



ORIENTAL HOTELS LIMITED

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

OHL:SEC:PB – Results:2021 – 2022
January 19, 2022

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,

Sub:-Postal Ballot Notice dated December 09, 2021 – Voting Results

Further to our communication dated December 17, 2021, we wish to inform that the resolutions in respect of the following proposals have been approved by the members with requisite majority:-

1. Re-appointment of Mr. Pramod Ranjan (DIN:00887569) as Managing Director and Chief Executive Officer of the Company and payment of remuneration to him.
2. Re-appointment of Mr. Phillie D Karkaria (DIN:00059397) as an Independent Director of the Company.

In this regard please find attached the following:-

- a. Voting results of the Postal Ballot as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. Report of Scrutinizer dated January 19, 2022, Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 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.

Please also note that brief profile of the above Directors viz., Mr. Pramod Ranjan and Mr. Phillie D Karkaria have already been furnished vide our letter dated October 19, 2021 and December 09, 2021 respectively.

Kindly take on record the above.

Thanking you,

Yours faithfully,

For **ORIENTAL HOTELS LIMITED**


Tom Antony
Company Secretary

Encl.: as above

ORIENTAL HOTELS LIMITED
Voting Results of the Postal Ballot
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of AGM / EGM:	Not Applicable - Postal Ballot
Record Date :	14.12.2021
Total No. of Shareholders on record date :	37,752
No. of shareholders present in the meeting either in person or through proxy :	
Promoters & Promoters Group	Not Applicable - Postal Ballot
Public	Not Applicable - Postal Ballot
No. of shareholders attended the meeting through Video Conferencing :	
Promoters & Promoters Group	Not Applicable - Postal Ballot
Public	Not Applicable - Postal Ballot
No. of resolution passed in the meeting :	2 - (Postal Ballot through Remote e-Voting)

Yours faithfully,
FOR ORIENTAL HOTELS LIMITED


TOM ANTONY
COMPANY SECRETARY



ORIENTAL HOTELS LIMITED

POSTAL BALLOT Notice dated December 9, 2021 - VOTING RESULTS

Resolution Required : (Ordinary/Special)		SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr Pramod Ranjan (DIN:00887569), as Managing Director & Chief Executive Officer of the Company and payment of remuneration to him						
Category	Mode of Voting	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
PROMOTERS & PROMOTERS GROUP	E-Voting	120709683	97198553	80.52	97198553	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	Total		97198553	80.52	97198553	0	100.00	0.00
PUBLIC - INSTITUTION	E-Voting	18161242	16547367	91.11	16547367	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	Total		16547367	91.11	16547367	0	100.00	0.00
PUBLIC - NON INSTITUTION	E-Voting	39728255	992089	2.50	983205	8884	99.10	0.90
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	Total		992089	2	983205	8884	99.10	0.90
TOTAL		178599180	114738009	64.24	114729125	8884	99.99	0.01

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public - Institutions	0
Public - Non Institutions	0



ORIENTAL HOTELS LIMITED

POSTAL BALLOT Notice dated December 9, 2021 - VOTING RESULTS

Resolution Required : (Ordinary/Special)		SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr Phillie D Karkaria (DIN:00059397), as an Independent Director of the Company						
Category	Mode of Voting	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
PROMOTERS & PROMOTERS GROUP	E-Voting	120709683	97198553	80.52	97198553	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	Total		97198553	80.52	97198553	0	100.00	0.00
PUBLIC - INSTITUTION	E-Voting	18161242	16547367	91.11	4159996	12387371	25.14	74.86
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	Total		16547367	91.11	4159996	12387371	25.14	74.86
PUBLIC - NON INSTITUTION	E-Voting	39728255	982089	2.47	971895	10194	98.96	1.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	Total		982089	2.47	971895	10194	98.96	1.04
TOTAL		178599180	114728009	64.24	102330444	12397565	89.19	10.81

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public - Institutions	0
Public - Non Institutions	0



SCRUTINIZER'S REPORT

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

To
The Chairman/ Authorised Person
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 circular resolution passed by the Board of Directors on 9th December, 2021 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 Resolutions as set out in the Postal Ballot Notice dated 9th December, 2021 ("Notice") in respect of the following special business:
 - (i) Re-appointment of Mr. Pramod Ranjan (DIN.:00887569) as Managing Director & Chief Executive Officer of the Company and payment of remuneration to him.
 - (ii) Re-appointment of Mr. Phillie D Karkaria (DIN.:00059397) 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 and No. 20/2021 dated December 08, 2021 in view of the Covid-19 pandemic (collectively referred to as "MCA Circulars"), the Special Resolutions as set out in the Notice was proposed to be passed by the Members of the Company by way of Postal Ballot only through remote e-



voting.

3. The Notice was sent by e-mail on 17th December, 2021 to the Members whose name(s) appeared in the Register of Members / list of beneficiaries as on December 14, 2021 (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 Bombay Stock Exchange Limited (BSE) 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 19th December, 2021 released an advertisement in Financial Express (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.nsdl.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 December 14, 2021. As on that date the Company had 37,752 (Thirty-Seven Thousand Seven Hundred and Fifty-Two) Members.
10. The electronic voting facility was kept open from 9:00 a.m. on December 20, 2021 till 5:00 p.m. on January 18, 2022.
11. At the end of the voting period on January 18, 2022 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 Mr. R. Jitesh Kumar and Mr. Viral Kothari 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 resolutions based on the reports generated from the electronic voting system provided by NSDL.
13. On scrutiny, I report that 309 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 resolutions were submitted by the Company to its Members for approval as **Special Resolutions** as stated in the postal ballot notice:

Re-appointment of Mr. Pramod Ranjan (DIN.:00887569) as Managing Director & Chief Executive Officer of the Company and payment of remuneration to him:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and such other applicable provisions, if any, read together with Schedule V of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the provisions of the Articles of Association of the Company, such other approvals if any, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Pramod Ranjan (DIN.:00887569) as the Managing Director and Chief Executive Officer of the Company for a further period of three (3) years effective from November 11, 2021 upto November 10, 2024 on the terms and conditions including remuneration as set out in the relevant Explanatory Statement annexed to the Notice



including the remuneration to be paid in the event of loss or inadequacy of profits, calculated under Section 198 of the Act, in any financial year during his tenure, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr.Pramod Ranjan;

RESOLVED FURTHER THAT the Board or a Committee thereof as per the power delegated to it, be and is hereby authorized to take all such steps as may be necessary for obtaining approvals if any and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writing that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

Re-appointment of Mr. Phillie D Karkaria (DIN.:00059397) as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), Regulation 17 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 the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr.Phillie D Karkaria (DIN.:00059397) who was appointed as an Independent Director of the Company to hold office upto January 22, 2022 and who being eligible for reappointment as an Independent Director, has given his consent along with a declaration that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from January 23, 2022 up to November 05, 2023 (both days inclusive).

RESOLVED FURTHER THAT the Board or a Committee thereof as per the power delegated to it, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary 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 is as under:

Special Business

Item No. 1:

Re-appointment of Mr. Pramod Ranjan (DIN.:00887569) as Managing Director & Chief Executive Officer of the Company and payment of remuneration to him:

Type of Resolution: Special Resolution

Manner of Voting	Votes IN FAVOUR of the resolution	Votes AGAINST the resolution	Votes INVALID
Remote E-voting	11,47,29,125	8,884	-
Total - % (approx.)	99.99%	0.0077%	-

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

Item No. 2:

Re-appointment of Mr. Phillie D Karkaria (DIN.:00059397) 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	10,23,30,444	1,23,97,565	-
Total	10,23,30,444	1,23,97,565	-
Total - % (approx.)	89.19%	10.81%	-

The resolution placed as item no.2 as indicated in the postal ballot notice stand 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**

Deepa V. Ramani



DEEPA V RAMANI
Partner
FCS - 5574; CP - 8760

Place: Chennai
Date: 19th January, 2022
UDIN: F005574C002213010

Witness 1:

R. Jitesh Kumar

Name : R. Jitesh Kumar
Address : No.16/, Audiappa
Street, Sowcrapet,
Chennai - 600001
Tamilnadu.

Occupation: Service

Witness 2:

Viral Kothari

Name : Viral Kothari
Address : No 20, P.V.K Street
Purusaiwalkam,
Chennai - 600007
Tamilnadu.

Occupation : Service

Received on 19th January 2022 on behalf of the Company
For **M/s. Oriental Hotels Limited**

Tom Antony

Tom Antony
Company Secretary