TAJ
Hotels Resorts and Palaces

ORIENTAL HOTELS LIMITED

Corporate Office : No. 47, Paramount Plaza, Mahatma Gandhi Road, Chennai - 600 034. India.
L55101TN1970PLC005897 website:: www.orientalhotels.co.in

OHL:SEC:POSTAL.BALLOT:2014/15
January 30, 2015

The Manager – Listing Department
B S E 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,

Re. Result of Postal Ballot

We refer to our earlier letter dated December 18, 2014 informing you of the decision of the Board of Directors to obtain the approval of the Members by Special Resolutions through e_voting/Postal Ballot for (1) Approval and ratification of excess remuneration paid to Mr.D.Varada Reddy, Managing Director for the financial year 2012 – 13 and 2013 - 14 and (2) Approval for payment of minimum remuneration to Mr.D.Varada Reddy, Managing Director in case of inadequacy of profits for the financial years 2014 – 15 and 2015 - 16. The Notice was dispatched along with the Postal Ballot form and Userid/Password enabling the Members to cast their e-vote to all Members whose names appeared in the Register of Members / Beneficial holders list as of the cut-off date fixed for this purpose.

Mr.Krishna Sharan Mishra of M/s.KSM Associates, Company Secretaries, Scrutinisers to the Postal Ballot, had submitted their combined report dated January 28, 2015. (A copy enclosed). Based on the said report, Dr.G.Sundaram, Director of the Company declared the results on January 29, 2015 in the presence of Mr.D.Varada Reddy, Managing Director. The combined results of the Postal Ballot are as detailed below:

No. of Valid Votes (Shares)		**% Votes in Favour**		**% Votes Against**	
Resolution No.1	Resolution No.2	Resolution No.1	Resolution No.2	Resolution No.1	Resolution No.2
99757433	**99767317**	**86.38**	**86.45**	**13.62**	**13.55**

Thanking you,

Yours faithfully,
For ORIENTAL HOTELS LIMITED

K C Raman
COMPANY SECRETARY

Encl.: as above

KSM ASSOCIATES

SCRUTINIZER REPORT FOR POSTAL BALLOT
(FOR M/S. ORIENTAL HOTELS LTD)

To,
The Managing Director
M/s. Oriental Hotels Limited
Taj Coromandel
No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai-600 034

Sub: Passing of Resolutions through Postal Ballot

1. The Board of M/s. Oriental Hotels Limited (hereinafter **Company**) at its meeting held on 28th October, 2014 had appointed Mr. Krishna Sharan Mishra of M/s. KSM Associates, Company Secretaries as the Scrutinizer for conducting postal ballot in respect of the following businesses:

   (i) Approval and ratification of excess remuneration paid to Mr. D. Varada Reddy, Managing Director for the financial years 2012-13 and 2013-14.

   (ii) Approval for payment of minimum remuneration to Mr. D. Varada Reddy, Managing Director in case of inadequacy of profits for the financial years 2014-15 and 2015-16.

2. As per the explanations and information provided by the Company to us, physical Postal Ballot Notices were sent by Registered Post to 13,673 shareholders. The Company on 26th December, 2014 completed the dispatch of postal ballot forms to such shareholders whose names appeared on the Register of Members/ List of Beneficial Owners as on 19th December 2014. The Shareholders were also given access to the Notice electronically by following the URL link

   http://www.orientalhotels.co.in/uploadimg/OHL%20PB%20Notice_Final_191214.pdf

3. The Company had also made arrangements with National Securities Depository Limited (hereinafter **NSDL**) for extending the facility of electronic voting to the shareholders of the Company who may be interested in voting electronically.

4. The Notices sent contained the detailed instructions to be followed by the shareholders for voting by postal ballot and voting by electronic means.

5. The Company on 27th December 2014 released an advertisement in The Financial Express (Newspaper – English) and Dinamani (Newspaper – Tamil) informing the Shareholders about dispatch of Postal Ballot Notice.

KSM ASSOCIATES COMPANY SECRETARIES CHENNAI

Company Secretaries | Trade Marks Attorneys | Compliance Advisors
Office No.41, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.
www.ksmassociates.net

6. The electronic voting facility was kept open for 30 days, from 9:00 A.M on 27th December 2014 to 6:00 P.M on 25th January 2015. The electronic voting results were unblocked by the undersigned on 25th January 2015 after the closing hours in the presence of two witnesses who have signed hereunder, who are not the employees of the Company.

7. Postal Ballot Forms received by the Company after 25th January, 2014 (6.00 P.M) were not considered for my scrutiny.

8. The Postal Ballot forms received at the Registered Office of the Company in the name of scrutinizer were opened and then taken up for scrutiny by the undersigned and passed on to M/s. Integrated Enterprises (India) Limited, the Registrar and Transfer Agents of the Company. This process was carried out on fortnightly basis. Particulars of all the postal ballot forms received from the shareholders have been entered into the register maintained specifically for the purpose. The votes cast through electronic voting were considered as final in cases where shareholders have voted both electronically as well as through Postal ballot.

9. On scrutiny, I report that out of 13,673 Shareholders, (i) 89 shareholders have casted their vote electronically and (ii) 629 shareholders have voted through Postal Ballot.

10. Results of electronic voting are based on the data made available to the undersigned by NSDL through their website and results of votes exercised through Postal Ballot are based on data compiled by M/s. Integrated Enterprises (India) Limited.

11. The following matters were submitted by the Company to its shareholders for approval as **Special Resolutions** as stated above:

1. Approval and ratification of excess remuneration paid to Mr.D.Varada Reddy, Managing Director for the financial years 2012-13 and 2013-14:

"**Resolved that** pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 read together with Schedule V and the Rules framed thereunder including any statutory modification thereof, for the time being in force and in pursuance of the Resolution passed by the Members through Postal Ballot, the results of which were declared on July 8, 2013 subject to the approval of the Central Government and/or such other necessary approval(s), consent(s), or permission(s) as may be required and conditions/modifications if any, as may be prescribed or imposed by the Central Government and the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 198, 309 read with Schedule XIII of the Companies Act, 1956 amounting to Rs. 57,99,332/-(Rupees fifty seven lakhs ninety

KSM ASSOCIATES COMPANY SECRETARIES CHENNAI

Company Secretaries | Trade Marks Attorneys | Compliance Advisors
Office No.41, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.
www.ksmassociates.net

nine thousand three hundred and thirty two only) and Rs. 66,38,080/- (Rupees sixty six lakhs thirty eight thousand eighty only) to Mr.D.Varada Reddy, Managing Director, for the financial years 2012-13 and 2013-14 respectively and to waive of the recovery(s) of the above mentioned sums from him, being the remuneration agreed to be paid to him, as per the terms approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 1956 and also approve the consequential retention thereof by him;

Resolved Further that the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute deeds, applica,tions, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

The result of the electronic voting together with that of the Postal Ballot is as under:

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Abstain from voting
E-voting	7,37,70,275	1,33,61,125	-	425
Postal Ballot	1,23,98,103	2,27,930	12,04,874	43,960
Total	8,61,68,378	1,35,89,055	12,04,874	44,385
Total %	**86.38**	**13.62**		

There were Three (3) shareholders holding 10,42,448 shares who voted both through electronic voting and Postal Ballot. As specified in the Postal Ballot Notice, votes cast through electronic voting were considered as final and votes cast by Postal Ballot were treated as invalid.

KSM ASSOCIATES COMPANY SECRETARIES CHENNAI

Company Secretaries | Trade Marks Attorneys | Compliance Advisors
Office No.41, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.
www.ksmassociates.net

2. **Approval for payment of minimum remuneration to Mr.D.Varada Reddy, Managing Director in case of inadequacy of profits for the financial years 2014-15 and 2015-16.**

"**Resolved that** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 read together with Schedule V and the Rules framed thereunder including any statutory modification thereof, for the time being in force as amended from time to time subject to the approval of the Central Government and/or such other necessary approval(s), consent(s), or permission(s) as may be required and conditions/modifications if any, as may be prescribed or imposed by the Central Government, the approval of the Members be and is hereby accorded for payment of remuneration not exceeding Rs. 120,00,000/- p.a.(Rupees one hundred and twenty lakhs only) as set out in the Explanatory Statement annexed to the Notice as the minimum remuneration to Mr.D.Varada Reddy, Managing Director in case of no profits/inadequacy of profits in any financial year during the two financial years commencing form April 1, 2014;

Resolved further that the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

The result of the electronic voting together with that of the Postal Ballot is as under:

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Abstain from voting
E-voting	7,37,72,700	1,33,59,125	-	-
Postal Ballot	1,24,73,891	1,61,601	12,04,874	34,501
Total	8,62,46,591	1,35,20,726	12,04,874	34,501
Total %	**86.45**	**13.55**		

KSM ASSOCIATES COMPANY SECRETARIES CHENNAI

Company Secretaries | Trade Marks Attorneys | Compliance Advisors
Office No.41, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.
www.ksmassociates.net

There were Three (3) shareholders holding 10,42,448 shares who voted both through electronic voting and Postal Ballot. As specified in the Postal Ballot Notice, votes cast through electronic voting were considered as final and votes cast by Postal Ballot were treated as invalid.

Yours faithfully,

For **KSM Associates, Company Secretaries**

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

KSM ASSOCIATES COMPANY SECRETARIES CHENNAI

Place: Chennai
Date: 28th January, 2015

Witness 1:

Name : R. SUBRAMANIYAM

Address : NO: 13 ST MARY'S RD
S2 LAND MARVEL APTS
MANDAVELI CH-28

Occupation : SERVICE

Witness 2:

Name : ABISHEK JAIN

Address : 31. G. M. M ST
RAINBOW COMPLEX
SOWCARPET
CHENNAI - 79

Occupation : SERVICE.

Received along with ballot papers and the other related papers and registers, on 29th January 2015 on behalf of the company.
For **M/s. Oriental Hotels Limited**

Company secretary

29/1/15.

Company Secretaries | Trade Marks Attorneys | Compliance Advisors
Office No.41, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195
www.ksmassociates.net