OHL:SEC: 2026 – 27: 039
August 24, 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.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai: 400001
Scrip Code: 500314

Dear Sir/Madam,

Sub: Disclosure of event under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Pursuant to the provisions of Regulation 30 read with sub-para 1, Para A of Part A of Schedule III of the SEBI Listing Regulations, we wish to inform you that the Board of Directors ('**Board'**) of Oriental Hotels Limited ('**Company**' or '**OHL'** or '**Transferor Company'**), based on the recommendations of the Audit Committee and the Committee of Independent Directors, has at its meeting held today i.e. August 24, 2026, approved the Scheme of Arrangement between the Company, The Indian Hotels Company Limited ('**IHCL' or 'Transferee Company'**), and their respective shareholders, under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable regulatory requirements, for the amalgamation of the Company into and with the IHCL ("**the Scheme**").

The Scheme is, inter alia, subject to the sanction of the relevant bench of the National Company Law Tribunal ("**NCLT**"), requisite approvals of the respective shareholders and/ or creditors of the Company and IHCL, as applicable and as may be directed by the NCLT and subject to receipt of other requisite regulatory (including that of the Stock Exchanges and Securities and Exchange Board of India) and statutory approvals, as required.

The Scheme as approved by the Board would be available on the website of the Company after it has been submitted to the Stock Exchanges.

The requisite details pertaining to the Scheme, pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed as an Annexure.

This is for your information and records.

Thanking you,
Yours faithfully,
For **ORIENTAL HOTELS LIMITED**

S Akila Digitally signed by S Akila
Date: 2026.08.24 08:54:54 +05'30'

S Akila
Company Secretary (A15861)
Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600034.

Encl: a/a

Annexure

Details of Scheme of Arrangement between Oriental Hotels Limited and The Indian Hotels Company Limited and their respective shareholders

<table>
<tr><th>SL. No.</th><th>Details of event that needs to be provided</th><th>Information of such event</th></tr>
<tr><td>1</td><td>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.</td><td>Oriental Hotels Limited (“Company” or “OHL” or “Transferor Company”) is a listed public limited company having its registered office at Taj Coromandel, No. 37, Mahatma Gandhi Road, Nungambakkam, Chennai, Tamil Nadu, 600 034.

The Indian Hotels Company Limited (“IHCL” or “Transferee Company”) is a listed public limited company having its registered office at Mandlik House, Mandlik Road, Colaba, Mumbai 400 001.

As on March 31, 2026, the Revenue and Net Worth (on audited standalone basis) of the Transferor Company and the Transferee Company are as hereunder:

<table>
<tr><th>SN</th><th>Name</th><th>Revenue (INR Crore)</th><th>Net Worth (INR Crore)</th></tr>
<tr><td>1</td><td>OHL</td><td>500.7</td><td>480.5</td></tr>
<tr><td>2</td><td>IHCL</td><td>5640.16</td><td>12766.95</td></tr>
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<tr><td>2</td><td>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”</td><td>The Transferee Company is a promoter of the Transferor Company. As on June 30, 2026, 37.05% of the equity share capital of the Transferor Company is held by the Transferee Company (both directly and indirectly through its subsidiaries).

The transaction would fall within the purview of the related party transactions as defined under the Listing Regulations. However, the transaction shall not attract the requirements of Section 188 of the Companies Act, pursuant to the clarifications provided in the General Circular No. 30/2014 dated July 17, 2014 issued by Ministry of Corporate Affairs.

The consideration for the Scheme will be discharged on an “arm’s length” basis the Share Exchange Ratio (as defined below) for the Scheme is based on the joint valuation report dated August 23, 2026 issued jointly by M/s SSPA & Co. and PwC Business Consulting Services LLP. Further, M/s Motilal Oswal Investment Advisors Limited, an independent SEBI registered Category 1 merchant banker has provided fairness opinion vide its report dated August 23, 2026 on the fairness of the aforementioned valuation.</td></tr>
<tr><td>3</td><td>Area of business of the entity(ies)</td><td>The Company is primarily engaged in the business of inter alia owning, operating, and managing hotels, and the hospitality business.</td></tr>
</table>

		The Transferee Company is primarily engaged in the business of owning, operating and managing hotels, palaces and resorts and its objects include acquiring and holding shares in any other company having objects in part similar to those of the Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit the Company.
4	Rationale for amalgamation / merger	The amalgamation pursuant to this Scheme would, inter alia, have the following benefits: (a) The Companies are engaged in similar businesses and have complementary portfolios, as the Transferor Company has a significant presence in the states of Tamil Nadu, Kerala and Karnataka. The Amalgamation will create synergies amongst the businesses, and will facilitate a wider and stronger base for future growth; (b) The Scheme shall enable the business of the Transferor Company, by virtue of becoming part of a larger entity, to have access to the financial resources, management experience and expertise of the Transferee Company. The Scheme would thus enable the business of the Transferor Company to leverage the resources of the Transferee Company and facilitate operational and cost synergies, asset management opportunities, rationalization, standardisation and simplification of business processes; (c) The Scheme is in consonance with the strategy of the Transferee Company to reduce the number of operating entities under its holding, which in turn will lead to elimination of duplication, simpler management structure, better administration, rationalisation of administrative expenses, etc, consequently reducing costs of maintaining separate entities; (d) The Scheme will make it possible to achieve a full accounting consolidation and joint utilisation of financial resources which are independently available within the Companies, allowing standardisation in accounting policies and practices; and (e) Due to the abovementioned business, operational and financial synergies, the Scheme will be beneficial to the public shareholders of the Transferee Company. (f) The Scheme/ Amalgamation will provide the public shareholders of the Transferor Company with an opportunity to participate directly in the consolidated hospitality business of the Transferee Company through the Consideration Shares proposed to be issued pursuant to the Scheme and they would continue to play a part in the growth of one of India's leading hospitality companies, i.e., the Transferee Company.
5	In case of cash consideration – amount or otherwise share exchange ratio	Upon the Scheme becoming effective and in consideration of the amalgamation, Transferee Company shall allot equity shares, credited as fully paid-up to the members of Transferor Company, holding fully paid up equity shares in

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<td>Transferor Company and whose names appear in the register of members of Transferor Company (other than Transferee Company and/or its subsidiaries) on the Record Date (as defined in the Scheme) or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:
“25 equity shares in the Transferee Company of the face value of INR 1 (Indian Rupee One only) each (credited as fully paid up) for every 117 equity shares of the face value of INR 1 (Indian Rupee One only) each fully paid-up held by such member in the Transferor Company” (the “Share Exchange Ratio”).”
The existing shareholding of the Transferee Company and its subsidiaries in the Transferor Company shall stand cancelled and extinguished without any further act, instrument or deed immediately following the issuance of the equity shares in accordance with the above.</td>
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<td>6</td>
<td>Brief details of change in shareholding pattern (if any) of listed entity</td>
<td>The brief details of the shareholding pre and post Scheme are as follows:

Transferor Company:
<table>
<tr><th>Category</th><th>* No. of Shares & % of Voting Rights Pre-Scheme (as on June 30, 2026)</th><th>* No. of Shares & % of Voting Rights Post-Scheme</th></tr>
<tr><td>Promoter & Promoter Group</td><td>12,23,81,465
68.52%</td><td>Nil</td></tr>
<tr><td>Public</td><td>5,62,17,715
31.48%</td><td>Nil</td></tr>
<tr><td>Total</td><td>17,85,99,180
100%</td><td>Nil</td></tr>
</table>
Transferee Company:
<table>
<tr><th>Category</th><th>* No. of Shares & % of Voting Rights Pre-Scheme (as on June 30, 2026)</th><th>* No. of Shares & % of Voting Rights Post-Scheme</th></tr>
<tr><td>Promoter & Promoter Group</td><td>54,25,57,742
38.12%</td><td>[#] 54,24,90,762
37.50%</td></tr>
<tr><td>Public</td><td>88,08,74,485
61.88%</td><td>90,41,14,953
62.50%</td></tr>
<tr><td>Total</td><td>142,34,32,227
100%</td><td>144,66,05715
100%</td></tr>
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*On fully diluted basis
[#]Post-scheme shareholding of the Transferee Company is indicative based on current shareholding held directly and indirectly through subsidiaries & associates and considering the terms of the Scheme.</td>
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