

ORIENTAL HOTELS LIMITED

Corporate Office : No.47, Paramount Plaza, 3rd Floor, Mahatma Gandhi Road, Chennai - 600 034, Tamil Nadu, India

Ref: OHL:SEC: 2026-27:022

July 07, 2026

The Manager – Listing

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, Plot No. C/1 G Block,

Bandra Kurla Complex

Bandra (E), Mumbai: 400051

Symbol: ORIENTHOT

The Manager – Listing Department

BSE Ltd.

II Floor, New Trading Ring

Rountana Building P J Towers,

Dalal Street, Mumbai: 400001

Scrip Code: 500314

Dear Sir/Madam,

Sub: Notice of 56th Annual General Meeting of Oriental Hotels Limited

Please find enclosed herewith the Notice of the 56th Annual General Meeting ('AGM') of Oriental Hotels Limited scheduled to be held on Thursday, July 30, 2026, at 11:00 a.m. (IST) via Video Conferencing/Other Audio-Visual Means. The said Notice forms part of the Annual Report of the Company for the Financial Year 2025-26.

This is submitted pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,

Yours faithfully,

For **ORIENTAL HOTELS LIMITED**

S Akila

Company Secretary

A15861

Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,

Nungambakkam, Chennai - 600034.

NOTICE

NOTICE is hereby given that the Fifty Sixth (56th) Annual General Meeting of Oriental Hotels Limited will be held on Thursday, July 30, 2026 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, 2026, 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, 2026, together with the report of the Auditors thereon.
- 3) To declare a dividend on Equity Shares for the financial year ended March 31, 2026.
- 4) To appoint a Director in place of Mr. Ankur Dalwani (DIN: 10091697) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 5) **Appointment of Mr. Venkatesh Rajagopal as a Director and as an Independent Director**

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

“RESOLVED that Mr. Venkatesh Rajagopal (DIN: 00003625), who was appointed as an Additional (Non-Executive, Independent) Director of the Company with effect from May 05, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) (including any modification or re-enactment thereof) and Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company 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 Director of the Company.

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

Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the appointment of Mr. Venkatesh Rajagopal (DIN: 00003625), 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 SEBI Listing Regulations 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 May 05, 2026 up to May 04, 2031 (both days inclusive), be and is hereby approved.

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

- 6) **Appointment of Mr. Suraj Krishna Moraje as a Director and as an Independent Director**

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

“RESOLVED that Mr. Suraj Krishna Moraje (DIN: 08594844), who was appointed as an Additional (Non-Executive, Independent) Director of the Company with effect from May 05, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) (including any modification or re-enactment thereof) and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company 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 Director of the Company.

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

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Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, appointment of Mr. Suraj Krishna Moraje (DIN: 08594844), 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 SEBI Listing Regulations 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 May 05, 2026 up to May 04, 2031 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER that the Board of Directors of the Company (including a Committee thereof) and the Company Secretary of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7) **Approval for Material Related Party Transactions with The Indian Hotels Company Limited**

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

"**RESOLVED** that pursuant to the provisions of Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), applicable provisions of the Companies Act, 2013 ("the Act") read with the related rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws/ statutory provisions and the 'Policy dealing with Related Party Transactions' of Oriental Hotels Limited ("the Company"), as may be amended from time to time, and basis the approval of the Audit Committee and recommendation of the Board of directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out and/or continuing with the related party transactions/ contracts/ arrangements (whether

individual transaction or transactions taken together or series of transactions or otherwise), on such terms and conditions as detailed in the Explanatory Statement herein with The Indian Hotels Company Limited ("IHCL"), for a term of 20 years for such amount as mentioned in the explanatory statement which is expected to exceed the materiality thresholds prescribed under Regulation 23 of SEBI Listing Regulations in each financial year (presently 10% of the consolidated turnover).

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company /any other person(s) so authorized by it and to sign and execute severally all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, matters, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution in the best interest of the Company and to negotiate/ re-negotiate/ modify/ amend or terminate thereof, of the subsisting contracts / arrangements/ transactions or any future contracts / arrangements / transactions in connection with the HMAs and to settle any question that may arise in this regard and incidental thereto, 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 the authority of 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 03/2025 dated September 22, 2025 (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 circulars dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 3, 2024 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing 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 56th AGM of the Company is being held through VC / OAVM on Thursday, July 30, 2026 at 11.00 A.M. (IST). The proceedings of the 56th 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 to Item No. 6 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 at this AGM are also annexed. Requisite declarations have been received from the Director seeking appointment/re-appointment.
7. The Members can join the AGM in the VC / OAVM mode 15 minutes before 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 2025-26 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

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at Ohlshares.mad@tajhotels.com mentioning their Name, Folio No. / DP ID and Client ID. The Notice convening the AGM has been uploaded on the website of the Company at <https://orientalhotels.co.in> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.

10. Record Date and Dividend:

The Company has fixed Thursday, July 23, 2026 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.

The dividend of ₹ 0.65 per equity share of ₹ 1 each (65%), if approved at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Thursday, August 06, 2026 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 23, 2026 as per the list of beneficial owners made available by the Depositories; and
- b) **For shares held in physical form:** To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company latest by the close of business hours on Thursday, July 23, 2026.

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, 2025 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/Integrated Registry Management Services (P) Ltd by sending documents along with the request in Form ISR-1 at its email ID einward@integratedindia.in on or before Saturday, July 18, 2026 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 Saturday, July 18, 2026.

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 Registrar and Transfer Agent (RTA), latest by Saturday, July 18, 2026:

- a) Form ISR-1 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 Aadhaar 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 Saturday, July 18, 2026.

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 unpaid/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. The Members / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to the Report on Corporate Governance report, which is a part of the Annual Report.
14. **Updation of KYC, PAN and other details:**
- Pursuant to SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 6, 2026 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. 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 Forms viz. ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <https://orientalhotels.co.in/investors/investor-support/>. 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. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.
- # Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
- Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact Company's RTA at einward@integratedindia.in for assistance in this regard.
17. 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')

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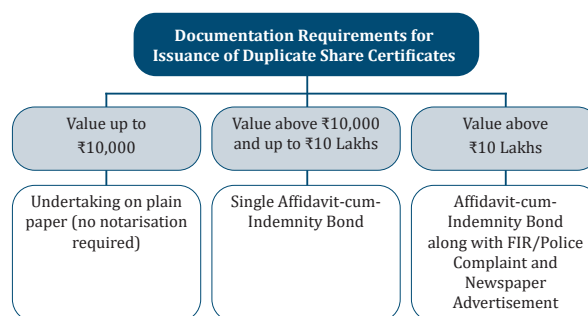
for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

18. 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.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
20. 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.
21. 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; relevant documents referred to in the Notice or Explanatory Statement, 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.
22. **Special window for re-lodgement of physical share transfer requests:** Members who had submitted transfer

deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one year lock in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

23. **Simplification of Procedure for Issuance of Duplicate Share Certificates:** SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:



24. **Process for registering email addresses to receive the Notice of AGM and Annual Report for FY 2025-26 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 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 Saturday, July 18, 2026.
- 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.co.in 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, 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 and 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 23, 2026** 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 27, 2026 at 09:00 am (IST)** and ends on **Wednesday, July 29, 2026 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 i.e., Thursday, July 23, 2026.
- 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 23, 2026 may obtain the Login ID and password by sending a request at evoting@nsdl.co.in. 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 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 23, 2026 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 at the end of discussion 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

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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 Annual General 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 Saturday, July 18, 2026. Such queries will be appropriately responded by the Company.
 - 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 Thursday, July 23, 2026 (09:00 am IST) and Saturday, July 25, 2026 (05:00 pm IST).
 - v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Deputy Vice President – NSDL

or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

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 demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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



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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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

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

Login 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@cdslindia.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?

- 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, 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.

4. Your User ID details are given below:

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

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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. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, 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.
2. 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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, at evoting@nsdl.com

By Order of the Board of Directors

For Oriental Hotels Limited

S. Akila

Company Secretary

ACS.: 15861

Alibag, May 04, 2026

Registered Office:

Taj Coromandel,

37, Mahatma Gandhi Raod,
Nungambakkam, Chennai- 600034.

CIN: L55101TN1970PLC005897

Tel : 044-66002827

E-mail: ohlshares.mad@tajhotels.com

Website: www.orientalhotels.co.in

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 May 04, 2026.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 04, 2026 has appointed Mr. Venkatesh Rajagopal (DIN: 00003625) as an Additional Director and Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years from May 05, 2026 till May 04, 2031 (both days inclusive), subject to the approval of the Members.

The Board has also appointed Mr. Venkatesh Rajagopal as a Member of the Corporate Social Responsibility Committee of the Board with effect from May 05, 2026.

Pursuant to Section 161(1) of the Act and the Company's Articles of Association, Mr. Venkatesh Rajagopal 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 received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Venkatesh Rajagopal for the office of Director of the Company.

The Company has received from Mr. Venkatesh Rajagopal (i) consent to act as a Director and Independent Director of the Company; (ii) a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (iii) confirmation pursuant to Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties; and (iv) confirmation that he is not disqualified from being appointed as a Director in terms of Sections 164(1) and 164(2) of the Act and

is not debarred from holding the office of a Director pursuant to any order issued by SEBI or any other authority.

In the opinion of the Board, Mr. Venkatesh Rajagopal is a person of integrity and possesses the requisite qualifications, expertise, experience and proficiency required for the role of an Independent Director. The Board is satisfied that he fulfils the criteria of independence prescribed under the Act, the Rules made thereunder and the SEBI Listing Regulations and is independent of the management of the Company. Considering his extensive experience in entrepreneurship, corporate leadership, governance and strategic management, the Board believes that his association would be of significant value and that his appointment as an Independent Director is in the best interests of the Company.

The terms and conditions of appointment of Mr. Venkatesh Rajagopal as an Independent Director are available for electronic inspection by the Members during business hours on any working day (except Saturdays) up to the date of the AGM and during the AGM. Members seeking inspection may write to the Company Secretary at ohlshares.mad@tajhotels.com.

The disclosures required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) are provided in Annexure-1 forming part of this Notice.

Except for Mr. Venkatesh Rajagopal and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice, except to the extent of their shareholding, if any. There is no inter se relationship between Mr. Venkatesh Rajagopal and any other member of the Board and other Key Managerial Personnel of the Company.

Accordingly, in compliance with Section 149 read with Schedule IV, Regulation 17 and other applicable provisions of the SEBI

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(Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Venkatesh Rajagopal as an Independent Director is placed before the members for approval by way of a Special Resolution. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 04, 2026 has appointed Mr. Suraj Krishna Moraje (DIN: 08594844) as an Additional Director and Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years from May 05, 2026 till May 04, 2031 (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. Suraj Krishna Moraje 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 received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Suraj Krishna Moraje for the office of Director of the Company.

The Board has also appointed Mr. Suraj Krishna Moraje as a Member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee of the Board with effect from May 05, 2026.

The Company has received from Mr. Suraj Krishna Moraje (i) consent to act as a Director and Independent Director of the Company; (ii) a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (iii) confirmation pursuant to Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties; and (iv) confirmation that he is not disqualified from being appointed as a Director in terms of Sections 164(1) and 164(2) of the Act and

is not debarred from holding the office of a Director pursuant to any order issued by SEBI or any other authority.

In the opinion of the Board, Mr. Suraj Krishna Moraje is a person of integrity and possesses the requisite qualifications, expertise, experience and proficiency required for the role of an Independent Director. The Board is satisfied that he fulfils the criteria of independence prescribed under the Act, the Rules made thereunder and the SEBI Listing Regulations and is independent of the management of the Company. Considering his rich experience in corporate leadership, strategy, and organisational transformation in business, the Board believes that his insights and strategic perspective will contribute meaningfully to the Company's long-term growth and governance framework, and that his appointment as an Independent Director is in the best interests of the Company. The terms and conditions of appointment of Mr. Suraj Krishna Moraje as an Independent Director are available for electronic inspection by the Members during business hours on any working day (except Saturdays) up to the date of the AGM and during the AGM Members seeking inspection may write to the Company Secretary at ohlshares.mad@tajhotels.com.

The disclosures required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) are provided in Annexure-1 forming part of this Notice.

Except for Mr. Suraj Krishna Moraje and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice, except to the extent of their shareholding, if any. There is no inter-se relationship between Mr. Suraj Krishna Moraje and any other member of the Board and other Key Managerial Personnel of the Company.

Accordingly, in compliance with Section 149 read with Schedule IV, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, the appointment of Mr. Suraj Krishna Moraje as an Independent Director is placed before the members for approval by way of a Special Resolution. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7

Background and rationale

Oriental Hotels Limited ('OHL'/'Company') presently has seven hotel units, namely, Taj Coromandel, Chennai; Taj Fisherman's Cove Resort & Spa, Chennai; Taj Malabar Resort & Spa, Kochi; Gateway Madurai; Gateway Coonoor; Vivanta Coimbatore and Vivanta Mangalore. The Indian Hotels Company Limited ('IHCL') owns and operates hotels under various brands including Taj, Vivanta and Gateway.

The Company has been engaging the services of IHCL through Hotel Operating Agreement(s) ('HOAs') in respect of various hotel units owned/licensed/ leased by OHL. These HOAs were entered into for various purposes including but not limited to, hotel management, operational support, deputation of staff, brand services, central reservation systems, sales and marketing support and other shared services. The Company envisages that a continued association with IHCL will benefit the Company in terms of being part of a big brand that has been rated as World's Strongest Brand and India's Strongest Brand across all categories (by Brand Finance). OHL gains access to IHCL's extensive reservation network, loyalty platform, corporate client base, digital distribution channels and revenue management expertise, all of which contribute to improved hotel performance. It may also be noted that IHCL is the largest hospitality company in India and part of the Tata Group which further provides various tangible and intangible benefits to OHL hotels. OHL's external credit ratings also derive comfort from OHL's strong strategic, operational and financial linkages with IHCL.

In order to maintain business continuity and to update the contractual framework and align it with current business and operational requirements and to have all contracts for the

above seven hotels for uniform tenures, it is proposed that, in supersession of the existing Hotel Operating Agreements, the Company enter into new Hotel Management Agreement(s) with IHCL for a period of 20 years effective August 1, 2026.

The HMAs are in the nature of continuing arrangements entered into for long-term operation of the Company's hotel units and are broadly in line with the existing arrangements under the HOAs. The key consideration includes management fees, incentive fees, reimbursements and other charges as specified under the HMAs. Transitioning from the older HOA structure to these new long-term HMAs ensures seamless continuity of premium brand positioning, professional management, and strong market presence for the Company's hotel portfolio in a highly competitive hospitality market. Detailed information on the said transactions is given in the table on minimum information provided in terms of SEBI Industry Standards on RPTs.

OHL derives significant benefits from leveraging IHCL's extensive experience in operating and managing hotels across its established brands, including the iconic "Taj" brand. Through the proposed HMAs, OHL will continue to benefit from IHCL's expertise, established brand equity, customer loyalty ecosystem, distribution and reservation networks, sales and marketing platforms, technology infrastructure and operational capabilities. This has contributed positively to the operational performance, market positioning and competitiveness of OHL's hotel portfolio.

OHL has had a long-standing and successful association with IHCL, and the proposed HMA seeks not only to continue but further strengthen this relationship by entering into 20-years HMAs, which would provide consistency and stability to operations thereby amplifying the benefits of the HMAs.

In addition to hotel operation and management services, the hospitality industry also requires arrangements relating to participation in customer loyalty programmes, use of central reservation and distribution systems, deputation of personnel, procurement of specialised services, reimbursement or recovery of expenses incurred on behalf of one another, etc. Thus, as part

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of a comprehensive hotel management arrangement, the parties not only enter into the primary hotel operation and management relationship but also various ancillary arrangements that are necessary to support the effective operation of the hotels. In line with same, the nature and extent of all the proposed transactions may vary based on operational and business requirements, but collectively they enable OHL to derive the full value and benefits of the HMA and support the efficient functioning and long-term success of the hotels.

In the hotel industry, continuity in management and brand affiliation is a key driver of hotel performance. Stable management arrangements support consistent service standards, stronger guest loyalty, enhanced market reputation, deeper corporate relationships and effective long-term planning. Frequent changes in operators can disrupt operations and dilute brand value, whereas a long-term arrangement promotes sustainable growth and asset value enhancement. Long-term HMA's are common across the hospitality industry, particularly for branded and upscale hotel assets. Industry studies and publicly disclosed hotel management arrangements indicate that contract terms of 20 years or longer are widely adopted, often together with renewal options that extend operating relationships further. In line with such practices and to derive the long-term value and benefits from the overall arrangement, the proposed HMAs and ancillary transactions would be entered for a period of 20 years.

IHCL, being the promoter of OHL, is a Related Party of the Company as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The proposed HMAs with IHCL, whether entered into individually or taken together with previous transactions and all other subsisting agreements with IHCL as a whole during a financial year, are expected to exceed the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations, in each financial year during the course of the HMA.

Accordingly, the proposed transactions qualify as Material Related Party Transactions ("Material RPTs") and require approval of the Members of the Company by way of an Ordinary Resolution, with related parties abstaining from voting.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" {"Industry Standards"}) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed the aforesaid details and taken note of the certificate submitted by the Managing Director & Chief Executive Officer and the Chief Financial Officer of the Company, confirming that the proposed RPTs are in the best interest of the Company. The Audit Committee has also noted that the terms and conditions of the proposed RPT(s) are not unfavourable to the Company, compared to terms and conditions, had the Company to have entered into similar transaction(s) with an unrelated party and that the RPT(s) are based on general terms and conditions and practices as prevailing in the industry the Company operates in.

Based on its review, the Audit Committee has accorded its approval to enter into RPTs with IHCL in respect of all its hotel units, effective August 1, 2026, including the contract(s)/ arrangement(s) / transaction(s) contemplated thereunder. The Audit Committee has noted that the said transactions are on arms' length basis and in the ordinary course of business of the Company. The Audit Committee has further noted that all requisite disclosures were made before it.

Approvals sought

It is proposed to seek approval of shareholders to enter into Material Related Party Transaction(s) with IHCL for a period of 20 years effective August 1, 2026 for estimated value(s) Annexure-2.

The related party transaction(s)/ contract(s)/ arrangement(s) referred to in this proposal have been evaluated by a reputed independent external consulting firm. The firm has opined that the proposed pricing under the contract(s)/ arrangement(s) is in accordance with the arm's length principle. The related party transaction(s)/ contract(s)/ arrangement(s) also qualifies as contract in the ordinary course of business. The relevant documents and agreements referred to herein are available for inspection by the Members in accordance with the procedure specified in the 'Notes' forming part of this Notice.

The details of the proposed HMAs, and the transactions envisaged, include the information required pursuant to Clauses 4 and 5 of the SEBI prescribed Industry Standards, applicable SEBI Circulars, and relevant provisions of the Companies Act, 2013, including aggregate value and tenure of the HMAs are provided as Annexure-2.

Members may note that, in the event the Company envisages that, during the tenure of the contract(s), if in any year the expected value(s) of the transaction(s) exceeds the amount specified herein in Annexure 2 or there are any material deviations to the terms and conditions of the contract(s), the Company will seek appropriate prior approval of the Members.

Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties (whether such related

party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 7.

None of the Directors and/ or Key Managerial Personnel(s) of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice, except to the extent of their shareholding and/or their association with IHCL, if any.

Based on the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 7 of the accompanying Notice for approval by the Members.

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

S. Akila

Company Secretary

ACS.: 15861

Alibag, May 04, 2026

Registered Office:

Taj Coromandel,

37, Mahatma Gandhi Raod,

Nungambakkam, Chennai- 600034.

CIN: L55101TN1970PLC005897

Tel : 044-66002827

E-mail: ohlshares.mad@tajhotels.com

Website: www.orientalhotels.co.in

NOTICE (Contd.)

Annexure - 1

Details of Directors seeking Appointment / Re-appointment at the 56th 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. Ankur Dalwani	Mr. Venkatesh Rajagopal	Mr. Suraj Krishna Moraje
DIN	10091697	00003625	08594844
Designation	Non-executive Director	Independent, Non-Executive Director	Independent, Non-Executive Director
Date of Birth & Age	09-November-1973; 52 years	11th October 1956; 69 years	09-January-1976; 50 years
Date of First Appointment on the Board	01-July-2024	05-May-2026	05-May-2026
Qualifications	MBA (Finance) from S.P. Jain Institute of Management & Research, Mumbai and Bachelor in Engineering from National Institute of Technology, Rourkela	B.A. Honors in Economics from Sri Ram College of Commerce, New Delhi and Master of Arts from Bangalore University.	BE from the National Institute of Technology in Surat, and PGDM from the Indian Institute of Management in Ahmedabad.
Experience & Expertise in specific functional areas / brief resume	Mr. Ankur Dalwani is a seasoned finance professional with experience across Corporate Finance & Strategy, Mergers & Acquisitions, Business Planning spanning real estate, hospitality & infrastructure sectors. He joined the IHCL family from Group CFO's Office in Tata Sons, where, as Senior Vice President he worked closely with group companies on strategic business planning, value enhancement and business performance management. Prior to the Tata group, Mr. Ankur Dalwani led the Real Estate Lending business at L&T Financial Services. Previously, he has also helmed other notable positions, as President (Corporate Strategy) at Aditya Birla Group and senior level positions at leading Investment Banks - Jefferies India, IDFC Capital and DSP Merrill Lynch.	Experience: 47 years Mr. Venkatesh Rajagopal is a former Indian Police Service (IPS) officer who served from 1979 to 1989, including as Superintendent of Police, Kanpur. Following his distinguished public service career, he transitioned to entrepreneurship and founded Celebrity Fashions in 1989, subsequently launching Indian Terrain in 2000, which has grown into a well-recognised menswear brand in India. He currently serves as Executive Chairman of both professionally managed companies, providing strategic direction and governance oversight. Mr. Venkatesh Rajagopal has been actively associated with leading industry and management bodies, having served as President of the Madras Management Association (MMA) and held key leadership roles in the Confederation of Indian Industry (CII). He is also a member of the World Presidents' Organization (WPO), Chennai Chapter.	Experience: 27 years Mr. Suraj Krishna Moraje is a cross-sector leader, investor and entrepreneur. He is the Founder of the Eka Fellowship, an initiative focused on enabling economic and social mobility for students, and Co-Founder of Beyond Trees, a land restoration company. He serves on the boards of several corporate and non-profit organisations and is widely recognised for his contributions to business leadership and social impact. Mr. Suraj Krishna Moraje previously served as CEO of Qness Corp, a leading listed business services company, where he led a significant transformation of the organisation. Prior to Qness, he spent over two decades with McKinsey & Company, including leadership roles in its Africa and Philippines operations.

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 May 05, 2026, not liable to retire by rotation.	Appointment as an Independent Director for a term of five consecutive years commencing from May 05, 2026, 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	Refer the Explanatory Statement annexed to the Notice
Details of Remuneration sought to be paid	NA	Sitting Fees and Commission / Remuneration, as may be approved by the Board from time to time, within the limits prescribed under the Companies Act, 2013 and other applicable provisions.	Sitting Fees and Commission / Remuneration, as may be approved by the Board from time to time, within the limits prescribed under the Companies Act, 2013 and other applicable provisions.
Remuneration last drawn	NA	NA	NA
Shareholding in the Company	Nil	Nil	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.	No inter-se relationship with other directors.
Number of Meetings of the Board attended during FY 2025-26	4	NA	NA
Names of the Listed entities from which the director has resigned in the past three years	Nil	Nil	Nil
Other Directorships	<ol style="list-style-type: none"> 1. Taj Sats Air Catering Limited 2. Piem Hotels Limited 3. St. James Court Hotel Limited 4. TAL Hotels and Resorts Limited 5. Sparsh Infratech Private Limited 	<ol style="list-style-type: none"> 1. Celebrity Fashions Limited 2. Indian Terrain Fashions Limited 	<ol style="list-style-type: none"> 1. Ashiana Housing Limited 2. New Soul Restoration Private Limited 3. Sahamati Foundation
Chairman/ Member of the Committees of other Companies on which he is a Director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on May 04, 2026)	Nil	Member of Stakeholders Relationship Committee in Indian Terrain Fashions Limited.	Chairman of Audit and Stakeholders Relationship Committee in Ashiana Housing Limited.

**Minimum Information to be provided to the shareholders for approval of
Related Party Transactions (RPT) as per the Industry Standards**

S. No.	Particulars of the information	Information provided by the management																																										
A.	Minimum information of the proposed RPT																																											
A (1).	Basic details of the related party																																											
1	Name of the related party	The Indian Hotels Company Limited ("IHCL")																																										
2	Country of incorporation of the related party	India																																										
3	Nature of business of the related party	Business of owning, operating & managing hotels and resorts																																										
A(2).	Relationship and ownership of the related party																																											
1	<p>Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Note: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>Relationship: Entity having significant Influence</p> <p>Shareholding of the Listed Entity in RP - 0.06%</p> <p>Not Applicable</p> <p>Shareholding of RP in Listed Entity - 37.09%</p>																																										
A(3).	Details of previous transactions with the related party																																											
1	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p>Note: Details need to be disclosed separately for listed entity and its subsidiary.</p>																																											
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Amount FY 2025-26 (₹ in Lakhs)</th> </tr> </thead> <tbody> <tr> <td colspan="3">OHL with IHCL</td> </tr> <tr> <td>1</td> <td>Sale of goods or services</td> <td>14.13</td> </tr> <tr> <td>2</td> <td>Reimbursement of Deputed Staff Salaries Received</td> <td>189.07</td> </tr> <tr> <td>3</td> <td>Purchase of goods or services</td> <td>4.39</td> </tr> <tr> <td>4</td> <td>Reimbursement of Deputed Staff Salaries Paid</td> <td>1,137.66</td> </tr> <tr> <td>5</td> <td>Dividend Received</td> <td>18.81</td> </tr> <tr> <td>6</td> <td>Operating/License Fees Paid/Compensation/ Provided</td> <td>2,086.44</td> </tr> <tr> <td>7</td> <td>Sale & Marketing, Reservation & Other Service Costs</td> <td>2,063.00</td> </tr> <tr> <td>8</td> <td>Intra Group Services - Income</td> <td>95.74</td> </tr> <tr> <td>9</td> <td>Loyalty</td> <td>796.33</td> </tr> <tr> <td>10</td> <td>Cost Reimbursement</td> <td>488.55</td> </tr> <tr> <td>11</td> <td>Cost Recovery</td> <td>42.76</td> </tr> <tr> <td></td> <td>Total</td> <td>6,936.88</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Amount FY 2025-26 (₹ in Lakhs)	OHL with IHCL			1	Sale of goods or services	14.13	2	Reimbursement of Deputed Staff Salaries Received	189.07	3	Purchase of goods or services	4.39	4	Reimbursement of Deputed Staff Salaries Paid	1,137.66	5	Dividend Received	18.81	6	Operating/License Fees Paid/Compensation/ Provided	2,086.44	7	Sale & Marketing, Reservation & Other Service Costs	2,063.00	8	Intra Group Services - Income	95.74	9	Loyalty	796.33	10	Cost Reimbursement	488.55	11	Cost Recovery	42.76		Total	6,936.88	
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S. No.	Particulars of the information		Information provided by the management
	S. No.	Nature of Transactions	Amount FY 2025-26 (₹ in Lakhs)
	OIHK with IHCL		
	1	Assignment of basic and incentive fees to OIHK	242.58
		Total	242.58
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.		Please see details in S. No. 1, in absence of information for the quarter immediately preceding the quarter, from the date of this notice.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.		No
A(4).	Amount of the proposed transactions		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.		INR 10,230 lakhs for FY 2026-27 (The details pertaining to remaining tenure of the multi-year contract, along with category-wise breakup for RPTs proposed to be undertaken is given in subsequent pages)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?		Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.		For FY 2026-27 - 20.36%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)		Not applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.		For FY 2026-27 - 1.06%
6.	Financial performance of the related party for the immediately preceding financial year:		
	Particulars		Amount FY 2025-26 (₹ in Lakhs)
	Turnover		5,37,955
	Profit After Tax		2,01,194
	Net Worth		12,76,695
	Note: The above information is given on standalone basis.		

NOTICE (Contd.)

S. No.	Particulars of the information	Information provided by the management		
A(5).	Basic details of the proposed transactions			
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	It is proposed to enter into various transactions with IHCL such as Payment of Operating and Management fees and Reimbursement of Costs, Loyalty, Deputed Staff Salary paid/received, Intra Group Services - Income, Cost Recovery and Purchase/Sale of goods or services.		
2	Details of each type of the proposed transaction:	Sl No	Category	Amount
		1	Payment of Operating and Management Fees and Reimbursement of Costs Fees paid for operating and managing hotel properties and repayment of expenses to IHCL for costs incurred on OHL's behalf.	Pursuant to the Hotel Management Agreement (HMA), OHL shall pay IHCL a basic management fee ranging from 3% to 5% of the Hotel's Gross Income, together with marketing/ other fees of 4.5% of the Hotel's Gross Sales. Based on the projected performance of the Hotels, the aggregate operating and management fees and reimbursement of costs payable to IHCL for FY 2026-27 are estimated at INR 6,600 lakhs. For subsequent financial years, please refer Exhibit A.
		2	Loyalty Earn points on eligible spends and redeem them for rewards under all loyalty programs.	INR 1,000 lakhs for FY 2026-27. For the subsequent years, please refer Exhibit A
		3	Deputed Staff Salary - Paid Deputation of employees from IHCL and reimbursing related costs.	INR 1,800 lakhs for FY 2026-27. For the subsequent years, please refer Exhibit A
		4	Deputed Staff Salary-Received Deputation of employees to IHCL and recovering related costs.	INR 500 lakhs for FY 2026-27. For the subsequent years, please refer Exhibit A
		5	Intra Group Services - Income Various services like laundry, support services, etc. provided to related parties	INR 150 lakhs for FY 2026-27. For the subsequent years, please refer Exhibit A

S. No.	Particulars of the information	Information provided by the management		
		6	<p>Cost Recovery</p> <p>Reimbursement of expenses from a related party for costs initially covered on their behalf.</p>	<p>INR 50 lakhs for FY 2026-27.</p> <p>For subsequent financial years, please refer Exhibit A</p>
		7	<p>Purchase of goods or services</p> <p>Transactions related to purchase of goods or services and other related amenities.</p>	<p>INR 100 lakhs for FY 2026-27.</p> <p>For the subsequent years, please refer Exhibit A</p>
		8	<p>Sale of goods or services</p> <p>Transactions related to room bookings, dining services, event hosting, and other amenities.</p>	<p>INR 30 lakhs for FY 2026-27.</p> <p>For the subsequent years, please refer Exhibit A</p>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	20 years		
4	Whether omnibus approval is being sought?	No		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>₹ 10,230 Lakhs for FY 2026-27.</p> <p>For the subsequent years, please refer Exhibit A</p>		

NOTICE (Contd.)

S. No.	Particulars of the information	Information provided by the management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Payment of Operating and Management Fees and Reimbursement of Costs:</p> <p>IHCL has extensive experience in the operation and management of hotels under the iconic “Taj” and other luxury brands. OHLs association with IHCL has contributed positively to the operational performance, market positioning and competitiveness of OHL’s hotel portfolio. Given OHL’s need to leverage IHCL’s established brand equity, hospitality expertise, customer loyalty ecosystem, reservation and distribution networks, and operational capabilities, the proposed HMA is expected to continue delivering significant benefits to OHL. Further, HMAs are typically long-term in nature, often spanning upto 30 years, as hotels are capital-intensive assets that require substantial investment in branding, operational systems, staff training, and market development. A longer tenure allows the operator sufficient time to establish and stabilize operations, maintain consistent service standards, maximize the hotel’s long-term performance, value and provides operational continuity. In addition, the cost reimbursement transactions are undertaken pursuant to the HMA, whereby IHCL may incur certain expenses on behalf of OHL for OHL’s operational requirements and benefit.</p> <p>The Operating & management fees under the HMA charged by IHCL are within the benchmark range of fees charged between third parties, while reimbursement of expenses is undertaken at actuals, on a back-to-back basis. Therefore, the proposed transaction is at arm’s length and supports the listed entity’s business interests.</p> <p>Loyalty</p> <p>The loyalty programme transactions are undertaken pursuant to the HMAs and are intrinsically linked therein, enabling the hotels to participate in the brand’s loyalty ecosystem. This benefits OHL from enhanced customer acquisition, retention, repeat stays and broader marketing reach. Participation in the loyalty programme provides access to an established customer base, reservation channels and brand-wide promotional initiatives, thereby supporting occupancy, revenue generation and overall hotel performance. The consideration associated with the loyalty programme, and the underlying receipts/ payments on loyalty points’ redemptions, are consistent for related as well as third parties. Therefore, the proposed transactions are at arm’s length, support the business interests and benefit the listed entity.</p> <p>Deputed Staff Salary - Paid</p> <p>The deputation of employees by IHCL to OHL is undertaken to support the operational and business requirements of the recipient entity. Such arrangements facilitate efficient utilisation of personnel within the group, enable knowledge sharing. The consideration charged is determined in accordance with arm’s length principles, where IHCL is appropriately reimbursed at cost. Accordingly, the proposed transactions are commercially justified, support efficient group operations and are in the interest of the listed entity.</p> <p>Deputed Staff Salary - Received</p> <p>The deputation of employees by OHL to IHCL is undertaken to support the operational and business requirements of the recipient entity. Such arrangements facilitate efficient utilisation of personnel within the group, enable knowledge sharing. The consideration charged is determined in accordance with arm’s length principles, where OHL is appropriately reimbursed at cost. Accordingly, the proposed transactions are commercially justified, support efficient group operations and are in the interest of the listed entity.</p>

S. No.	Particulars of the information	Information provided by the management
		<p>Intra Group Services - Income</p> <p>The provision of intra-group services is undertaken in the ordinary course of business to support the operational, administrative, technical, management and/or other business requirements of the related parties, where such services are in the regular course of operations. The consideration charged for such services is determined in accordance with arm's length principles, based on applicable rates, mark-ups or margins that are consistent with comparable market transactions or benchmarked against comparable companies, thereby ensuring that the transactions are in the interest of the listed entity.</p> <p>Cost Recovery</p> <p>The cost recovery transactions are undertaken pursuant to the applicable HMA, whereby OHL may incur certain expenses on behalf of IHCL during the course of regular operations. Recovery of such costs from IHCL ensures that OHL is compensated for expenditures incurred. Accordingly, these transactions ensure an appropriate allocation of costs among the relevant entities, support efficient business operations, and are in the interest of the listed entity.</p> <p>Purchase of goods or services</p> <p>The purchase of goods and/or services from IHCL is undertaken to meet the operational and business requirements of OHL and enables OHL to efficiently access the requisite products, services, expertise or capabilities necessary for its operations. Such transactions provide business benefits to OHL and are entered into based on commercial considerations in the ordinary course of business. The consideration for such purchases is determined in accordance with arm's length principles. Accordingly, the proposed transactions support the business requirements of OHL and are in the interest of the listed entity.</p> <p>Sale of goods or services</p> <p>The sale of goods and/or services by OHL to IHCL is undertaken in the ordinary course of business and enables OHL to leverage its operational capabilities, resources and expertise to meet the requirements of the recipient entity. Such transactions contribute to OHL's revenue generation and efficient utilisation of its assets and resources. The consideration for such sales is determined in accordance with arm's length principles. Accordingly, the proposed transactions are commercially justifiable, support the business interests of OHL and are in the interest of the listed entity.</p>

Statutory Reports

NOTICE (Contd.)

S. No.	Particulars of the information	Information provided by the management
7	<p>Details of the promoter(s) / director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Note: Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>1. IHCL, the promoter of OHL, holds a 37.09% shareholding in OHL.</p> <p>2. Mr. Puneet Chhatwal, Chairman of Oriental Hotels Limited is also the Managing Director and Chief Executive Officer of The Indian Hotels Company Limited.</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	Not Applicable
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>Payment of Operating and Management Fees and Reimbursement of Costs</p> <p>The proposed transaction for payment of Operating & Management Fees form part of OHL's core business operations. The pricing for these transactions is determined in accordance with established pricing policies that are applied consistently each year. These policies are based on arm's length principle. Further, IHCL has extensive experience in the operation and management of hotels under the iconic "Taj" and other luxury brands, and its association with OHL has contributed positively to the operational performance, market positioning and competitiveness of OHL's hotel portfolio.</p> <p>In addition to this, reimbursement transactions with related parties are handled for operational efficiency and occur on a reciprocal basis as needed. This reciprocal cost reimbursement ensures efficient and timely business management</p> <p>Accordingly, a separate bidding process or independent party selection procedure is not required for these transactions.</p>

S. No.	Particulars of the information	Information provided by the management
		<p>Loyalty</p> <p>The transaction includes underlying receipts/ payments on loyalty points’ redemptions, and charges associated with the loyalty programme. The charges pertain to management of the loyalty program including earn/burn processing, system maintenance (across all channels), loyalty member voice support centre and administrative oversight. Since these activities are performed internally and relate to statutory and operational compliance under the HMA, external bidding is not applicable.</p> <p>Deputed Staff Salary- Paid</p> <p>Since these transactions are for employee deputation, the reimbursement of salaries are set at arm’s length prices and do not require a bidding or party selection process. Additionally, transactions with related parties are carried out for operational efficiency and on a reciprocal basis as needed. This reciprocal cost reimbursement from OHL to IHCL supports efficient and timely business management, ultimately benefiting the Group and its shareholders.</p> <p>Deputed Staff Salary- Received</p> <p>Since these transactions are for employee deputation, the recovery of salaries are set at arm’s length prices and do not require a bidding or party selection process. Additionally, transactions with related parties are carried out for operational efficiency and on a reciprocal basis as needed. This reciprocal cost reimbursement from IHCL to OHL supports efficient and timely business management, ultimately benefiting the Group and its shareholders.</p> <p>Intra Group Services – Income</p> <p>The proposed transactions are part of ongoing operational arrangements, and the pricing is determined in accordance with predetermined policies that are applied consistently each year. These pricing policies are based on the arm’s length principle and are governed under OHL’s RPT Framework. Accordingly, a separate bidding process or an independent party selection mechanism is not required for these transactions.</p> <p>Cost Recovery</p> <p>Transactions with third parties are based on actuals, so they do not require a bidding or selection process. Meanwhile, transactions with related parties are handled for operational efficiency and occur on a reciprocal basis as needed. This reciprocal cost recovery ensures efficient and timely business management, ultimately benefiting the listed entity.</p> <p>Purchase of goods or services</p> <p>The proposed transactions for the purchase of goods form part of the OHL’s routine operational requirements in hotels. The pricing for these purchases is determined in accordance with established pricing policies that are applied consistently each year. These policies are based on arm’s length principles and fall within the scope of the OHL’s RPT Framework. Accordingly, a separate bidding process or independent party selection procedure is not required for these transactions.</p> <p>Sale of goods or services</p> <p>The proposed transaction pertains to sales of goods/services conducted in the ordinary course of business. As these are outbound sales transactions, the Company is acting as a supplier and the pricing is determined based on standard commercial terms applicable to corporate customers in general. Further, the transaction is undertaken at arm’s length, with pricing aligned to prevailing market rates and comparable third party transactions. Accordingly, a competitive bid or vendor selection process is not required. It is a revenue generating sales transaction conducted on arm’s length, market aligned terms.</p>

NOTICE (Contd.)

S. No.	Particulars of the information	Information provided by the management
2	Basis of determination of price.	<p>Payment of Operating and Management Fees and Reimbursement of Costs Operating and management fees to be based on comparable contracts between third parties; and Reimbursement transactions to be undertaken at actuals, on a cost-to-cost basis, without any mark-up.</p> <p>Loyalty In line with comparable contracts between third parties.</p> <p>Deputed Staff Salary - Paid At actuals, on a cost-to-cost basis, without any mark-up.</p> <p>Deputed Staff Salary - Received At actuals, on a cost-to-cost basis, without any mark-up.</p> <p>Intra Group Services – Income In accordance with arm’s length principle, based on applicable rates, mark-ups or margins that are consistent with comparable market transactions or benchmarked against comparable companies.</p> <p>Cost Recovery At actuals, on a cost-to-cost basis, without any mark-up.</p> <p>Purchase of goods or services Prices paid to be in line with comparable market transactions or benchmarked against comparable companies.</p> <p>Sale of goods or services Prices charged to be in line with comparable market transactions or benchmarked against comparable companies.</p>
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Nil
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

Exhibit A - Financial year-wise estimated value(s) of the proposed transactions

S.No.	Particulars of the information	Information provided by the management									
A(5). Basic details of the proposed transactions											
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Payment of Operating and Management Fees and Reimbursement of Costs	Loyalty	Deputed Staff Salary- Paid	Deputed Staff Salary- Received	Intra Group Services - Income	Cost Recovery	Purchase of goods or services	Sale of goods or services		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs		
	Year 1	6,600	1,000	1,800	500	150	50	100	30		
	Year 2	7,470	1,150	1,944	540	162	54	108	32		
	Year 3	8,068	1,323	2,100	583	175	58	117	35		
	Year 4	8,713	1,521	2,267	630	189	63	126	38		
	Year 5	9,411	1,749	2,449	680	204	68	136	41		
	Year 6	10,163	1,924	2,645	735	220	73	147	44		
	Year 7	10,976	2,116	2,856	793	238	79	159	48		
	Year 8	11,855	2,328	3,085	857	257	86	171	51		
	Year 9	12,803	2,561	3,332	925	278	93	185	56		
	Year 10	13,827	2,817	3,598	1,000	300	100	200	60		
	Year 11	14,933	3,098	3,886	1,079	324	108	216	65		
	Year 12	16,128	3,408	4,197	1,166	350	117	233	70		
	Year 13	17,418	3,749	4,533	1,259	378	126	252	76		
	Year 14	18,812	4,124	4,895	1,360	408	136	272	82		
	Year 15	20,317	4,536	5,287	1,469	441	147	294	88		
	Year 16	21,942	4,990	5,710	1,586	476	159	317	95		
	Year 17	23,697	5,489	6,167	1,713	514	171	343	103		
	Year 18	25,593	6,038	6,660	1,850	555	185	370	111		
	Year 19	27,641	6,642	7,193	1,998	599	200	400	120		
	Year 20	29,852	7,306	7,768	2,158	647	216	432	129		