

THE INDIAN HOTELS COMPANY LIMITED

PROCEEDINGS OF POSTAL BALLOT

MINUTE BOOK

The results on the voting by Postal Ballot, conducted by The Indian Hotels Company Limited, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with circulars issued thereunder (to the extent applicable) and circular number CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities and Exchange Board of India, and pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time on the Resolution passed by Majority of Public Shareholders to approve the Scheme of Arrangement between Lands End Properties Private Limited, The Indian Hotels Company Limited and their respective shareholders and creditors, pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013, Section 78 and Section 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 as applicable, were declared on April 28, 2016 at 5.00 p.m. at the Registered Office of the Company at Mandlik House, Mandlik Road, Mumbai 400001.

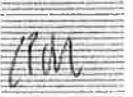
Present :

Mr. Beejal Desai - Vice President - Legal & Company Secretary
(Authorised by the Board of Directors to declare the results of Postal Ballot)

Mr. Shreepad M. Korde - Company Secretary in Whole-time practice,
Scrutinizer for the Postal Ballot (appointed by the Board of Directors vide its resolution dated January 15, 2016)

The Company had on March 28, 2016 completed the dispatch to all its Members, the Postal Ballot Notice and explanatory statement thereto dated March 8, 2016, along with Postal Ballot Form with self-addressed postage pre-paid business reply envelope in physical form to all its Members as on March 18, 2016 and additionally dispatched by electronic mode to those Members whose e-mail ID's were registered with the Company / Depository in the Register of Members / Beneficial Owners as on March 18, 2016, for obtaining the consent of the Members to the following Resolution by means of a Postal Ballot :

CHAIRMAN'S
INITIAL



THE INDIAN HOTELS COMPANY LIMITED

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, read with Section 52 of the Companies Act, 2013, Section 78 and Sections 100 to 103 of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 2013, as applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable) and other rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) as may be applicable, the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, and relevant provisions of applicable laws, and subject to the approval of the High Court of Judicature at Bombay and the Securities and Exchange Board of India, the Scheme of Arrangement between Lands End Properties Private Limited, The Indian Hotels Company Limited (the “Applicant Company”) and their respective shareholders and creditors, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, read with Section 52 of the Companies Act, 2013, Section 78 and Sections 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 as applicable, be and is hereby approved;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties the Board of Directors of the Applicant Company (herein referred to as the “Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or authorise to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications as may be required and/or imposed and/or permitted by the High Court of Judicature at Bombay while sanctioning the Scheme, or by any other authorities under applicable law and as is acceptable to the Board.”

The Scrutinizer, Mr. Shreepad M. Korde, had carried out the scrutiny of all the Postal Ballot forms received upto the close of business hours on April 27, 2016 and had submitted his report dated April 28, 2016 to the Chairman.

CHAIRMAN'S
INITIAL

CPM

THE INDIAN HOTELS COMPANY LIMITED

MINUTE BOOK

Mr. Beejal Desai, Vice President - Legal & Company Secretary announced the following result of the Postal Ballot as per the Scrutinizer's Report summarized as under:

Valid / Invalid votes	Number of Members Voted through e-voting and physical ballot form	Number of votes cast (Shares)	% of total number of valid votes cast
Votes in favour of the Resolution	2677	35,49,00,761	99.992
Votes against the Resolution	64	28,430	0.008
Invalid / Abstain votes	42	2,20,054	-

Accordingly, the Resolution as set out in the Postal Ballot Notice dated March 8, 2016 were duly approved vide Postal Ballot by the Members with requisite majority.

Place : Mumbai
Date : May 3, 2016



CHAIRMAN

CHAIRMAN'S
INITIAL