

# ORIENTAL HOTELS LIMITED

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

**OHL: SEC: Postal Ballot: 02/2023-24**  
**January 02, 2024**

**The Manager – Listing**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> 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 December 26, 2023 for seeking approval of the Members for the following special businesses:

<b>Srl. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1.	To approve the appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) 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 9/2023 dated September 25, 2023, 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 Friday, December 29, 2023 (‘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, January 03, 2024 at 09:00 A.M. (IST)** and ends on **Thursday, February 01, 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 subsequently. The communication of assent or dissent of the Members would only take place through the remote e-voting system.

# ORIENTAL HOTELS LIMITED

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

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, January 19, 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](http://www.orientalhotels.co.in) and on the website of the NSDL at [www.evoting.nsdl.com](http://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
January 03, 2024 at 9.00 a.m. (IST)	February 01, 2024 at 5.00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 read with Section 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 Rule 20 and Rule 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/21 dated December 8, 2021, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (**"the relevant Circulars"**), 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 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, February 01, 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 Mrs. Deepa V Ramani, Partner of KSM Associates, Practicing Company Secretaries (Membership No. **FCS 5574**, CP No. **8760**) as the Scrutinizer for conducting the Postal Ballot, through remote e-voting process, in a fair and transparent manner.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit her report to the Chairman of the Company or to any other person authorized by him on or before February 03, 2024. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**SPECIAL BUSINESS:**

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

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

**"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".

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') read with Section 110 and Rule 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 Friday, December 29, 2023 ("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 relevant 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, January 03, 2024 at 09:00 a.m. India Standard Time ('IST') and will close on Thursday, February 01, 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](http://www.orientalhotels.co.in), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://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](mailto: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, February 01, 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, February 01, 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, January 03, 2024 at 09:00 A.M. (IST) and ends on Thursday, February 01, 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. Friday, December 29, 2023, 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, Friday, December 29, 2023.

**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.	Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDEAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select " <b>Register Online for IDEAS Portal</b> " or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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-
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	<p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.*

4. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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. 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 [evoting.ksmassociates@gmail.com](mailto:evoting.ksmassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto: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](mailto:ohlshares.mad@tajhotels.com) on or before 05:00 p.m. IST on January 19, 2023.
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](mailto: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](mailto: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: December 26, 2023**  
**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**

**The following Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:**

**Item No.1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide Circular Resolution passed on 06<sup>th</sup> November, 2023, had approved appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Additional Director (Category : Non-Executive, Independent Director) of the Company not liable to retire by rotation as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the first term commencing November 06, 2023 to May 24, 2026 (both days inclusive), subject to the approval of the shareholders of the Company by way of a Special Resolution.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has also received a notice in writing pursuant to Section 160 of the Companies Act, 2013 (“the Act”) from a Member signifying intention to propose the candidature of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company.

Mr. Moiz Mohsin Miyajiwala possesses the required skill, knowledge, and experience in the fields of finance, strategy / business leadership, Governance / regulatory and risk and his induction on Oriental Hotels Limited Board will immensely benefit the Company.

Mr. Moiz Mohsin Miyajiwala is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Further, Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from November 06, 2023 to May 24, 2026.

Accordingly, the Board recommends the resolution as set out at Item No. 1 of this Notice for approval of the Members of the Company as a Special Resolution.

The terms and conditions of appointment of independent director shall be available for inspection through electronic mode and 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](mailto:ohlshares.mad@tajhotels.com) and are also uploaded on the website of the Company at [www.orientalhotels.co.in](http://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 Mr. Moiz Mohsin Miyajiwala (DIN: 00026258) including his profile and specific areas of expertise are given in this Notice as “Annexure 1”.

Except Mr. Moiz Mohsin Miyajiwala and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

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

**S Akila  
Company Secretary  
A15861**

**Date: December 26, 2023  
Place: Chennai  
Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,  
Nungambakkam, Chennai - 600034.**

**ANNEXURE 1**

**Brief Profile of the Director being Appointed, as set out in this Notice, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Secretarial Standards on General Meetings (SS-2), issued by the Institute of The Company Secretaries of India.**

<b>Name</b>	<b>Mr. Moiz Mohisin Miyajiwala</b>
DIN	00026258
Designation	Independent Director
Date of Birth & Age	May 24, 1951 - 72 years
Expertise in specific functional areas	Wide experience in Finance. (Refer Explanatory Statement for Item No.1 of the Notice)
Qualification	BGL (General Law) from K.C. College, Mumbai BA in Economics and Statistics from St. Xavier's College, Mumbai
Experience	46 years
Terms and Conditions of appointment	Not liable to retire by rotation
Details of Remuneration sought to be paid	Sitting Fees, Commission and 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 Board appointment	November 06, 2023
Shares held in the Company	Nil
Directorship in other Companies (as on December 26, 2023)	1. Benares Hotels Limited 2. PIEM Hotels Limited 3. SBI Funds Management Limited 4. Anjuman-I-Islam
Chairman/Member of the Committees of other Companies on which he is a Director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on December 26, 2023)	1. Chairman of Audit Committee at Benares Hotels Ltd. 2. Chairman of Audit Committee at SBI Funds Management Ltd. 3. Chairman of Audit Committee at PIEM Hotels Ltd.

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

**S Akila  
Company Secretary  
A15861**

**Date: December 26, 2023  
Place: Chennai  
Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,  
Nungambakkam, Chennai - 600034.**