

ORIENTAL HOTELS LIMITED

Corporate Office : No.47, Paramount Plaza, 3rd Floor, Mahatma Gandhi Road, Chennai - 600 034, Tamil Nadu, India

OHL: SEC: Postal Ballot: 01/2024-25
October 21, 2024

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.
II Floor, New Trading Ring
Rountana Building P J Towers,
Dalal Street, Mumbai: 400001
Scrip Code: 500314

Dear Sir/Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith the Postal Ballot Notice dated October 14, 2024 for seeking approval of the Members for the following special businesses:

Sl. No.	Particulars	Type of Resolution
1.	Re-Appointment of Ms. Nina Chatrath (DIN: 07700943) as an Independent Director of the Company	Special

In compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent only through electronic mode, to those members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (M/s. Integrated Registry Management Services Private Limited)/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Wednesday, October 16, 2024 (“Cut-off date”).

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) as the agency to provide remote e-voting facility to its Members. The remote e-voting period shall commence from 9.00 a.m. (IST) on **Wednesday, October 23, 2024 at 09:00 A.M. (IST)** and ends on **Thursday, November 21, 2024 at 05:00 P.M. (IST)**. The e-voting module shall be disabled by NSDL thereafter. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it

ORIENTAL HOTELS LIMITED

Corporate Office : No.47, Paramount Plaza, 3rd Floor, Mahatma Gandhi Road, Chennai - 600 034, Tamil Nadu, India

subsequently. The communication of assent or dissent of the Members would only take place through the remote e-voting system.

Members who have not registered their e-mail addresses with the Company/ Depository, may register their email address to receive the Postal Ballot Notice on or before 5:00 p.m. (IST) on Friday, November 08, 2024 and complete the registration process. The procedure to register email address with the RTA and the procedure for remote-e-voting is provided in the Notice.

The Notice is available on the Company's website at www.orientalhotels.co.in and on the website of the NSDL at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For ORIENTAL HOTELS LIMITED

S Akila

Company Secretary

A15861

**Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600034.**

Encl.: as above

ORIENTAL HOTELS LIMITED

CIN: L55101TN1970PLC005897

Regd. Office: 'Taj Coromandel' No.37, Mahatma Gandhi Road, Chennai - 600 034.

Phone No.: 044 - 6617 2827, Email: ohlshares.mad@tajhotels.com, Website: www.orientalhotels.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of The Companies (Management and Administration) Rules, 2014]

E-Voting starts on	E-voting ends on
October 23, 2024 at 9.00 a.m. (IST)	November 21, 2024 at 5.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (**"SS-2"**), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as **'MCA Circulars'**), approval of members is being sought to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means (**remote e-voting**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof and the additional information as required under the Listing Regulations is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**) / Depository Participants (**DP's**). Accordingly, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting postal ballot form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members. The instructions to remote e-voting are appended to this notice.

The Notice is also available on the website of the Company <https://orientalhotels.co.in/>.

Members desiring to exercise their vote through the remote e-voting facility are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting their votes not later than 5:00 pm (IST) on Thursday, November 21, 2024. The remote e-voting facility will be disabled by NSDL thereafter and voting shall not be allowed beyond the said date and time.

The Board of Directors has appointed M. Alagar & Associates, firm of Company Secretaries in practice, having Firm Registration number P2011TN078800 as the Scrutinizer for conducting the Postal Ballot, through remote

e-voting process, in a fair and transparent manner. The scrutinizers decision on the validity of postal ballot shall be final.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company on or before Thursday, November 28, 2024. The results declared, along with the Scrutinizer's Report, shall be announced by the Chairman or Company Secretary, within the stipulated timelines

The said results will be displayed on the website of the Company at <https://orientalhotels.co.in/>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the equity Shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com. The resolutions so passed shall be deemed to be passed on the last date of the remote e-voting i.e., November 21, 2024.

SPECIAL BUSINESS:

1. Re-Appointment of Ms. Nina Chatrath (DIN: 07700943) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Nina Chatrath (DIN: 07700943), who has given her consent and submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term commencing from October 29, 2024 up to October 28, 2029, (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**By Order of the Board of Directors
For Oriental Hotels Limited**

**S Akila
Company Secretary
A15861
Date: October 14, 2024**

**Place: Chennai
Address: Taj Coromandel,
No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600034.**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') read with Section 110 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. The Brief Profile and other required information about the appointment of Director pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is annexed to this Notice.
3. In compliance with the MCA circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and, Central Depository Services Limited (CDSL) and the Company's Registrar and Share Transfer Agent ('RTA') as on Wednesday, October 16, 2024 ("Cut-off Date") and whose e-mail addresses are registered with the Company/ Depositories/RTA or who will register their e-mail address in accordance with the process outlined in this Notice. Only those Members whose names are appearing in the Register of Members/list of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the MCA Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution as set out in this Postal Ballot Notice. The instructions for remote e-voting are mentioned in Note No.10 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. The remote e-voting shall commence on Wednesday, October 23, 2024 at 09:00 a.m. India Standard Time ('IST') and will close on Thursday, November 21, 2024 at 05:00 p.m. (IST). During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on the Cut-off Date, may cast their vote electronically. The remote e-voting module will be disabled for voting by NSDL thereafter. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.orientalhotels.co.in, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their request at ohlshares.mad@tajhotels.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Thursday, November 21, 2024.
9. The resolution, if passed by the requisite majority will be deemed to have been passed on the last date specified for E-voting i.e. Thursday, November 21, 2024. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting.

10. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period commences on Wednesday, October 23, 2024 at 09:00 A.M. (IST) and ends on Thursday, November 21, 2024 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, October 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, Wednesday, October 16, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

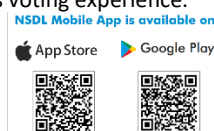
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDEAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added

services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select "**Register Online for IDEAS Portal**" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



- | | |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

	<p>Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Ohlshares.mad@tajhotels.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Ohlshares.mad@tajhotels.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors
For Oriental Hotels Limited**

**S Akila
Company Secretary
A15861**

Date: October 14, 2024

Place: Chennai

**Address: Taj Coromandel, No. 37, Mahatma Gandhi
Road, Nungambakkam, Chennai - 600034.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS AS SET OUT IN THIS NOTICE

Item No.1 : Re-Appointment of Ms. Nina Chatrath (DIN: 07700943) as an Independent Director of the Company

Ms. Nina Chatrath (DIN: 07700943) was appointed as an Independent Director of the Company by the Members at the 50th Annual General Meeting held on July 28, 2020 for a period of five consecutive years, commencing from October 29, 2019 to October 28, 2024 in terms of the provisions of Section 149 of the Act and Regulation 17 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). Accordingly, the first term of Ms. Nina Chatrath, as an Independent Director of the Company, is due to expire at the close of business hours on October 28, 2024. Upon completion of her term, she is eligible for re-appointment as Independent Director on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company and based on the performance evaluation, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that her qualification and rich experience meets the skills and capabilities required for the role of Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that she continues to possess the identified core skills, expertise and competencies fundamental for effective discharge of her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. Accordingly, the Board of Directors have recommended the re- appointment of Ms. Nina Chatrath as Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years commencing from October 29, 2024 up to October 28, 2029, (both days inclusive), subject to the approval of the Members by way of Special Resolution.

The Company has in terms of Section 160(1) of the Act, received notice from Member proposing her candidature for the office of Director. The Company has received a declaration from Ms. Nina Chatrath to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has also confirmed that she is not disqualified from being appointed as Directors, in

terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and have given their consent to act as Directors of the Company. There is no inter se relationship between Ms. Nina Chatrath and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Ms. Nina Chatrath fulfils the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

The terms and conditions of re-appointment of independent director shall be available for inspection through electronic mode. The same shall also be available for inspection to the Members on sending a request along with their DP/Client ID or folio number from their registered email address to the company at ohlshares.mad@tajhotels.com and are also uploaded on the website of the Company at www.orientalhotels.co.in.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Nina Chatrath (DIN: 07700943) including her profile and specific areas of expertise are given in this Notice as “Annexure 1”.

Except for Ms. Nina Chatrath and her relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives, are in any way financially or otherwise concerned or interested in the Resolution set out in this Notice.

In compliance with Section 149 read with Schedule IV, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of Ms. Nina Chatrath as an Independent Director is placed for the approval of the members by way of a special resolution.

The Board commends the Special Resolutions set out at Item No. 1 of the accompanying Notice for approval of the Members.

**By Order of the Board of Directors
For Oriental Hotels Limited**

**S Akila
Company Secretary
A15861**

Date: October 14, 2024

Place: Chennai

**Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600034.**

ANNEXURE 1**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT****[Pursuant to the Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]**

Name of the Director	Ms. Nina Chatrath
DIN	07700943
Designation	Independent Director
Date of Birth & Age	16/10/1962; 62 years
Expertise in specific functional areas	Wide experience in succession planning and leadership on business performance, organisation building and management of talent.
Qualification	PGDM-HR from XLRI; B. Com from Delhi University
Experience	Ms. Nina Chatrath has wide experience in business consulting, succession planning and leadership enhancing business performance. She undertakes projects in organization building and the management of talent. Her key focus area has been to unlock organizational capabilities using business and behavioural interventions. She currently holds the position of Independent Non-Executive Director at Dwarikesh Sugar Industries Ltd. Morarka Finance Ltd and Vision Spring Foundation - a global philanthropy organization.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer the Explanatory Statement annexed to the Notice.
Terms and Conditions of appointment	Re-appointment as an Independent Director for a second consecutive term commencing from October 29, 2024 up to October 28, 2029 (both days inclusive), not liable
Details of Remuneration sought to be paid	Sitting Fees, Commission / Remuneration, as may be decided by Board, in each of the financial years.
Listed entities in which the director has resigned in the past three years	Nil
Date of first appointment by the Board	October 29, 2019
Shares held in the Company	Nil
Directorship in other Companies, excluding foreign companies, if any (as on October 14, 2024)	a) Dwarikesh Sugar Industries Limited b) Morarka Finance Limited
Chairman/Member of the Committees of other Companies on which she is a Director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on October 14, 2024)	Chairmanship: (1) Membership: (4)

**By Order of the Board of Directors
For Oriental Hotels Limited**

**S Akila
Company Secretary
A15861**

Date: October 14, 2024

Place: Chennai

**Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600034.**