TAJ
Hotels Resorts and Palaces

Oriental Hotels Limited

CIN: L55101TN1970PLC005897
Reg. Office: Taj Coromandel, #37, M.G.Road, Chennai 600034
Phone No.(044) 66172828 Fax No.(044) 28278138 Website: www.orientalhotels.co.in

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

To
The Member(s),

Notice is hereby given that the proposed Special Resolutions as circulated hereunder is for the approval of the Members of the Company, to be accorded by Postal ballot/ e-voting in accordance with the provision of Section 110 & 108 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Your consent is sought for creation/modification/extension of charge/mortgage on the assets of the Company, both present and future for an amount not exceeding ₹600 Crores and issuance of Non-Convertible Debentures not exceeding ₹300 Crores as detailed in the proposed special resolutions. The proposed special resolutions and explanatory statement stating material facts and the reasons thereof for the proposal along with a postal ballot form are enclosed.

In addition to the Postal Ballot facility, the Company is also providing a platform for e-voting facility through NSDL. The instructions for voting through electronic means and postal ballot are detailed in the postal ballot form.

The Company has appointed Mr.Krishna Sharan Mishra, of Messers KSM Associates, Company Secretaries, as Scrutinizers for conducting this Postal Ballot process including e-voting. The Scrutinizers shall submit a report to the Managing Director of the Company and the results of the postal ballot & e-voting shall be declared by the Company at its Corporate Office, Paramount Plaza – II Floor, 47 Mahatma Gandhi Road, Nungambakkam, Chennai 600034 on September 30, 2014, Tuesday. The declared results will be posted on the Company's website www.orientalhotels.co.in and also published through a press release. The date of declaration of the results will be taken to be the date of passing of the special resolutions by the Members of the Company.

Item No.1

Creation of charge on the Company's assets:

To consider and if thought fit, with or without modification(s), to pass the following resolution as a **Special Resolution:**

"**Resolved that** in supersession of the earlier resolution passed by the Company through postal ballot on December 22, 2011, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may constitute for this purpose) be and is hereby authorised in accordance with Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company to create and / or modify and /or alter and /or extend securities by way of mortgage and / or charge or otherwise in respect of all or any part of the Company's undertaking(s)/immovable properties and fixed assets including land, buildings, movable properties/plant and machineries situated, both present and future and a floating charge over the whole or any part of the undertaking(s) of the Company including movable/current assets to secure the repayment of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/ or floating rate notes/bonds and or other debt instruments) borrowed or issued by the Company from time to time, to or in favour of banks, trustees and/or financial institutions/other entities in such manner and on such terms and conditions as the Board may think fit, together with or without interest at the respective agreed rates, additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges and expenses and all other monies payable by the Company in terms of loan agreement(s)/other agreement(s), debenture trust deed, security or other document(s) entered into/to be entered into by the Company and the lender(s) in respect of the said borrowing(s) up to an aggregate amount not exceeding ₹600 Crores (Rupee six hundred Crores only).

Resolved further that for the purpose of giving effect to this resolution, the Board or a duly constituted Committee thereof, be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto in the best interest of the Company."

Item No.2

Issuance of Non-Convertible Debentures not exceeding ₹300 Crores

To consider and if thought fit, with or without modification(s), to pass the following resolution as a **Special Resolution:**

"**Resolved that** pursuant to the provisions of Section 42 and 71 and other applicable provisions if any, of the Companies Act, 2013 (The Act) and the rules made there-under as amended from time to time, including the Securities and Exchange Board of India 'SEBI' (Issue and Listing of Debt Securities) Regulations, 2008 as amended and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations") or any other competent authority(s), as may be amended from time to time, the Memorandum of Association and the Articles of Association of the Company and the Listing Agreements and subject to such approvals, concerns, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, concerns, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted or to be constituted for this purpose to exercise its powers be and is hereby authorised for making an offer(s) or invitation(s) to subscribe to the issue of Non Convertible Debentures (NCDs) on a private placement basis, in one or more tranches, for cash, at such price or prices, including low-coupon or deep discount, in such manner and where necessary, in consultation on such terms and conditions as the Board, may in its absolute discretion, decide at the time of issue of NCDs provided that the total amount raised through the issuance of such NCDs not exceeding ₹300 Crores (Rupees three hundred Crores only) or its equivalent, during a period of one year from the date of passing of this resolution and that the said borrowings is within the overall borrowing limit of the Company.

Resolved further that without prejudice to the generality of the above, the aforesaid issue of the NCDs may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and conditions relating to payment of interest, discount, premium on redemption at the option of the Company and / or holders of NCDs, or for variation of the price or period or option(s) for early redemption of NCDs.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, including filing of Offer document with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements, instruments and for opening bank accounts and demat accounts."

By the order of the Board
For **Oriental Hotels Limited**

Place: Chennai
Date: July 31, 2014

K.C.Raman
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 'the Act'

Item No.1

The Members of the Company, passed an ordinary resolutions through Postal Ballot on December 22, 2011 and authorised the Board to borrow money not exceeding ₹600 Crores in aggregate pursuant to Section 293(1)(d) of the Companies Act, 1956 and also to create charge/mortgage the assets of the Company in accordance with Section 293(1)(a) of the Companies Act, 1956 to secure the borrowings of the Company.

The Section 180(1)(a) of the Act, the corresponding Section 293(1)(a) of the Companies Act 1956, mandates the approval of members by a Special Resolution. The Members of the Company through a Special Resolution passed at the 44th Annual General Meeting held on July 31, 2014 approved the borrowing powers of the Board to an amount not exceeding ₹600 Crores (Rupees six hundred Crores only).

Pursuant to standard market terms adopted/practiced by financial institutions long term debt financing includes conditions whereby lenders / trustees in certain circumstances such as non-payment or other events of default may take over the assets to secure such borrowings, and to recover the dues. The Company is required to create and/or modify and/or alter and/or extend securities by mortgage or charge on all or any of the movable or immovable properties and/or whole or part of the undertaking(s) of the Company, both present and future, to secure borrowings of the Company for an amount not exceeding ₹600 Crores. Further, charge holder(s) may have power(s) to take over such properties/undertakings in the event of any default, which may be considered as disposal of properties/undertakings within the meaning of Section 180(1)(a) of the Act. Hence, it is necessary for the members to pass a Special Resolution under the said Section of the Act.

The Board of Directors accordingly recommends the Special Resolution mentioned in Item No.1 as set out in the accompanying notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolution.

Item No.2

The Non-Convertible Debentures ("NCDs") issued on private placement is a major source to meet out long term funds requirement of the Company. The borrowings of the Company as on March 31, 2014 aggregates to ₹290.56 Crores, which includes the existing NCDs aggregating to ₹100 Crores.

The Board to borrow from time to time any sum(s) of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) up to an amount not exceeding ₹600 Crores including the proposed issuance of NCDs amounting to ₹300 Crores. The said borrowing powers of the Board was approved by the members at the 44th Annual General Meeting of the Company held on July 31, 2014 by passing a special resolution.

Under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Rules"), a company making a private placement of its NCDs is required to obtain the approval of the Members by way of a Special Resolution. However, approval granted by the members would be valid for a period of one year from the date of passing the resolution for issuance of such NCDs.

It is therefore proposed to obtain approval of the Members under Sections 42, 71 and other applicable provisions, if any, of the Act read together with the Rules framed there-under, to enable the Company to make private placement of its NCDs, for an amount not exceeding ₹300 Crores (Rupees three hundred Crores only) in one or more tranches within such limits as set out in the Special Resolution.

The NCDs be issued by the Company based on this resolution carried out by the Board or a Committee thereof will be in accordance with applicable laws, including SEBI (ICDR) Regulations 2009, to determine/fix pricing, tenure and or any other terms & conditions.

The Board of Directors accordingly recommends the Special Resolution mentioned in Item No.2 as set out in the accompanying notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolution.

By the order of the Board
For **Oriental Hotels Limited**

Place: Chennai
Date: July 31, 2014

K.C.Raman
Company Secretary

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POSTAL BALLOT FORM

Ballot Serial No.:

(1) (1) Name(s) of Members(s) (Including Joint-holders, if any) :

(2) Registered Address of the Sole/ First named Members :

(3) (3) Registered Folio No./ DPID No./ Client ID No.* (*Applicable to members holding shares inf dematerialised form) :

(4) No. of shares held :

(5) I/ We hereby exercise my/ our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated July 31, 2014 of the Company by sending my / our assent or dissent to the said resolutions by placing a tick (√) mark at the appropriate boxes below.

Item No.	Description	No. of shares held	Special Resolutions	
			I/We assent	I/We dissent
1.	Approval for creation of security over the assets of the Company as per Section 180(1)(a) of the Companies Act, 2013			
2.	Issuance of NCDs on a private placement not exceeding ₹300 Crores as per Sections 42 & 71 of the Companies Act, 2013			

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	Used ID	Password

Place:

Date:

(Signature of the Member)

Notes:

1. An explanatory statement pursuant Section 102 of Companies Act, 2013 set-out the material facts and reasons for the resolutions are annexed to the notice for your consideration.
2. The Notice is being sent to all shareholders whose names appear in the list of beneficial owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of closure of the business hours on August 22, 2014.
3. The Company has appointed Mr.Krishna Sharan Mishra, of Messers KSM Associates, Company Secretaries as Scrutinizers for conducting this Postal Ballot process including E-voting in a fair and transparent manner.
4. **Voting through Electronic means**

   In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of the listing agreement with the stock exchanges, the Company is pleased to inform you that a facility to exercise your voting right by electronic means (e-Voting) through services provided by National Securities Depository Limited (NSDL).

   The instructions for e-voting are as under:

   A. In case a Member receives an email from NSDL/ Company (for members whose email IDs are registered with the Company / Depository Participants(s)):

      Open e-mail and open PDF file viz. "OHL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password.

   B. In case a Member receives physical copy of the Notice:

   (i) The User Id and Password are provided in the Postal Ballot form.

   EVEN (E Voting Event Number) USER ID PASSWORD/PIN

   (ii) E-Voting Procedure:

   a) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

   b) Click on Shareholder – Login

   c) Put User ID and Password as initial password noted in step (i) above. Click Login.

   d) Password change menu appears, Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof, note down the new password. It is strongly recommended not to share your password with any other person(s) and take utmost care to keep your password confidential.

   e) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

   f) Select "EVEN" of Oriental Hotels Limited.

   g) Now you are ready for e-Voting as Cast Vote page opens.

   h) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

   i) Upon confirmation, the message "vote cast successfully" will be displayed.

   j) Once you have voted on the resolutions, you will not be allowed to modify your vote.

   k) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: secretarial.ksmassociates@gmail.com with a copy marked to evoting@nsdl.co.in

   l) 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 "downloads" section of www.evoting.nsdl.com

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

      ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

      iii. The e-voting window commences on August 28, 2014 9:00 AM and ends on September 27, 2014 6:00 PM. During this period share holders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

      iv. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date August 22, 2014.

      v. The Scrutinizer shall within a period not exceeding seven (7) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Managing Director of the Company.

5. **Physical voting**

   a) A Member desiring to cast his/her vote physically may complete the enclosed Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutiniser in the attached self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots deposited in person or sent by courier / Registered Post at the expense of the Members shall also be accepted. Members residing outside India should stamp the envelopes appropriately.

   b) The self-addressed envelope bears the name and address of the Scrutiniser appointed by the Board of Directors of the Company.

   c) The postal ballot form should be completed and signed by the shareholder. In the case of joint shareholding, this form should be completed and signed (as per the specimen signatures registered with the Company / furnished by the Depositories) by the first named shareholder and in his / her absence, by the next named shareholder.

   d) In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution / Authorisation.

   e) In case holders of Power of Attorney sign the Postal Ballot form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot form.

   f) Unsigned or incomplete Postal Ballot forms will be rejected.

   g) The duly completed Postal Ballot form should reach the Scrutiniser not later than the close of working hours September 27, 2014. Postal Ballot forms received after this date will be strictly treated as invalid.

   h) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the cut-off date fixed, i.e. August 22, 2014.

   i) The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

   j) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed Business Reply envelope; any extraneous paper found in such envelope would be destroyed by the Scrutiniser.

6. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
7. Once the vote on the resolution is cast by the shareholder, no change is permissible.
8. The results along with the Scrutinizer's report shall be published on the Company's website www.orientalhotels.co.in and on the website of NSDL www.evoting.nsdl.com and will be communicated to the Stock Exchanges where the Company's shares are listed.
9. All the material documents referred to in the explanatory statement will be made available for inspection at the Register Office of the Company during normal business hours on all working days except Saturday.