment of Remuneration to the Non-Executive Directors (including Independent Directors) of the Company in case of no profits / inadequate profits in accordance with the limits prescribed under Schedule V to the Act and the same be paid to and distributed amongst the said Non-Executive Directors (including Independent Directors) of the Company in such amounts or proportions and in such manner as may be directed by the Board of Directors of the Company for the three Financial Years 2025-26, 2026-27 and 2027-28."

- 7) **Appointment of Mr. Arvind Singh as an Independent Director of the Company**

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

"RESOLVED THAT Mr. Arvind Singh (DIN: 02780573), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 01, 2025, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

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RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time and time and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Mr. Arvind Singh, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from July 01, 2025 be and is hereby approved;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circular 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 Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').
 2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations, and the MCA Circulars, the 55th AGM of the Company is being held through VC / OAVM on Thursday,
- July 24, 2025 at 11.00 A.M. (IST). The proceedings of the 55th AGM shall be deemed to be conducted at the Registered Office of the Company at Taj Coromandel, No. 37, Mahatma Gandhi Road, Nungambakkam, Chennai 600034.
3. **PURSUANT TO THE PROVISIONS OF THE ACT AND SEBI LISTING REGULATIONS, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
 4. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution/Authorization, etc. authorising their representative to attend the AGM through VC /OAVM and to vote through remote e-Voting with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to sandeep@sandeep-cs.in, with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
 5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 6. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts in respect to the business under Item Nos. 5, 6 and 7 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 5, 6 and 7 as given above, as special business in the forthcoming AGM as they are unavoidable in nature. The relevant details with respect to Item No. 4 and Item No. 7 of the Notice pursuant to Regulation 36(3) of the SEBI

Listing Regulations and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of the Director seeking appointment/re-appointment and relevant details with respect to Item No. 5 of the Notice pursuant to Regulation 36(5) of the SEBI Listing Regulations in respect of the appointment of Secretarial Auditors at this AGM are annexed. Requisite declarations from the Directors and Secretarial Auditor seeking Appointment Re-Appointment has been received.

7. The Members can join the AGM in the VC / OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings on National Securities Depository Limited's (NSDL) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee, the Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the MCA and SEBI Circulars, the Annual Report including the Notice of the AGM for FY 2024-25 is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL), collectively "Depositories". In accordance with the provisions of the SEBI Listing Regulations, the Company has sent a letter to those shareholders who have not registered their e-mail addresses with the Company or Depository Participants containing the web-link, along with the exact path, to access the complete Annual Report, including the Notice of the AGM. Members are requested to access the Annual Report electronically to support the Green Initiative. The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at ohlshares.mad@tajhotels.com mentioning their Folio No.

/ DP ID and Client ID. The Notice convening the AGM and the Annual Report have been uploaded on the website of the Company at <https://orientalhotels.co.in/investors/annual-report/> and may also be accessed from the relevant section of the websites of the Stock Exchanges where the equity shares of the company are listed i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.

10. Record Date and Dividend

The Company has fixed Thursday, July 17, 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.

The dividend of ₹ 0.50 per equity share of ₹ 1 each (50%), if approved at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Thursday, July 31, 2025 by way of electronic mode as under:

- a) **For shares held in electronic form:** To all the Beneficial Owners as of close of the business hours on Thursday, July 17, 2025 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 Thursday, July 17, 2025.
11. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/Integrated Registry Management Services (P) Ltd (RTA) by sending documents along with the request in Form ISR-1 at its email ID einward@integratedindia.in on or before Monday, July 14, 2025 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate. No communication/ documents on the tax determination/ deduction shall be considered post 11:59 P.M.(IST) of Monday, July 14, 2025.

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

Shares held in Physical form: Folios of members holding shares in physical form should be KYC compliant to receive the dividends directly in their bank accounts in a timely manner through Electronic Clearing Service or any other means. Members are requested to follow the below instructions and send the following documents in original to the RTA, latest by Monday, July 14, 2025:

- a) Form ISR-1 duly filled and signed along with supporting documents.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i. Cancelled cheque in original
 - ii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested photocopy of the PAN Card of all the holders; and
- d) Self-attested photocopy of any document (such as Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories Participants (DPs) to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their Electronic Bank mandate is updated with their respective DPs by Monday, July 14, 2025.

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

13. Members are requested to note that dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the

Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. In view of this, Members / Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The details of unclaimed dividend to be transferred to IEPF is available on the website of the Company at <https://orientalhotels.co.in/investors/unclaimed-amounts/>. 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 the Report on Corporate Governance report which is part of the Annual Report.

14. Updation of KYC, PAN and other details:

Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 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. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA.

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <https://orientalhotels.co.in/investors/investor-support/>. In view of the above, we urge members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA. Towards this the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

15. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at einward@integratedindia.in in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records. Further, Members may note that SEBI has mandated the submission of PAN by every member in the Securities Market.
16. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates / folios; Transmission and Transposition.
17. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialization, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialized form. Members can contact Company's RTA at einward@integratedindia.in for assistance in this regard.
19. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14, as the case maybe. The said forms can be downloaded from the Company's website at <https://orientalhotels.co.in/investors/investor-support>. 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 einward@integratedindia.in in case the shares are held in physical form, quoting their folio no.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection before and during the AGM. Members seeking to inspect such documents can send a request to the Company at ohlshares.mad@tajhotels.com stating their name and DP / Client ID / Folio Nos.
24. **Process for registering email addresses to receive the Notice of AGM and Annual Report for FY 2024-25 and cast votes electronically:**

I. Registration of email addresses with RTA: The Company has made arrangements with the RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members

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>).

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whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the RTA/Company on or before 5:00 p.m. IST on Monday, July 14, 2025.

II. Registration of e-mail address permanently with Company/DP: To support the Green Initiative, Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders. 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.com along with the following documents for procuring user id and password for remote e-voting for the resolutions set out in this Notice:

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

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

I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management

and Administration) Rules, 2014, as amended, Secretarial Standard – 2 on General Meetings issued by ICSI, Regulation 44 of SEBI Listing Regulations (as amended) read with the MCA Circulars and SEBI Circular dated December 9, 2020, the Company is providing facility of only remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of NSDL for facilitating remote e-voting before as well as during the AGM to enable the Members to cast their votes electronically.

II. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Thursday, July 17, 2025** may cast their vote by remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, before as well as during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

III. The remote e-Voting period commences on **Monday, July 21, 2025 at 09:00 am (IST)** and ends on **Wednesday, July 23, 2025 at 05:00 pm (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 of the paid-up equity share capital of the Company as on the cut-off date of Thursday, July 17, 2025.

IV. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of the notice and holding shares as on the cut-off date, i.e. Thursday, July 17, 2025 may obtain the Login ID and password by sending a request to evoting@nsdl.com. However, if the member is already registered with NSDL for remote e-voting, then member can use existing user ID and password for casting their vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual

Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as of the cut-off date i.e., Thursday, July 17, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"

- V. Members will be provided with the facility for voting through remote e-voting system during the 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. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the meeting. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.
- VI. M/s. S. Sandeep & Associates, firm of Company Secretaries in practice, bearing unique identification number P2025TN103600 has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-Voting process before and during the AGM in a fair and transparent manner.
- VII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at <https://orientalhotels.co.in/investors/postal-ballot/results/> and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the

Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Result will also be displayed at the Registered Office of the Company.

IX. The Instructions for Members for Attending the AGM through VC / OAVM are as under:

- i. The Members will be provided with a facility to attend the AGM through VC / OAVM or view the live webcast through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Access to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the e-Voting Event Number (EVEN) of Company will be displayed. After successful login, the Members will be able to see the link of 'VC / OAVM link' placed under the tab 'Join Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at ohlshares.mad@tajhotels.com before 5.00 P.M (IST) on Friday, July 18, 2025. Such queries will be appropriately responded by the Company.

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- iv. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at ohlshares.mad@tajhotels.com between Wednesday, July 16, 2025 (09:00 am IST) and Friday, July 18, 2025 (05:00 pm IST).
- v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or call on 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President – NSDL, at evoting@nsdl.com.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Electronic mode with NSDL.	<ol style="list-style-type: none">1. 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 & voting during the meeting.2. 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.jsp3. 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 hold 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 & voting during the meeting.4. 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	<p>1. 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.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.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 where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 abovementioned 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 type	Helpdesk details
Individual Shareholders holding securities in electronic mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in electronic mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com or contact at toll free no. 1800-21-09911

B) Login 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

NOTICE (Contd.)

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
1. 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*****.
2. 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*****.
3. 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***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) 'Physical User Reset Password' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- 8. Now, you will have to click on 'Login' button.
- 9. After you click on the 'Login' button, home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not allow to modify your vote.

General Guidelines for Members

1. 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.
2. In case of any queries / grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual

for shareholders available in the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. Email: evoting@nsdl.com.

**By Order of the Board of Directors
For Oriental Hotels Limited**

Chennai, April 25, 2025

S. Akila
Company Secretary
A15861

Registered Office:
Taj Coromandel,
37, Mahatma Gandhi Road, Nungambakkam,
Chennai- 600034.
CIN: L55101TN1970PLC005897
Tel : 044-66002827
E-mail: ohlshares.mad@tajhotels.com
Website: www.orientalhotels.co.in

NOTICE (Contd.)

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), given hereunder sets out all material facts relating to the resolutions mentioned from Item Nos. 5 to 7 of the accompanying Notice dated April 25, 2025.

Item No. 5

Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Board's report made in terms of subsection (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, this appointment shall be approved by the Members of the Company at the Annual General Meeting.

In compliance with the applicable laws and based on the recommendations of the Audit Committee, the Board of Directors, at their meeting held on April 25, 2025, approved the appointment of M/s. Alagar & Associates LLP (Firm Registration No. L2025TN019200) as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025–26 to FY 2029–30, subject to the approval of the Members at the forthcoming Annual General Meeting. The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise and the quality of past audit reports.

M/s. Alagar & Associates LLP is a reputed firm of practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI) having extensive experience in corporate governance, compliance, and secretarial audits. In accordance with Regulation 24A of SEBI Listing Regulations, the firm holds a valid certificate issued by the ICSI. The firm has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.

M/s. Alagar & Associates LLP have given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024 and that they shall not render any restricted services stated therein to the Company, its holding and subsidiary companies, to ensure independence and avoid conflict of interest.

The Board believes that appointment of M/s. Alagar & Associates LLP will provide an independent and expert evaluation of the Company's corporate governance, regulatory compliance, and secretarial functions, thereby ensuring adherence to statutory requirements.

The proposed remuneration to be paid to M/s. Alagar & Associates LLP for their Secretarial Audit services is ₹ 1,50,000/- plus applicable taxes payable for the financial year 2025-2026 and the remuneration and out-of-pocket expenses for the subsequent year(s) of their term shall be as mutually agreed between the Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/s Alagar & Associates LLP shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/s. Alagar & Associates LLP as the Secretarial Auditors of the Company.

The Board recommends the Ordinary Resolution set out at item No. 5 in the accompanying notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at item No.5 of the notice.

Item No. 6

Section 197 of the Act permits payment of remuneration to Non-Executive Directors (NED) including Independent Directors (IDs) of a Company by way of commission, if the Company authorises such payments by way of a resolution of Members. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits, NEDs

and IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the 'Effective Capital' of the Company.

The remuneration in accordance with the said limits can be paid upon satisfaction of the following conditions:

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a Company covered under sub-section (1) of Section 178, also by the Nomination and Remuneration Committee;
- (ii) The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, has been obtained by the Company before obtaining the approval of the shareholders in the general meeting;
- (iii) Payment of remuneration is approved by the shareholders by way of an Ordinary Resolution.

Under the current legal framework, post the amendments notified by the Ministry of Corporate Affairs through Notification S.O. 1256(E) on March 18, 2021, the Company may now pay a fixed remuneration to its NEDs and IDs to provide incentive to their time, contribution, rich experience and critical guidance provided at Board Meetings.

The Members of the Company, at the Annual General Meeting held on July 20, 2023, approved the payment of Commission and Remuneration payable to Non-Executive Directors of the Company in case of no profits / inadequate profits in accordance with the limits prescribed under Schedule V for each year for a period of three years commencing from April 1, 2022 till March 31, 2025.

Approval of Members is now sought for payment of remuneration to NED's and ID's for the FY 2025-26, 2026-27 and 2027-28, in case of no profits or inadequate profits. The above remuneration will be determined and distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and shall be in addition to the fees payable to Directors for attending the meetings of the Board or Committee thereof as decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members. Accordingly, Members' approval is sought by way of an Ordinary Resolution for payment of remuneration to the Non-Executive Directors as set out in the said resolution.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the resolution mentioned at Item No. 6 of the Notice, except the Non- Executive Directors, to the extent of the remuneration that may be received by them.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

I. General Information

a. Nature of Industry:

Hospitality Industry.

b. Date or expected date of commencement of commercial production:

The Company was incorporated on September 18, 1970 and has been in hospitality business since then.

c. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

d. Financial Performance based on given indicators:

(₹ Lakhs)			
Particulars	2022-23	2023-24	2024-25
Revenue	39,280.71	39,103.47	43,762.00
Profit/(Loss) before tax	8,328.91	7,307.36	6,545.00
Profit/(Loss) after tax	5,847.33	5,533.88	4,452.00
Net worth	32,114.35	38,724.35	43,517.00

Note: Above amounts are extracted from financial statements of the Company on standalone basis.

e. Foreign Investment or collaborations, if any:

The Company is holding 15,00,000 shares of face value US\$10 (100%) in OHL International (HK) Ltd Hong Kong and 9,19,104 equity shares of face value US\$1 (5.25%) in TAL Hotels & Resorts Ltd, Hong Kong.

NOTICE (Contd.)

II. Information about the Appointee as provided under Schedule V to the Act

Particulars	Ms. Gita Nayyar	Mr. Vijay Sankar	Mr. Harish Lakshman	Ms. Nina Chatrath	Mr. Moiz Mohsin Miyajiwala	Mr. D. Vijayagopal Reddy	Mr. Ramesh D Hariani	Mr. Arvind Singh
Background details, Job profile, suitability, recognition and awards	The details for each of these Directors can be found on the website of the Company at https://orientalhotels.co.in/profile/directors/							
Past remuneration (₹ lakhs)								
FY 2024-25	20.00	2.40	9.70	5.10	15.70	4.90	2.20	-
FY 2023-24	19.70	2.20	9.60	5.10	2.60	4.30	3.80	-
FY 2022-23	12.00	9.00	7.00	7.00	-	7.00	6.00	-
Remuneration Proposed	upto ₹ 25.77 Lakhs	upto ₹ 25.20 Lakhs	upto ₹ 26.42 Lakhs	upto ₹ 26.60 Lakhs	upto ₹ 25.26 Lakhs	upto ₹ 24.00 Lakhs	upto ₹ 24.98 Lakhs	Upto ₹ 24.78 Lakhs
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration has been considered by the NRC and the Board of Directors of the Company and is in line with the remuneration being drawn by similar positions in the hotel industry.							
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	The Non-Executive Directors do not have any pecuniary relationship with the Company except to the extent of Sitting Fees, Commission or Remuneration, as applicable and reimbursement of out of pocket expenses received by them for attending the meetings.							

III. Other Information

a. Reason of loss or inadequate profits:

The hospitality industry has demonstrated strong momentum over the past two financial years, marked by a steady recovery in domestic and international travel, a surge in leisure tourism, and a gradual revival of corporate and MICE (Meetings, Incentives, Conferences, and Exhibitions) segments. In line with this positive industry trend, the Company has also witnessed a significant rebound in occupancy levels, Average Room Rates (ARR), and Food & Beverage revenues.

As a result, the Company has reported profits during the current financial year, reflecting operational resilience and strategic efforts undertaken by the management to optimize costs, enhance service standards, and reposition offerings in key markets.

Though there is no loss or inadequate profit during the FY 2024-25, approval is sought from the members for payment of remuneration to NEDs including IDs in case of loss or inadequate profits during each of the FY 2025-26, 2026-27 and 2027-28.

b. Steps taken or proposed to be taken for improvement:

Strategic Initiatives:

IHCL's ACCELERATE 2030 guides the Company in the strategic initiatives accelerating growth and drives sustainable practices creating an enhanced value propositions to all stakeholders.

The Company will continue on its journey of revenue growth and EBITDA margin expansion and will leverage its reset cost base and strengthen balance sheet to further improve profitability.

The Company shall continue its implementation of the Paathy to strengthen its focus and commitment on ESG, with clearly outlined goals on sustainability and social impact.

The Company will further embrace technology to innovate customer experiences and operations.

c. Expected increase in productivity and profits:

The Company is focused on implementing various strategic initiatives aimed at stimulating revenue growth, re-enforcing operational excellence and continuing the optimisation in fixed costs in order to emerge stronger. With revival and growth in the tourism industry, along with the steps taken/to be taken as mentioned in point no b of 'Other Information', it is expected to significantly improve the Company's performance and its profitability in the coming years.

IV. Disclosures:

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance report to the extent applicable.

In terms of Section (II)(B)(ii) of Section II of Schedule V to the Act, the Company confirms that it has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

The Board recommends the Ordinary Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Other than the concerned Non-Executive Directors of the Company and their relatives, none of the other Directors and KMP of the Company or their respective relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on April 25, 2025, has appointed Mr. Arvind Singh (DIN: 02780573) as Additional Director of the Company and also as Independent Director not liable to retire by rotation, for a term of five years from July 01, 2025 till June 30, 2030 (both days inclusive), subject to the approval of the Members.

Pursuant to Section 161(1) of the Act and the Company's Articles of Association, Mr. Arvind Singh shall hold office only up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Arvind Singh 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. 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. Mr. Arvind Singh has affirmed 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. He has also confirmed that he is not disqualified from being appointed as Directors, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by

virtue of any order passed by SEBI or any other authority and have given his consent to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Arvind Singh fulfils the criteria specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of appointment of independent director shall be available for electronic inspection by the Members during the normal business hours on any working day (except Saturday) and during the AGM. Any person who wishes to inspect may write to the Company Secretary at ohlshares.mad@tajhotels.com.

A brief profile of Mr. Arvind Singh is given below:

Mr. Arvind Singh has over 35 years of experience as an officer in the Indian Administrative Service (IAS). His assignments included senior roles in the Government of India and the Government of Maharashtra, primarily dealing with policy formulation and execution at the national, state and district levels. The main areas of expertise developed by him are in the sectors of Infrastructure (Power/Energy & Airports), Finance, Tourism and Agriculture. Mr. Arvind Singh has inter alia served as Secretary, Tourism, Government of India. He has also served as the Chairman, Airports Authority of India (AAI) prior to which he was the Additional Chief Secretary/ Principal Secretary, Energy, Government of Maharashtra as well as Chairman & MD, Maharashtra State Power Generation Co. Ltd. He has represented India's Ministry of Finance in Japan in the capacity of Minister (Economic & Commercial), Embassy of India, Tokyo. Mr. Arvind Singh was also Chairman & MD, Maharashtra State Electricity Transmission Company Limited and Director/Deputy Secretary, Government of India.

Further details and current directorships of the Director is provided in Annexure - 1 to this Notice.

Except for Mr. Arvind Singh and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives, are in any way financially or otherwise concerned or interested in the Resolution set out at Item no. 7 of the accompanying Notice. There is no inter se relationship between Mr. Arvind Singh and any other member of the Board and other Key Managerial Personnel of the Company.

In compliance with Section 149 read with Schedule IV, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Mr. Arvind Singh as an Independent Director is placed for the approval of the members by way of a special resolution. The Board commends the Special Resolutions set out at Item No. 7 of the accompanying Notice for approval of the Members.

NOTICE (Contd.)

Details of Directors seeking Appointment / Re-appointment at the 55th AGM of the Company

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

Name of Director	Mr. D Vijayagopal Reddy	Mr. Arvind Singh
DIN	00051554	02780573
Designation	Non -Independent, Non-Executive Director	Independent, Non-Executive Director
Date of Birth & Age	August 22, 1952 (72 years)	May 14, 1963 (61 years)
Date of First Appointment on the Board	November 11, 2005	July 01, 2025
Qualifications	B.Com., MBA	M.A (Economics) from the Delhi School of Economics, University of Delhi
Experience & Expertise in specific functional areas / brief resume	He has over 45 years of experience across multiple businesses. An Industrialist who has a rich experience in the diversified fields. He holds his business in Garments Appliances and Real Estate. He is an active Rotarian for more than 40 years creating awareness about eye donation and organ donation.	He has over 35 years of experience as an officer in the Indian Administrative Service (IAS). Brief Resume provided in the Explanatory Statement provided above.
Terms and Conditions of appointment / re-appointment	Re-appointment as Non- Executive Director liable to retire by rotation.	Appointment as an Independent Director for a term of five consecutive years commencing from July 01, 2025, not liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the Independent Director meet the requirements	NA	Refer the Explanatory Statement annexed to the Notice
Details of Remuneration sought to be paid	Sitting Fees and Commission / Remuneration, as may be decided by Board in each of the financial years.	Sitting Fees, Commission/ Remuneration, as may be decided by Board in each of the financial years.
Remuneration last drawn	Please refer to the Corporate Governance Report which is a part of the Annual Report for FY 2024-25	Not applicable
Shareholding in the Company	Please refer to the Corporate Governance Report which is a part of the Annual Report for FY 2024-25	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No inter-se relationship with other directors	No inter-se relationship with other directors
Number of Meetings of the Board attended during FY 2024-25	Please refer to the Corporate Governance Report which is a part of the Annual Report for FY 2024-25	NA
Names of the Listed entities from which the director has resigned in the past three years	Nil	Nil
Other Directorships	1. DPS Endeavours Limited 2. DPS Builders and Developers Private Limited 3. Televijay Technologies Private Limited 4. Vijay Appliances Private Limited 5. Vijay Garments Limited	1. KEC International Limited
Chairman/ Member of the Committees of other Companies on which he is a Director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on March 31, 2025)	Nil	Member of Stakeholders Relationship Committee in KEC International Limited