

Dear Member,

**NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 AND
SECTION 110 OF THE COMPANIES ACT, 2013**

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011 and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time ("**Postal Ballot Rules**"), that the draft resolutions (the "**Resolutions**") hereinbelow are proposed to be passed by way of the postal ballot.

Item No. 1

Re-classification of the Authorized Share Capital

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 16 and 94 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, to the extent notified and in effect, (the "**Companies Act**") and subject to the approval of the shareholders of the Company, the authorized share capital of the Company comprising of ₹ 2,000,000,000 divided into 1,000,000,000 Equity Shares of ₹ 1 each and 10,000,000 cumulative redeemable preference shares of ₹100 each be and is hereby reclassified into 2,000,000,000 equity shares of ₹ 1 each aggregating to ₹ 2,000,000,000 with power to increase, reduce, divide and/or sub-divide the share capital of the Company or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution."

Item No. 2

Amendment to the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 16 and 94 and other applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, to the extent notified and in effect and subject to the approval of the Members of the Company, the Memorandum of Association be and is hereby altered, pursuant to which Clause V of the Memorandum of Association stands deleted and stands replaced with the following:

"The authorised share capital of the Company is ₹ 2,000,000,000 (Rupees Two Hundred Crores only) comprising of 2,000,000,000 (Two Hundred Crores) equity shares of ₹ 1 each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution."

By Order of the Board of Directors

Date: March 27, 2014
Place: Mumbai

Beejal Desai
Vice President – Legal & Company Secretary

Registered Office:

Mandlik House
Mandlik Road
Mumbai - 400001

Notes:

1. An explanatory statement pursuant to Section 173 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013, setting out the material facts and the reasons for the Resolutions is annexed hereto along with Postal Ballot Form for your consideration.
2. In terms of Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011 and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to the extent notified and in effect, the items of business set out in the Notice above are sought to be passed by Postal Ballot.
3. The Board of Directors has appointed Mr. Shreepad M. Korde, Practising Company Secretary, to act as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on April 4, 2014.
5. Members are requested to carefully read the instructions given in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours (1700 hours) on or before May 21, 2014. Consent received after May 21, 2014 shall be treated as if the reply from the Member has not been received.
6. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
7. The instructions for Members for e-voting are as under:

(a) In case of Members' receiving e-mail:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on "Shareholders" to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - "EVSN" alongwith The Indian Hotels Company Limited from the drop down menu and click on "SUBMIT"
- iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is mentioned in the email / printed on the Postal Ballot Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'IHCL1234' in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach the voting screen.
- vii. Members holding shares in Demat form will then reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same, the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

- xv. Institutional members (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 at investorrelations@tajhotels.com with a copy marked to helpdesk.evoting@cdslindia.com.
 - xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com, or investorelations@tajhotels.com.
 - xvii. Members have the option to vote either through e-voting or through the Ballot Form. If a Member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical ballot and e-voting, then voting through valid Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid.
- (b) In case of Members receiving Postal Ballot Form by Post:
- i. EVSN (Electronic Voting Sequence Number), User ID and Initial password is provided as below/at the bottom of the Postal Ballot Form.
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xvii) above, to cast vote.
- (c) In case of any queries, you may refer the User Manual for Shareholders to cast their votes available under help section of www.evotingindia.com or you can mail on helpdesk.evoting@cdslindia.com
8. Members who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the 'Investor Relations' page on the website of the Company www.tajhotels.com. The Members can also seek duplicate Postal Ballot Form from the Company at its Registered Office.
 9. The voting period for e-voting module ends on Wednesday, May 21, 2014. The e-voting module shall also be disabled by CDSL at 5.00 p.m. on the same day.
 10. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, April 4, 2014.
 11. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the voting by Postal Ballot will be announced on or before May 23, 2014 at 5 p.m. at the Registered Office of the Company and will also be published in newspapers and website of the Company.
 12. All the material documents referred to in the Explanatory Statement such as resolutions of the Board of Directors and Memorandum of Association and Articles of Association of the Company, will be made available for inspection by the Members, at the Registered Office of the Company, during working hours on any working day from Tuesday, April 22, 2014 to Wednesday, May 21, 2014

Annexure to Notice - Explanatory Statement under Section 173(2) and 192A of the Companies Act, 1956 and Section 102 and 110 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 and Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under the above item of the accompanying Notice dated March 27, 2014.

The Company, in order to meet its long term Equity requirement for funding its growth, is required to issue additional securities. It is, therefore, deemed appropriate to re-classify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at item Nos. 1 and 2 of the accompanying Notice.

The provisions of the Companies Act, 1956 and the Companies Act, 2013 require the Company to seek the approval of the Members for re-classification of the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

The Board recommends the above Ordinary Resolutions for approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

By Order of the Board of Directors

Date: March 27, 2014
Place: Mumbai

Beejal Desai
Vice President – Legal & Company Secretary

Registered Office:

Mandlik House
Mandlik Road
Mumbai – 400001