



THE INDIAN HOTELS COMPANY LIMITED

CIN: L74999MH1902PLC000183

Registered Office: Mandlik House Mandlik Road Mumbai 400 001 India

Tel 91 22 6639 5515 Fax 91 22 2202 7442

Website: www.tajhotels.com

E-mail : investorrelations@tajhotels.com

November 26, 2016

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

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

Dear Sirs,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further to our letter dated November 21, 2016, we are enclosing herewith a copy of the Notice of Extraordinary General Meeting (EGM) which will be held on Tuesday, December 20, 2016 at 11.00 a.m. at Walchand Hirachand Hall, 4th floor, IMC Bldg., IMC Marg, Churchgate, Mumbai - 400020 to transact the business as set out in the Notice of the EGM.

The EGM notice is also available on the website of the Company at www.tajhotels.com

This is for your information and record.

Yours sincerely,

BEEJAL DESAI

Vice President - Legal & Company Secretary

cc:

1. National Services Depository Limited
2. Central Depository Services (India) Limited

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting (EGM) of The Indian Hotels Company Limited (Company), on the requisition of Tata Sons Limited, which holds 28.01% of the paid up equity share capital of the Company, will be held on Tuesday, December 20, 2016 at 11.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber (IMC) Building, IMC Marg, Churchgate, Mumbai – 400020, to transact the following business:

SPECIAL BUSINESS :

REMOVAL OF MR. C. P. MISTRY AS DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument of Proxy, in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
3. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorising the representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names as per the Register of Members of the Company will be entitled to vote.
5. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company/ depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. The Members may note that this Notice will also be available on the Company's website (www.tajhotels.com).
6. A route map showing directions to reach the venue of the Meeting forms part of the Notice.
7. **Process and Manner for voting through electronic means:**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the EGM), through e-voting services provided by National Securities Depository Limited (NSDL) on the resolution set forth in this Notice.

Facility of voting through electronic voting system shall also be available at the Meeting. Members holding shares as on cut-off date i.e. December 13, 2016 and attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

Mr. Shreepad Korde, Practicing Company Secretary (Membership No. 563) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and the voting at the Meeting in a fair and transparent manner.

The instructions for Members for voting electronically are as under:-

A) For Members whose email addresses are registered with the Company / Depository Participant:

Those Members whose email addresses are registered with the Company / Depository Participant will receive an email from NSDL.

- (A.i) Open the e-mail and access the attached PDF file viz; “remote e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

The Indian Hotels Company Limited

- (A.ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (A.iii) Click on Shareholder – Login.
- (A.iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (A.v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (A.vi) Home page of e-Voting opens. Click on e-voting: Active Voting Cycles.
- (A.vii) Select “EVEN” of The Indian Hotels Company Limited.
- (A.viii) Now you are ready for e-voting as Cast Vote page opens.
- (A.ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (A.x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (A.xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (A.xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: fraternitygroup2010@gmail.com with a copy marked to evoting@nsdl.co.in.

If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

B) In case of Members’ receiving physical copies of the Notice of the Meeting: (for Members whose email addresses are not registered with the Company/Depository)

- (B.i) Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
- (B.ii) Please follow all step from 7 A (ii) to (xii)

C) Other Instructions:

- (i) The e-voting period begins on December 15, 2016 at 9.00 a.m. Indian Standard Time (IST) and ends on December 19, 2016 at 5.00 p.m. IST. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 13, 2016, may cast their vote electronically. The e-voting module will be disabled by NSDL thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
- (ii) The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. December 13, 2016. 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 voting, either through remote e-voting or voting at the EGM.
- (iii) Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by a sending a request to rajivr@nsdl.co.in/evoting@nsdl.co.in and may cast their vote by remote e-voting or at the Meeting. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password you can reset your password by using Forgot Password option available on www.evoting.nsdl.com.
- (iv) In case Members have any queries regarding e-voting, you may refer to the “Frequently Asked Questions (FAQs) for Members” and “Remote e-voting User manual for Members” available at www.evoting.nsdl.com or call on toll free number 1800-222-990. Members may also send their queries on e-voting by email to Mr. Rajiv Ranjan, Asst. Manager, NSDL at email id: rajivr@nsdl.co.in/evoting@nsdl.co.in.
- (v) The Scrutinizer shall immediately after the conclusion of the voting period, first count the votes at the meeting, thereafter unblock the votes through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman or any person authorised by the Chairman in writing, who shall countersign the same.
- (vi) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.

- (vii) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report declare the Results of the voting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tajhotels.com and on the website of NSDL immediately after the results are declared by the Chairman. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India where the shares of the Company are listed.
8. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the EGM i.e. December 20, 2016

By Order of the Board of Directors

Mumbai, November 21, 2016

BEEJAL DESAI
Vice President – Legal and Company Secretary

Registered Office:

Mandlik House,
Mandlik Road,
Mumbai 400 001.
CIN: L74999MH1902PLC000183
Tel.: 022 66395515 Fax: 022 22027442
Email: investorrelations@tajhotels.com
Website: www.tajhotels.com

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 (Act)]

1. The Special Notice and Requisition dated November 9, 2016 as received from Tata Sons Limited, the Requisitionist in relation to the Special Business proposed to be conducted at the Extra-ordinary General Meeting of The Indian Hotels Company Limited (Company) is annexed herewith.
2. Under Section 169 (4) of the Act, the director being sought to be removed has a right to make a representation to the shareholders in a manner stated therein.
3. Other than Mr. Cyrus P. Mistry and Mr. Shapoor P. Mistry, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the Special Business as set out in the Notice.

By Order of the Board of Directors

Mumbai, November 21, 2016

BEEJAL DESAI
Vice President – Legal and Company Secretary

Registered Office:

Mandlik House,
Mandlik Road,
Mumbai 400 001.
CIN: L74999MH1902PLC000183
Tel.: 022 66395515 Fax: 022 22027442
Email: investorrelations@tajhotels.com
Website: www.tajhotels.com

The Indian Hotels Company Limited

Route Map to the Extra-ordinary General Meeting Venue

Venue: Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber (IMC) Building, IMC Marg, Churchgate, Mumbai 400 020.





November 9, 2016

The Board of Directors
The Indian Hotels Company Limited
Mandlik House, Mandlik Road,
Colaba, Mumbai 400 001

Sirs,

Re: Issue of Special Notice and Requisition under the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary Ordinary General Meeting of the shareholders of The Indian Hotels Company Limited

1. Tata Sons Limited is a shareholder of The Indian Hotels Company Limited ("IHCL") and holds, as on the date of this letter, 27,70,63,351 equity shares representing 28.01% of the paid up equity share capital of IHCL.
2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of IHCL, in the manner prescribed under applicable law, to pass the following resolution:

REMOVAL OF MR. C. P. MISTRY AS DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

3. Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:
 - (i) Tata Sons Limited is the Promoter of IHCL and holds 28.01% of the equity share capital of IHCL.
 - (ii) Tata Sons Limited is the principal investment holding company and promoter of Tata companies. About 66% of the ordinary share capital of Tata Sons Limited is held by philanthropic trusts, which support education, health, livelihood generation and art and culture. In 2015-16, the revenue of Tata companies, taken together, was over USD 100 billion. These companies collectively employ over 660,000 people. Tata companies are



present in over 100 countries spanning 6 continents and operate with a mission '*To improve the quality of life of the communities we serve globally, through long-term stakeholder value creation based on Leadership with Trust*'.

- (iii) On October 24, 2016, the Board of Directors of Tata Sons Limited passed a resolution to replace Mr. Cyrus P Mistry as the Executive Chairman of Tata Sons Limited and revoked all his executive powers, fully supported by the three Directors of Tata Sons Limited nominated by the philanthropic trusts (primarily the Sir Dorabji Tata Trust and the Sir Ratan Tata Trust). It may be noted that the Board of Directors of Tata Sons Limited has lost confidence in Mr. Cyrus P Mistry to lead Tata Sons Limited for a combination of several factors. The Tata Sons' Board, in its collective wisdom, took the decision to replace Mr. Mistry. The Board had felt that the removal of Mr. Mistry as Chairman was absolutely necessary for the future success of the Tata group.
 - (iv) IHCL, of which Tata Sons Limited is the promoter, forms an integral part of the Tata group and enjoys the right to use - 'A Tata Enterprise' by virtue of the Tata Brand Equity and Business Promotion Agreement entered into between IHCL and Tata Sons Limited. Substantial goodwill and benefits accrue to IHCL by such usage and association with the Tata group.
 - (v) Subsequent to his replacement as Executive Chairman of Tata Sons Limited, Mr. Mistry has made certain unsubstantiated allegations, which cast aspersions not only on Tata Sons Limited and its Board of Directors, but also on the Tata group as a whole, of which IHCL is an integral part. The communication, which was marked as 'confidential', was made public. Mr. Mistry's conduct has caused enormous harm to the Tata group, IHCL and its stakeholders, including employees and shareholders.
 - (vi) Consequently, the Board of Directors of Tata Sons Limited by its resolution dated November 9, 2016 has resolved to propose the removal of Mr. Mistry as Director of IHCL.
4. Please also treat this as a special notice under Section 169(2), read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.

Yours faithfully,
TATA SONS LIMITED

(F. N. Subedar)
Chief Operating Officer &
Company Secretary

Copy to: Mr. Beejal Desai, Company Secretary, The Indian Hotels Company Limited

THE INDIAN HOTELS COMPANY LIMITED

Corporate Identification No. (CIN) - L74999MH1902PLC000183

Registered Office: Mandlik House, Mandlik Road, Mumbai 400 001

Phone: 91 22 66395515 Fax: 91 22 02 7442 E-mail: investorrelations@tajhotels.com Website: www.tajhotels.com

ATTENDANCE SLIP
(TO BE PRESENTED AT THE ENTRANCE)



Hotels Resorts
and Palaces

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company on Tuesday, December 20, 2016, at 11.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber (IMC) Building, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof.

Member ID :

Name of the Member Signature

Name of the Proxyholder Signature

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

E-VOTING PARTICULARS

ELECTRONIC VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD
105776		

NOTES: Please refer to the instructions printed under the Notes of the Extra-ordinary General Meeting. The e-voting period commences on Thursday, December 15, 2016 (9.00 a.m. IST) and ends on Monday, December 19, 2016 (5.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting hereafter.

THE INDIAN HOTELS COMPANY LIMITED

Corporate Identification No. (CIN) - L74999MH1902PLC000183

Registered Office: Mandlik House, Mandlik Road, Mumbai 400 001

Phone: 66395515 Fax: 91 22 02 7442 E-mail: investorrelations@tajhotels.com Website: www.tajhotels.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No. / Client ID No. : DP ID No.

I / We, being the Member(s) of The Indian Hotels Company Limited, holding shares hereby appoint

1. Name: E-mail ID:

Address:

..... Signature:, or failing him/her

2. Name: E-mail ID:

Address:

..... Signature:, or failing him/her

3. Name: E-mail ID:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary Meeting to be held on Tuesday, December 20, 2016, at 11.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber (IMC) Building, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of the resolution as indicated below:

Item No.	Resolution	Type of Resolution
1	Removal of Mr. C. P. Mistry as a Director	Ordinary

Signed this day of 2016

Signature of Member.....

Signature of Proxyholder(s).....

Affix
Revenue
Stamp

NOTE:

1. This Form, in order to be effective, should be duly stamped, completed and deposited at the Registered Office of the Company at Mandlik House, Mandlik Road, Mumbai 400 001 not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different jointholders may use copies of this Attendance Slip/ Proxy.
3. Appointing Proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature of anyone holder will be sufficient, but names of all joint holders must be mentioned.