TAJ
Hotels Resorts and Palaces

ORIENTAL HOTELS LIMITED
Corporate Office : No.47, Paramount Plaza, Mahatma Gandhi Road, Chennai - 600 034. India.

OHL:SEC:46-AGM_Results:2016 – 2017
July 27, 2016

To

The Manager – Listing Department
Bombay Stock Exchange Ltd.
II Floor, New Trading Ring
Rountana Building P J Towers,
Dalal Street, Mumbai : 400001

The Manager – Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai : 400051

Dear Sir,

Sub:-Disclosure/submissions undertaking pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, please find attached the following:-

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II
3. Report of Scrutinizer dated July 27, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
4. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Please note that the documents referred above are also being uploaded on the website of the Company

Kindly take on record the above.

Thanking you,

Yours faithfully,
For ORIENTAL HOTELS LIMITED

Tom Antony
Company Secretary

Encl.: as above

cc.: Luxembourg Stock Exchange
Societe de la Bourse
De Luxembourg S A B.P.165
L-2011 Luxembourg

Summary of proceedings of the 46th Annual General Meeting:

The 46th Annual General Meeting (AGM) of the Members of Oriental Hotels Limited ('the Company') was held on Monday, July 25, 2016 at 2.30 P.M (IST) at Sathguru Sri Gnanananda Hall, Narada Gana Sabha, No.314, T.T.K Road, Chennai 600018.

Mr. Rakesh Sarna, Chairman of the Board, chaired the meeting.

The Meeting commenced with the Chairman welcoming the members to the AGM. Thereafter he introduced the Directors present to the members. The Chairman informed the members that Mr.Kaarthikeyan, Mr.Anil Goel and Ms.Gita Nayyar, Directors of the Company could not attend the meeting due to their prior commitments.

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed that Members about the demise of Mr. S B P V Ramamohan Rao, who had been a Director of the Company for a very long period placed on record his deep appreciation for the valuable contributions made by Mr. S B P V Ramamohan Rao to the Company and as token of respect to the departed soul, observed 2 minutes of silence.

Thereafter the Chairman delivered his speech which gave brief update on the hospitality sector, company's performance, and future outlook besides summary of the financial results of the company for the quarter ended June 30, 2016.

After the conclusion of his speech, the Chairman informed that in line with the requirements under the Companies Act, 2013 and the SEBI Listing Regulations, the Company had provided to the Members the facility to exercise their right to vote by electronic means (e-voting). He further informed that there will be no voting on the resolutions by show of hands however members present at the meeting who have not casted their votes through e-voting will be given the option cast their vote through a ballot form. He also informed that members that in case a shareholder has already casted his vote through e-voting, then such a shareholder should not cast his ballot, since such votes would be considered as invalid.

The following items of business, as per the Notice of AGM dated May 12, 2016, were transacted at the meeting.

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend
3. Re-appointment of Mr. D.Vijayagopal Reddy as a director liable to retire by rotation
4. Re-appointment of Mr. D.Varada Reddy as a director liable to retire by rotation
5. Ratification of Appointment of M/s. SNB Associates, as Statutory Auditors of the Company

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6. Appointment Ms. Gita Nayyar, as an Independent Director of the Company
7. Appointment Mr. Vijay Sankar, as an Independent Director of the Company.

The Chairman after listing out the resolutions invited questions/comments from the members and provided answers/clarifications to various queries raised by the members.

Thereafter the Chairman authorized Mr. Krishna Sharan Mishra, Practicing Company Secretary as the Scrutinizer to conduct and ballot voting process.

The Chairman concluded the meeting by thanking all the members for their suggestions and comments and also informed them that the result of voting on the resolution will be communicated to the Stock Exchanges and also be displayed on the website of the Company as soon as the report of the Scrutinizer is received.

Post conclusion of the AGM, the Scrutinizer has submitted consolidated report on e-voting and ballot paper at the AGM on July 27, 2016. As per the Report of the Scrutinizer, all the resolutions transacted at the AGM have been passed with requisite majority.

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Resulults of E-voting and Polling held on July 25, 2016 at the 46th Annual General Meeting of the Company

Date of AGM	25-Jul-16
Total No. of Shareholders on record date	15337
No. of shareholders present in the meeting either in person or through proxy:	
Promoters & Promoters Group	3
Public	3276
No. of shareholders attended the meeting through Video Conferencing :	
Promoters & Promoters Group	Nil
Public	Nil

Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 1	**(A) Adoption of Audited Financial Statements for the year ended March 31, 2016 [Ordinary Resolution]** **(B) Adoption of Audited Consolidated Financial Statements for the year ended March 31, 2016 [Ordinary Resolution]**						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110955390	88823846	80.05%	88823846	0	100.00%	0.00%
Poll	110955390	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29896515	12990561	43.45%	12990561	0	100.00%	0.00%
Poll	29896515	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	37747275	103262	0.27%	103242	20	99.98%	0.02%
Poll	37747275	12368	0.03%	12348	20	99.84%	0.16%

Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes In favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 2	**To Declare dividend on Equity Shares for the Fiancial Year 2015 - 2016**						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110955390	88823846	80.05%	88823846	0	100.00%	0.00%
Poll	110955390	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29896515	12990561	43.45%	12990561	0	100.00%	0.00%
Poll	29896515	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	37747275	103262	0.27%	103242	20	99.98%	0.02%
Poll	37747275	12368	0.03%	12348	20	99.84%	0.16%
RESOLUTION NO.: 3	**To appoint a Director in the palce of Mr. D Vijayagopal Reddy (DIN:0051554) who retires by rotation and is eligble for reappointment [Ordinary Resolution]**						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110955390	88823846	80.05%	88823846	0	100.00%	0.00%
Poll	110955390	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29896515	16259872	54.39%	16259872	0	100.00%	0.00%
Poll	29896515	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	37747275	101322	0.27%	101302	20	99.98%	0.02%
Poll	37747275	12368	0.03%	12348	20	99.84%	0.16%
RESOLUTION NO.: 4	**To appoint a Director in the palce of Mr. D Varada Reddy (DIN:0052200) ho retires by rotation and is eligble for reappointment [Ordinary Resolution]**						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110955390	88823846	80.05%	88823846	0	100.00%	0.00%
Poll	110955390	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29896515	16259872	54.39%	16259872	0	100.00%	0.00%
Poll	29896515	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	37747275	101321	0.27%	101201	120	99.88%	0.12%
Poll	37747275	12368	0.03%	12348	20	99.84%	0.16%

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Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 5	Ratification of Appointment of Statutory Auditors of the Company [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110955390	88823846	80.05%	88823846	0	100.00%	0.00%
Poll	110955390	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29896515	12990561	43.45%	12990561	0	100.00%	0.00%
Poll	29896515	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	37747275	103192	0.27%	103022	170	99.84%	0.16%
Poll	37747275	7348	0.02%	7328	20	99.73%	0.27%
RESOLUTION NO.: 6	Appointment of Ms Gita Nayyar (DIN 07128438) as an Independent Director of the Company [Special Business - Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110955390	88823846	80.05%	88823846	0	100.00%	0.00%
Poll	110955390	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29896515	16259872	54.39%	16259872	0	100.00%	0.00%
Poll	29896515	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	37747275	101252	0.27%	99082	2170	97.86%	2.14%
Poll	37747275	12368	0.03%	12348	20	99.84%	0.16%
RESOLUTION NO.: 7	Appointment of Mr Vijay Sankar (DIN 0007875) as an Independent Director of the Company [Special Business - Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110955390	88823846	80.05%	88823846	0	100.00%	0.00%
Poll	110955390	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29896515	16259872	54.39%	16259872	0	100.00%	0.00%
Poll	29896515	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	37747275	101252	0.27%	98982	2270	97.76%	2.24%
Poll	37747275	12368	0.03%	12348	20	99.84%	0.16%

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CHENNAI
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KSM ASSOCIATES

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT

FOR M/S ORIENTAL HOTELS LIMITED

To,

The Chairman,
46th Annual General Meeting (AGM) of the Equity Shareholders of M/s. Oriental Hotels Limited held on 25th July, 2016 at 02:30 p.m. at Sathguru Sri Gnanananda Hall, Narada Gana Sabha, 314, T.T.K Road, Chennai 600018.

Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot at AGM conducted at the 46th AGM of M/s Oriental Hotels Limited (the Company) held on Monday the 25th July, 2016

I, Krishna Sharan Mishra, Practicing Company Secretary, having Membership No. 6447, CP No. 7039, Chennai, representing KSM Associates, Company Secretaries have been appointed as Scrutinizer by the Board of Directors of M/s. Oriental Hotels Limited (the Company) vide Board resolution passed on 12th May 2016 for the purpose of scrutinizing e-voting (remote e-voting) and voting by use of ballot at the AGM in respect of the proposed resolutions at the 46th Annual General Meeting of the Company held on 25th July, 2016 at 2.30 p.m. at Sathguru Sri Gnanananda Hall, Narada Gana Sabha, 314, T.T.K Road, Chennai 600018.

The Company had appointed National Securities Depository Ltd. (hereinafter **NSDL** or **the Service Provider**) as the e-Voting Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 9:00 a.m. on 22nd July, 2016 to 5:00 p.m. on 24th July, 2016. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the aforesaid 46th Annual General Meeting (AGM) of the Company held on Monday, 25th July, 2016 at 02:30 p.m.

The Service Provider accordingly had set up e-Voting facility on their website www.evoting.nsdl.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Listing Agreement relating to all the modes of voting {that is, through electronic means (by remote e-voting) voting by use of ballots at the AGM} by the shareholders on the resolutions proposed in the Notice of the 46th Annual General Meeting of the Company is the responsibility of the management of the Company. My responsibility as a

KSM ASSOCIATES COMPANY SECRETARIES CHENNAI

Company Secretaries | Trade Marks Attorneys | Compliance Advisors
Office No.40, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.
www.ksmassociates.net

Scrutinizer is to ensure that the voting processes by remote e-Voting and by use of ballot at the AGM **(Physical Ballot)** are conducted in a fair and transparent manner and render a Combined Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by NSDL and based on data compiled by M/s. Integrated Enterprises (India) Limited, the Registrar and Share Transfer Agents of the Company, for voting by use of ballots at the meeting.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 18th July, 2016. As on that date the Company had 15,338 (Fifteen Thousand Three Hundred and Thirty Eight) shareholders.

The Company had sent the Notices of the AGM by email to 7,148 (Seven Thousand One Hundred and Forty Eight) shareholders whose email ids were made available by the shareholders themselves. Further, all the shareholders were also sent physical notices by Speed Post, irrespective of whether notices were sent by electronic means. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

http://www.orientalhotels.co.in/uploadimg/Taj_Annual_Report_Final_2016.pdf

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9:00 a.m. on 22nd July, 2016 to 5:00 p.m. on 24th July, 2016.

The Company also released an advertisement, which was published more than 21 days in advance of the date of the AGM, on 3rd July 2016 in English newspaper "The Financial Express" and in Tamil newspaper "Dinamani".

At the end of the voting period on 24th July, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On 25th July, 2016, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from NSDL website by me as a Scrutinizer in the presence of Ms. J. Madhumitha and Mr. Earnest K Prem Kumar G. who are not in employment of the Company and acted as witnesses, as prescribed in Sub Rule 3(xii) of the said Rule 20.

At the 46th AGM of the Company, members present were allowed to cast their vote through ballot (Physical Ballot) at the venue of the AGM. The ballot papers were distributed to the shareholders present at the venue. The shareholders casted their votes in the two ballot boxes kept at the convenient locations in the venue.

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After announcement by the Chairman for voting through Physical Ballot, the boxes kept for voting were checked as empty and then locked in my presence with due identification marks placed by me. After completion of voting through Physical Ballot, the locked ballot boxes were opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company.

The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-Voting were considered as final in cases where member(s) have voted by Physical Ballot at the AGM. One ballot paper was rejected at the AGM on the ground of incomplete information.

The result of the remote e-Voting together with Physical Ballot at the AGM is as under:

(A) Consolidated

Number of Members who cast their votes	Total number of Shares held by them	Total number of **Valid votes** (as per details provided under each one of the Resolutions mentioned hereunder)
52 (through e-Voting)	105185040	Various as mentioned under each of the Resolution
21 (by way of Physical Ballot at AGM)	12378	Various as mentioned under each of the Resolution

(B) Item-wise

Agenda No.1:
To receive, consider and adopt
(a) the Audited Financial Statements of the company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and
(b) the Audited Consolidated Financial Statements of the company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.

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Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in **favour** of the resolution	Votes **against** the resolution	**Invalid** votes
E-voting	101917649	20	0
Physical Ballot at AGM	12348	20	10
Total	**101929997**	**40**	**10**
Total - %	**99.999**	**0.001**	

Agenda No.2:

To declare a dividend on Equity shares for the financial year 2015-16.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in **favour** of the resolution	Votes **against** the resolution	**Invalid** votes
E-voting	101917649	20	0
Physical Ballot at AGM	12348	20	10
Total	**101929997**	**40**	**10**
Total - %	**99.999**	**0.001**	

KSM ASSOCIATES COMPANY SECRETARIES

Agenda No.3:

To appoint a Director in place of Mr. D Vijayagopal Reddy (DIN: 0051554), who retires by rotation and being eligible offers himself for re-appointment.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in **favour** of the resolution	Votes **against** the resolution	**Invalid** votes
E-voting	105185020	20	0
Physical Ballot at AGM	12348	20	10
Total	**105197368**	**40**	**10**
Total - %	**99.999**	**0.001**	

Agenda No.4:

To appoint a Director in place of Mr. D Varada Reddy (DIN: 0052200), who retires by rotation and being eligible offers himself for re-appointment.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in **favour** of the resolution	Votes **against** the resolution	**Invalid** votes
E-voting	105184919	120	0
Physical Ballot at AGM	12348	20	10
Total	**105197267**	**140**	**10**
Total - %	**99.999**	**0.001**	

Agenda No.5:

Ratification of Appointment of Statutory Auditors of the Company

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in **favour** of the resolution	Votes **against** the resolution	**Invalid** votes
E-voting	101917429	170	0
Physical Ballot at AGM	7328	20	10
Total	**101924757**	**190**	**10**
Total - %	**99.999**	**0.001**	

Agenda No.6:

Appointment of Ms. Gita Nayyar (DIN: 07128438) as an Independent Director of the Company.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in **favour** of the resolution	Votes **against** the resolution	**Invalid** votes
E-voting	105182800	2170	0
Physical Ballot at AGM	12348	20	10
Total	**105195148**	**2190**	**10**
Total - %	**99.998**	**0.002**	

Agenda No.7:

Appointment of Mr. Vijay Sankar (DIN: 00007875) as an Independent Director of the Company.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in **favour** of the resolution	Votes **against** the resolution	**Invalid** votes
E-voting	105182700	2270	0
Physical Ballot at AGM	12348	20	10
Total	**105195048**	**2290**	**10**
Total - %	**99.997**	**0.003**	

All the Resolutions stand passed under e-Voting and Physical Ballot at the AGM with the combined requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting and all other papers including the physical ballot papers through which votes were casted by the shareholders of the Company at the said Annual General Meeting. I shall be arranging to handover these records to the Chairman

or the Company Secretary of the Company or any other authorised person in due course as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours,
For **KSM Associates, Company Secretaries**

KRISHNA SHARAN MISHRA
Practicing Company Secretary
FCS –6447; CP -7039

Place: Chennai
Date: 27th July 2016

Witness 1:

Name : Ms. J. Madhumitha
Address : Sri Guru Apts, 1st Street, Shastri Nagar, Adyar, Chennai - 600020
Occupation : Service

Witness 2:

Name : Earnest K Prem Kumar G.
Address : 3/27, James street Poonamallee,Chennai-56
Occupation : Service