



THE INDIAN HOTELS COMPANY LIMITED

CIN: L74999MH1902PLC000183

Registered Office: Mandlik House Mandlik Road Mumbai 400 001 India

Tel 91 22 6639 5515 Fax 91 22 2202 7442

Website: www.tajhotels.com

E-mail : investorrelations@tajhotels.com

May 5, 2016

BSE Limited

Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J. Towers
Dalal Street, Fort
Mumbai- 400001

National Stock Exchange of India Ltd

5th Floor, Exchange Plaza, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra East
Mumbai 400051

Dear Sir,

Sub: Intimation of Proceedings and Results of Extraordinary General Meeting voting under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (“Listing Regulations”)

This is with further reference to our letter dated March 23, 2016 enclosing the Notice and Explanatory Statement of Extraordinary General Meeting (“EGM”) of the Company in connection with the Scheme of Arrangement between The Indian Hotels Company Limited (“Company”), International Hotel Management Services LLC (“Transferor Company”) and its respective shareholders and creditors of the Company for seeking the consent of the Members for matters set forth in the EGM Notice.

The EGM was convened on May 4, 2016, for approval of the shareholders by way of a special resolution for the reduction in share capital of the Company in relation to the Scheme of Arrangement pursuant to the provisions of Sections 391 to 394 of 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, 1956 and the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

For the purposes of voting on the special resolution, the shareholders were provided with the facility of remote e-voting through Central Depository Services (India) Limited (“CDSL”) and instapoll electronic voting facility at the meeting through National Securities Depository Limited (“NSDL”).

We would like to inform you that the said resolutions as set forth in the Notice are approved by the Members of the Company with the requisite majority. We are enclosing herewith the Scrutinizer’s Report and Voting Results of the EGM as Annexure 1 and 2 respectively.

This letter and enclosures are provided in accordance with the requirements of the Listing Regulations read with, SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 including Regulation 30 and Regulation 44 thereof. Kindly take the same on record.

Yours sincerely,

BEEJAL DESAI

Vice President- Legal & Company Secretary

Encl. a/a



SHREEPAD M. KORDE

M. Com., L.L.B., A.C.S.
COMPANY SECRETARY

Seeta Sadan, Bal Govinddas Road, Mumbai - 400 016. Tel.: 24228039 • Mobile : 9833748505

SCRUTINIZERS' REPORT

To,
Mr. Cyrus P. Mistry
Chairman
The Indian Hotels Company Limited



Extraordinary General Meeting
The Indian Hotels Company Limited
held on Wednesday, May 4, 2016 on 1:00 p.m.,
at Birla Matushri Sabhagar,
19, Sir Vithaldas Thackersey Marg, Mumbai - 400 020.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and instapoll electronic voting facility at the meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

I, **Mr. Shreepad Korde**, Practicing Company Secretary was appointed as the Scrutinizer vide resolution dated January 15, 2016 passed by the Board of Directors of The Indian Hotels Company Limited, CIN- L74999MH1902PLC000183, having its Registered Office at Mandlik House, Mandlik Road, Mumbai- 400001, for the purpose of conducting the voting process by remote e-voting and instapoll electronic voting facility by National Securities Depository Limited (NSDL) provided at the meeting, on the under mentioned Resolution, placed for consideration at Extraordinary General Meeting of the shareholders of The Indian Hotels Company Limited, held on Wednesday, May 4, 2016 at 1:00 p.m., at Birla Matushri Sabhagar 19, Sir Vithaldas Thackersey Marg, Mumbai - 400 020 and submit my report as under:

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting and instapoll electronic voting facility at the meeting to its shareholders.



S. M. KORDE
SCRUTINIZER

The remote e-voting period commenced on April 29, 2016 (9:00 a.m. IST) and ended on May 3, 2016 (5:00 p.m. IST). After the time fixed by the Chairman for closing of the votes through electronic tablets at the aforesaid Extraordinary General Meeting, the reports were generated.

Subsequently, the votes cast were reconciled with the records received from Central Depository Services (India) Limited and National Securities Depository Limited and the records maintained by the Company and the authorizations / proxies lodged with the Company.

The result of the consolidated remote e-voting and instapoll electronic voting facility at the meeting is as under:

Resolution: Special Resolution for Reduction of Share Capital of the Company

(i) Votes in favor of the Resolution:

Number of members voted through e-voting system and instapoll electronic voting facility at the meeting	Number of votes cast by them (in shares)	% of total number of valid votes cast
213	712656940	100%

(ii) Votes against the Resolution:

Number of members voted through e-voting system and instapoll electronic voting facility at the meeting	Number of votes cast by them (in shares)	% of total number of valid votes cast
8	1828	0.00%

(iii) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Representing number of shares
2	16089




 S.M. KORDE

 SCRUTINIZER

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for each Resolution is enclosed in Schedule I.

The assent and dissent received, and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours Faithfully,


Shreepad M. Korde
C.P. No. 1079



For The Indian Hotels Company Limited



Cyrus P. Mistry
Chairman

Place: Mumbai
Dated: May 4, 2016

THE INDIAN HOTELS COMPANY LIMITED

Format for Voting Results

Annexure I

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM	04/05/2016
Total number of shareholders on record date	141008
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
				[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group			E-Voting		382400080	100.000	382400080	0	100.000	0.000
			Poll							
			Postal Ballot (if applicable)							
Public - Institutions			Total	382400080	382400080	100.000	382400080	0	100.000	0.000
			E-Voting		328451763	84.003	328451763	0	100.000	0.000
			Poll							
Public - Non Institutions			Total	390997802	328451763	84.003	328451763	0	100.000	0.000
			E-Voting		1806925	0.837	1805097	1828	99.899	0.101
			Poll							
Total			Postal Ballot (if applicable)							
			Total	215871399	1806925	0.837	1805097	1828	99.899	0.101
			Total	989269281	712658768	72.039	712656940	1828	100.000	0.000

- Excludes Equity shares lying to the credit of the Unclaimed Suspense Account in respect of which on which voting rights have been frozen, in terms of Clause 5A(ii)(d) of the listing agreement

DATE: 4.5.2016

PLACE: MUMBAI

S M K R D E
SECRETARY



176	176	N-IN303438/10003257	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	3800335	0.384	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	3	2	FOREIGN INSTITUTIONAL	OTHERS	FII	Public - Institutions	AAABTV0442N	1	3800335		
177	177	N-IN303438/10004305	FRANKLIN TEMPLETON INVESTMENT FUNDS	18304131	1.850	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	3	2	FOREIGN INSTITUTIONAL	OTHERS	FII	Public - Institutions	AAABCT5310J	1	18304131		
178	178	N-IN303438/10006400	UBS (US) GROUP TRUST	14665	0.001	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	3	2	FOREIGN INSTITUTIONAL	OTHERS	FII	Public - Institutions	AAATU2988B	1	14665		
179	179	N-IN303438/10006451	BLACKROCK INDEXED EMERGING MARKETS IMI EQUITY FUND	29751	0.003	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	14	2	FPI-CORPORATE	CATEGORY II	FPICorp	Public - Institutions	AAABTB6689D	1	29751		
180	180	N-IN303438/10006897	FIDELITY INDIA FUND	77605	0.008	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	14	2	FPI-CORPORATE	CATEGORY II	FPICorp	Public - Institutions	AAATF1824H	1	77605		
181	181	N-IN303438/10010569	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR GOVERNMENT PENSION INVESTMENT FUND MTBJ400045833	86912	0.009	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	14	2	FPI-CORPORATE	CATEGORY II	FPICorp	Public - Institutions	AACTT0960C	1	86912		
182	182	N-IN303438/10011537	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	30874	0.003	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	14	2	FPI-CORPORATE	CATEGORY II	FPICorp	Public - Institutions	AAATF4143K	1	30874		
183	183	N-IN303438/10012152	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	99721	0.010	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	3	2	FOREIGN INSTITUTIONAL	OTHERS	FII	Public - Institutions	AAATP5186E	1	99721		
184	184	N-IN303438/10012407	JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	269344	0.027	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	14	2	FPI-CORPORATE	CATEGORY II	FPICorp	Public - Institutions	AAACB9126B	1	269344		
185	185	N-IN303786/10000949	SBI MAGNUM BALANCED FUND	7900000	0.799	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAABTS6407Q	1	7900000		
186	186	N-IN303786/10003272	PRINCIPAL TRUSTEE COMPANY PVT LTD A/C PRINCIPAL MUTUAL FUND - PRINCIPAL PERSONAL TAX SAVER FUND	267881	0.027	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAATP6607N	1	267881		
187	187	N-IN303786/10003328	PRINCIPAL TRUSTEE COMPANY PVT LTD A/C PRINCIPAL MUTUAL FUND - PRINCIPAL GROWTH FUND	327423	0.033	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAATP6607N	1	327423		
188	188	N-IN303786/10003344	PRINCIPAL TRUSTEE COMPANY PVT LTD A/C PRINCIPAL MUTUAL FUND - PRINCIPAL BALANCED FUND	21533	0.002	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAATP6607N	1	21533		
189	189	N-IN303786/10003352	PRINCIPAL TRUSTEE COMPANY PVT LTD A/C PRINCIPAL MUTUAL FUND - PRINCIPAL TAX SAVINGS FUND	227906	0.023	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAATP6607N	1	227906		
190	190	N-IN303786/10003416	PRINCIPAL TRUSTEE CO PVT LTD A/C-PRINCIPAL MUTUAL FUND-PRINCIPAL INDEX FUND-MIDCAP	7775	0.001	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAATP6607N	1	7775		
191	191	N-IN303786/10003424	PRINCIPAL TRUSTEE CO. PVT LTD A/C PRINCIPAL MUTUAL FUND - PRINCIPAL LARGE CAP FUND	245069	0.025	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAATP6607N	1	245069		
192	192	N-IN303786/10003615	PRINCIPAL TRUSTEE CO. PVT. LTD. A/C - PRINCIPAL MUTUAL FUND - PRINCIPAL SMART EQUITY FUND	48833	0.005	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	8	2	MUTUAL FUND	MF	MF	Public - Institutions	AAATP6607N	1	48833		
Grand Total				712659121	72.039														712642700	332	16089

THE INDIAN HOTELS COMPANY LIMITED
INSTA POLL VOTING REGISTER - MEETING DATE: 04/05/2016 AT 1 PM

S.No.	Doc No.	Member ID	Name	Holding	% to Capital	Type of Attended Person	Ballot Type	Receipt Date	Execution Date	Ballot Status	Status Code	Status Code2	Status1	Status2	Category	Clause35 Group	PAN No.	ResIn1	Votes In Favour1	Votes Against1	Votes Abstain1
193	193	N-IN301225/10229836	CHRISTOPHER CARNEIRO ALPHONSO	91	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ABVPA8358D	1	91		
194	194	C-1301240000174878	KISHOR KESHAV KULKARNI	4800	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	AGMPK7232Q	1	4800		
195	195	P-K0200046	KIRIT KUMAR CHARANDAS JOGIDASANI	50	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1		50	
196	196	P-K0200047	KIRIT KUMAR CHARANDAS JOGIDASANI	4	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1		4	
197	197	P-C0000452	CHARANDAS PADAMSEY	940	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1		940	
198	198	N-IN300907/10003699	DINESH GOPALDAS BHATIA	85	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	AFGPB8932D	1	85		
199	199	P-H0004393	HIRANAND KOTWANI	40	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1		40	
200	200	C-1201170000107370	ABAN DARA RUPA	1450	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	ABTPR2532G	1	1450		
201	201	N-IN300749/10100503	NILA PRAKASH CHANDRA MAPARA	12	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	AMXPM9893L	1	12		
202	202	C-1201750000083651	DINESH GOPALDAS BHATIA	34	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	AFGPB8932D	1	34		
203	203	N-IN300907/10504840	PRAKASH SUNDERLAL MAPARA	12	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	AAFPM3765M	1	12		
204	204	C-1204720002165744	ARIF GULSHER KHAN	95	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	AQIPK2105Q	1	95		
205	205	C-1301190300015787	BALKRISHNA BHAGWANT . PANCHAKSHARI	492	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	AQOPP2807N	1		492	
206	206	P-F0000808	FLORIE D LIMA	1500	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1	1500		
207	207	C-1302590001261386	MICHAEL PHILIP JOHN BAPTIST MARTINS	7	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	AACPM9705A	1	7		
208	208	P-S0031432	SATISH JAYANTILAL SHAH	61	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1	61		
209	209	C-1301190300026856	GAUTAM KEDAR TIWARI	853	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	ACFPT6475K	1	853		
210	210	C-1302820000002514	SMITA BHARAT SHAH	23	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	21	3	INDIVIDUAL	RESIDENT	RI	Public - Non Institutions	BIRPS2714M	1	23		
211	211	P-F0200005	FLORIE DLIMA	488	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1	488		
212	212	N-IN302269/10517081	SUDHIR SHANTARAM VARTAK	6	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ABUPV1460A	1	6		
213	213	P-M0200488	MICHAEL PHILIP MARTINS	400	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1	400		
214	214	N-IN301151/12594559	MOTILAL PAWAR	7	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	AAIPP7894D	1	7		
215	215	P-R0017873	ROSARIO JOSEPH NOGUEIRA	3880	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT INDIVIDUAL	REGULAR	RI	Public - Non Institutions		1	3880		
216	216	N-IN301549/36764304	MANORAMA AGNIHOTRI	50	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ABUPA9444R	1	50		
217	217	N-IN302269/11301246	NETRA SUDHIR VARTAK	30	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ABTPV8582G	1	30		
218	218	N-IN301549/36508923	PRAMOD KUMAR AGNIHOTRI	100	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ABRPA1227F	1	100		
219	219	N-IN300271/10177459	PRAMOD KUMAR AGNIHOTRI	50	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ABRPA1227F	1	50		
220	220	N-IN300757/10624146	SHARDA RANI MISHRA	123	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ANWPM3156G	1	123		
221	221	N-IN300757/10624283	PRAMODKUMAR AGNIHOTRI	23	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	ABRPA1227F	1	23		
222	222	N-IN302847/10057498	ADI KERSASP NALLADARU	10	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	AGFPN7036E	1		10	
223	223	N-IN302847/10059352	ADI KERSASP NALLADARU	20	0.000	MEMBER	ELECTRONIC	04/05/2016	04/05/2016	VALID	1	1	RESIDENT	ORDINARY	RI	Public - Non Institutions	AGFPN7036E	1	20		
Grand Total				15736	0.002														14240	1496	0