

ORIENTAL HOTELS LIMITED

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

OHL:SEC: PB (2) – Results:2023-24
February 02, 2024

The Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1G Block, Bandra
Kurla Complex
Bandra (E), Mumbai: 400051
Symbol: ORIENTHOT

The Manager – Listing Department
Bombay Stock Exchange Ltd.
II Floor, New Trading Ring
Rountana Building P J Towers,
Dalal Street, Mumbai: 400001
Scrip Code: 500314

Dear Sir/Madam,

Sub: -Disclosure/submissions undertaking pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is further to our letter dated January 02, 2024, enclosing the Postal Ballot Notice dated December 26, 2023, for seeking consent of the Members of the Company by way of Special Resolution through remote e-Voting process to approve the appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company.

The remote e-voting process concluded on 01st February 2024 at 5:00 p.m. (IST), post which the Scrutinizer has submitted her report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the above Special Resolution with the requisite majority.

In this regard, please find enclosed the following:

1. Voting results of the Postal Ballot activity through remote e-voting in relation to the aforesaid business, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure A.**
2. Report of the Scrutinizer dated February 02, 2024, pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 – **Annexure B.**

Please note that the documents referred above are also being uploaded on the website of the Company www.orientalhotels.co.in.

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

General information about company	
Scrip code	500314
NSE Symbol	ORIENTHOT
MSEI Symbol	NOTLISTED
ISIN	INE750A01020
Name of the company	ORIENTAL HOTELS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	01-02-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Mrs. Deepa V Ramani
Firms Name	KSM Associates
Qualification	CS
Membership Number	FCS 5574
Date of Board Meeting in which appointed	26-12-2023
Date of Issuance of Report to the company	02-02-2024

Voting results

Record date	29-12-2023
Total number of shareholders on record date	70943
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company				
Category	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	120650243	64025030	53.0666	64025030	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		120650243	64025030	53.0666	64025030	0	100
Public- Institutions	E-Voting	4674211	332553	7.1146	332553	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4674211	332553	7.1146	332553	0	100
Public- Non Institutions	E-Voting	53274726	132826	0.2493	124351	8475	93.6195	6.3805
	Poll							
	Postal Ballot (if applicable)							
	Total		53274726	132826	0.2493	124351	8475	93.6195
Total		178599180	64490409	36.109	64481934	8475	99.9869	0.0131
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



ASSOCIATES

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Chairman / Company Secretary
M/s. Oriental Hotels Limited
Taj Coromandel
No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai-600 034

Sub: Scrutinizer's Report on Postal Ballot conducted through Remote Electronic Voting

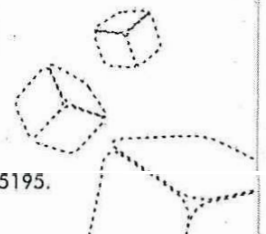
1. I, Deepa V Ramani, Partner, M/s. KSM Associates, Company Secretaries, Chennai, have been appointed as Scrutinizer by Oriental Hotels Limited ("the Company") through resolution passed by the Board of Directors on 26th December 2023 for the purpose of conducting the Postal Ballot process through remote voting by electronic means ("remote e-voting") in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 on the Special Resolution as set out in the Postal Ballot Notice dated 26th December 2023 ("Notice") in respect of the following special business:
 - (i) *Appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company.*
2. 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 Circulars No. 14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No.11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 ("the relevant Circulars"), and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution as set out hereunder was placed for approval of the members by passing Special Resolution by way of postal ballot by voting through electronic means (remote e-voting) only.

Page 1 of 5



Company Secretaries | Trade Marks Attorneys | Insolvency Professionals

Office No.40, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.
www.ksmassociates.net



3. The Notice was sent by e-mail on 2nd January 2024 to the Members whose name(s) appeared in the Register of Members / list of beneficiaries as on 29th December 2023 (Cut-off date/record date). The Notice was also uploaded on the website of the Company, the Stock Exchanges viz., National Stock Exchange of India Limited (NSE) and BSE Limited and e-voting service provider viz., National Securities Depository Ltd. (NSDL).
4. Apart from sending the Notice to the Members through electronic mode, the Company also made available the said notice electronically to the members for access on the following URL link as available on the date of signing this Report:

<https://orientalhotels.co.in/investors/postal-ballot/notice/>
5. The Company on 3rd January 2024 released an advertisement in Trinity Mirror (Newspaper – English) and Makkal Kural (Newspaper – Tamil) informing the Members about dispatch of Notice.
6. The Company had appointed National Securities Depository Ltd. (hereinafter NSDL or the Service Provider) as the e-Voting Service Provider, for extending the facility of electronic voting (remote e-voting) to the Members of the Company.
7. The Service Provider had provided a system for recording the votes of the Members electronically on the above-mentioned items of special business. The Service Provider accordingly had set up e-Voting facility on their website www.evoting.nsd.com.
8. The Postal Ballot Notice sent contained the detailed instructions to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
9. The Cut-off date (record date) for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was fixed as 29th December 2023. As on that date the Company had 70,943 (Seventy Thousand Nine Hundred and Forty-three only) Members.
10. The electronic voting facility was kept open from 9:00 a.m. on January 03, 2024 till 5:00 p.m. on February 01, 2024.
11. At the end of the voting period on February 01, 2024 at 5.00 p.m. the voting portal of the Service Provider was blocked forthwith and thereupon we had unblocked the list of the members who have exercised the votes through remote e-voting. The votes cast through remote e-Voting facility were duly unblocked and the results were downloaded from NSDL portal by us as a Scrutinizer in the presence of Ms. Kriti Reddy G and Ms. Chandra D who are not in employment of the Company and acted as witnesses, as prescribed in



sub rule 4 (xii) of the said rule 20.

12. Compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 relating to the mode of voting that is, through electronic means (by remote e-voting) by the Members on the resolutions proposed in the Notice is the responsibility of the management of the Company. Our responsibility as Scrutinizers is to ensure that the voting process through remote e-voting in the Postal Ballot is being conducted in a fair and transparent manner and render a Scrutinizer's Report on the total votes cast in favour or against if any, to the Chairman/Authorized Person, on the resolution based on the reports generated from the electronic voting system provided by NSDL.
13. On scrutiny, I report that 390 Members have cast their vote electronically.
14. Results of electronic voting are based on the data made available to the undersigned by NSDL through their website.
15. The following resolution was submitted by the Company to its Members for approval as **Special Resolution** as stated in the postal ballot notice:

Appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company.

“RESOLVED THAT Mr. Moiz Mohsin Miyajiwala (DIN: 00026258), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company with effect from November 6, 2023, by the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Moiz Mohsin Miyajiwala, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from November 6, 2023 till May 24, 2026 (both days inclusive), be and is hereby approved.”



RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution”.

16. Based on the data downloaded from the official website of NSDL for the remote e-voting system, the results of the remote e-Voting are as under:

Special Business

Item No. 1:

Appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company.

Type of Resolution: Special Resolution

Manner of Voting	Votes IN FAVOUR of the resolution	Votes AGAINST the resolution	Votes INVALID
Remote E-voting	6,44,81,934	8,475	-
Total - % (approx.)	99.99%	0.01%	-

The resolution placed as item no.1 as indicated in the postal ballot notice stands passed under remote E-voting with the requisite majority.

We hereby confirm that we are maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through remote E-Voting by the Members of the Company. We shall be arranging to handover these records to the Company Secretary of the Company once the Chairman considers, approves and signs the minutes.

Yours faithfully,

For **KSM Associates | Company Secretaries**
(Peer Review Certificate No. 627/2019)



Place: Chennai
Date: 2nd February 2024

Deepa V. Ramani

DEEPA V RAMANI
Partner

FCS - 5574; CP - 8760
UDIN: F005574E003356231

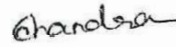
Witness 1:



Name: Kriti Reddy G
Address: B-411, TVS Emerald Green
Enclave, Mangadu Road,
Paraniputhur, Chennai - 600122

Occupation: Service

Witness 2:



Name: Chandra D
Address: 20, Poovaian Villa,
Easwardass Street, Triplicane,
Chennai - 600005

Occupation: Service

Received on behalf of the Company
For **M/s. Oriental Hotels Limited**



S Akila
Company Secretary

