



ORIENTAL HOTELS LIMITED

Corporate Office : No.47, Paramount Plaza, Mahatma Gandhi Road, Chennai - 600 034. India.

OHL:SEC:49-AGM_Results:2019 – 2020

July 25, 2019

To

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

The Manager – Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai : 400051
Scrip Code : 500314

Dear Sir,

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

With reference to the captioned subject, please find attached the following:-

1. Voting results of the 49th Annual General Meeting of the Company held on July 23, 2019, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein all the resolutions proposed in the notice of AGM dated April 25, 2019 were passed under e-voting and electronic voting at the venue of the Annual General Meeting with the combined requisite majority.
2. Report of Scrutinizer dated July 24, 2019, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

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

Kindly take on record the above.

Thanking you,

Yours faithfully,

For ORIENTAL HOTELS LIMITED

Tom Antony
Company Secretary

Encl.: as above

ORIENTAL HOTELS LIMITED

Combined Results of E-voting and Polling of the 49th Annual General Meeting of the Company held on July 23, 2019

Date of AGM : 23-Jul-18

Total No. of Shareholders on record date : 25,085

No. of shareholders present in the meeting either in person or through proxy :

Promoters & Promoters Group 1

Public 39

No. of shareholders attended the meeting through Video Conferencing :

Promoters & Promoters Group Nil

Public Nil

Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Board of Directors and Auditor's thereon [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
Remote E-Voting	109734117	83613903	76.20%	83613903	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	32344617	19918292	61.58%	19918292	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	36520446	89943	0.25%	86228	3715	95.87%	4.13%
Poll		0	0.00%	0	0	0.00%	0.00%
TOTAL	178599180	103622138					



Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditor's thereon [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	109734117	83613903	76.20%	83613903	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	32344617	19918292	61.58%	19918292	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	36520446	89943	0.25%	86228	3715	95.87%	4.13%
Poll		0	0.00%	0		0.00%	0.00%
TOTAL	178599180	103622138					
RESOLUTION NO.: 3	To delcare a dividend on Equity Shares for the Financial Year ended March 31, 2019 [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	109734117	83613903	76.20%	83613903	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	32344617	19918292	61.58%	19918292	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	36520446	89943	0.25%	89928	15	99.98%	0.02%
Poll		0	0.00%	0	0	0.00%	0.00%
TOTAL	178599180	103622138					



Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 4	To appoint a Director in the palce of Mr. D Vijayagopal Reddy (DIN:00051554), who retires by rotation and being eligible, offers himself for re-appointment [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	109734117	83613903	76.20%	83613903	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	32344617	19918292	61.58%	19918292	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	36520446	89943	0.25%	86914	3029	96.63%	3.37%
Poll		0	0.00%	0	0	0.00%	0.00%
TOTAL	178599180	103622138					
RESOLUTION NO.: 5	Not to fill the vacancy caused due to retirement [Special Business - Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	109734117	79032443	72.02%	79032443	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	32344617	19918292	61.58%	19918292	0	100.00%	0.00%
E-Voting at the Venue		0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	36520446	89943	0.25%	89867	76	99.92%	0.08%
Poll		0	0.00%	0	0	0.00%	0.00%
TOTAL	178599180	99040678					



Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 6	Approval for Related Party Transactions [Special Business - Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	109734117	0	0.00%	0	0	0.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	32344617	19918292	61.58%	15122657	4795635	75.92%	24.08%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	36520446	89943	0.25%	86081	3862	95.71%	4.29%
Poll		0	0.00%	0	0	0.00%	0.00%
TOTAL	178599180	20008235					
RESOLUTION NO.: 7	Re-appointment and approval for terms of remuneration of Mr. Pramod Ranjan (DIN 00887569) as Managing Director and Chief Executive Officer of the Company [Special Business - Special Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	109734117	83613903	76.20%	83613903	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	32344617	19918292	61.58%	19918292	0	100.00%	0.00%
Poll		0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	36520446	89943	0.25%	86794	3149	96.50%	3.50%
Poll		0	0.00%	0	0	0.00%	0.00%
TOTAL	178599180	103622138					



CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015)

To

Mr. Puneet Chhatwal
Chairman - 49th Annual General Meeting of
Oriental Hotels Limited

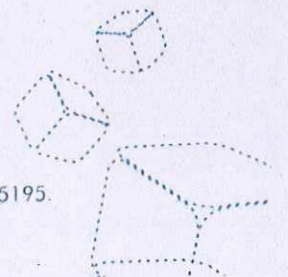
Taj Coromandel
No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600 034

Sub: Passing of resolution through Remote Electronic Voting and Electronic Voting system at the venue of the Annual General meeting conducted at the 49th AGM of Oriental Hotels Limited (the Company) held on Tuesday, 23rd July, 2019

I, Deepa V Ramani, Practicing Company Secretary, having Membership No. 5574, CP No. 8760, Chennai, representing M/s. KSM Associates, Company Secretaries have been appointed as Scrutinizer by Oriental Hotels Limited (the Company) vide letter dated 13th June 2019 for the purpose of scrutinizing e-voting (remote e-voting) and electronic voting system at the venue of the Annual General Meeting in respect of the proposed resolutions for members approval at the 49th Annual General Meeting of the Company held on Tuesday, 23rd July, 2019 at 11:00 a.m. at Sathguru Sri Gnanananda Hall, Narada Gana Sabha, 314, T.T.K Road, Chennai - 600 018.

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 shareholders of the Company from 9:00 a.m. on 18th July, 2019 till 5:00 p.m. on 22nd July, 2019. Further, the Company also availed the secured electronic voting system provided by NSDL at the venue of the Annual General meeting for enabling the members to cast their vote under the provisions of the said sections and the rules made thereunder.

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The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the 49th Annual General Meeting (AGM) of the Company.

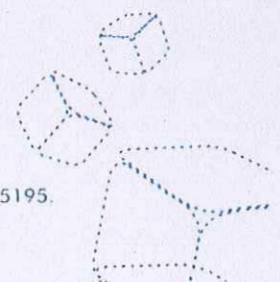
The Service Provider accordingly had set up e-Voting facility on their website www.evoting.nsdl.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting), electronic voting system at the AGM} by the shareholders on the resolutions/matters proposed in the Notice of the 49th Annual General Meeting of the Company is the responsibility of the management of the Company. Our responsibility as Scrutinizers is to ensure that the voting processes by remote e-Voting and by electronic voting at the venue of the AGM are conducted in a fair and transparent manner and render a Consolidated Scrutinizer's Report on the total votes cast in favour or against if any, to the Chairman, on the resolutions based on the reports generated from the electronic voting system provided by NSDL.

The Cut-off date (record date) for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was 16th July, 2019. As on that date the Company had 25,085 (Twenty-Five Thousand and Eighty-Five) shareholders.

Apart from despatch of notice of AGM to the shareholders, the Company also gave access to the said notice electronically on the following URL link as available on the date of signing this Report

[http://orientalhotels.co.in/wp-content/uploads/2019/06/OHL Annual-Report-2018 19.pdf](http://orientalhotels.co.in/wp-content/uploads/2019/06/OHL%20Annual-Report-2018%2019.pdf)



The Notices sent (both through email and physical form) contained the instructions to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for five (5) days from 9:00 a.m. on 18th July, 2019 till 5:00 p.m. on 22nd July, 2019.

The Company also released an advertisement on 30th June 2019 in English newspaper "The Financial Express" and in Tamil newspaper "Dinamani Chennai" which was published more than 21 days in advance of the date of the AGM.

At the end of the voting period on 22nd July, 2019 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. On 23rd July, 2019, the votes casted through e-Voting facility and e-voting system at the venue of the meeting was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from NSDL website by us as a Scrutinizer in the presence of Ms. Anuradha U and Mr. Ravishankar P who are not in employment of the Company and acted as witnesses, as prescribed in sub rule 4 (xii) of the said rule 20.

At the 49th AGM of the Company, members present at the venue of the AGM, who have not cast their votes through remote e-voting were allowed to cast their vote through electronic voting system, as provided under the provisions of the Companies Act, 2013 and the rules made thereunder.

After the Chairman announced commencement of voting, the members were allowed to cast their votes through tab-based electronic voting system.

Based on the data downloaded from the official website of NSDL for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system conducted at the venue of the Annual General meeting, the result of the remote e-Voting together with Electronic voting at the AGM venue are as under:



(A) Consolidated

Number of Members who casted their votes	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolutions mentioned hereunder)
81 (through Remote E-voting)	10,35,64,152	Various as mentioned under each of the Resolution
40 (by way of E-voting at AGM)	57,986	Various as mentioned under each of the Resolution

(B) Item-wise

Ordinary Business

Agenda No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting	10,35,60,449	3,703	-
E-voting at AGM	57,974	12	-
Total	10,36,18,423	3,715	-
Total - %(approx)	99.996	0.004	

Agenda No. 2:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting	10,35,60,449	3,703	-
E-voting at AGM	57,974	12	-
Total	10,36,18,423	3,715	-
Total - % (approx)	99.996	0.004	

Agenda No. 3:

To declare a dividend on Equity Share for the Financial Year ended March 31, 2019

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting	10,35,64,149	3	-
E-voting at AGM	57,974	12	-
Total	10,36,22,123	15	
Total - % (approx.)	100	-	



Agenda No. 4:

To appoint a Director in place of Mr. D. Vijayagopal Reddy (DIN: 00051554), who retires by rotation and being eligible, offers himself for re-appointment.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting	10,35,61,135	3,017	-
E-voting at AGM	57,974	12	-
Total	10,36,19,109	3,029	
Total - % (approx.)	99.997	0.003	

Special Business:

Agenda No. 5:

Not to fill the vacancy caused due to retirement

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting	9,89,82,628	64	-
E-voting at AGM	57,974	12	-
Total	9,90,40,602	76	
Total - % (approx.)	100	-	



Agenda No. 6:

Approval for Related Party Transactions

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting	1,51,75,764	4799485	10,76,000
E-voting at AGM	32,974	12	-
Total	1,52,08,738	47,99,497	
Total - % (approx.)	76.012	23.988	

Agenda No. 7:

Re-appointment and approval for terms of remuneration of Mr. Pramod Ranjan (DIN: 00887569) as Managing Director and Chief Executive Officer of the Company.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting	10,35,61,015	3,137	
E-voting at AGM	57,974	12	-
Total	10,36,18,989	3,149	-
Total - % (approx.)	99.997	0.003	

All the Resolutions/Matters indicated in the notice to the said Annual General Meeting stand passed under remote E-voting and Electronic voting at the venue of the Annual General Meeting with the Consolidated 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 and the electronic voting system at the venue of the Annual General Meeting through which votes were casted by the shareholders of the Company at the said Annual General Meeting. We shall be arranging to handover these records to the Company Secretary of the Company based on the authorisation dated 22nd July 2019 received from the Chairman of the Company, as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours,

For **KSM Associates, Company Secretaries**

Deepa V. Ramani



DEEPA V. RAMANI
Partner
FCS - 5574; CP - 8760

Place: Chennai
Dated 24th July 2019

Witness 1: *U. Anuradha*
Name : ANURADHA U
Address : T-20, E-BLOCK, TNHB COMPLEX,
180, LUZ GOLDEN ENCLAVE,
LUZ CHURCH ROAD, MYLAPORE,
CHENNAI - 600 004

Occupation : SERVICE

Witness 2: *Ravi Shankar P*
Name : RAVI SHANKAR.P
Address : NO:42, Janani Annan,
Meus hostel,
Katchery Road,
MYLAPORE, Chennai - 04
Occupation : SERVICE.

For **ORIENTAL HOTELS LIMITED**

Janambhary
Company Secretary

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