

OHL:SEC:PB – Results:2022 – 2023

May 3, 2023

The Manager – Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> 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:-Disclosure/submissions undertaking pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is further to our letter dated March 31, 2023, enclosing the Postal Ballot Notice dated January 23, 2023, for seeking consent of the Members of the Company by way of Special Resolution through remote e-Voting process. The details of the Resolution is given below:

Sl. No.	Type of Resolution	Description of Resolution
1	Special Resolution	Re-appointment of Mr. Harish Lakshman (DIN:00012602) as an Independent Director of the Company

The remote e-voting process concluded on 02<sup>nd</sup> May 2023 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 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 aforesaid businesses 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 May 2, 2023, 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](http://www.orientalhotels.co.in).

Kindly take on record the above.

Thanking you,

Yours faithfully,

**For ORIENTAL HOTELS LIMITED**

**S Akila**  
**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**

<b>Date of AGM :</b>	
<b>Record Date :</b>	24-Mar-23
<b>Total No. of Shareholders on record date :</b>	56,313
<b>No. of shareholders present in the meeting either in person or through proxy :</b>	
<b>Promoters &amp; Promoters Group</b>	Not Applicable
<b>Public</b>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing :</b>	
<b>Promoters &amp; Promoters Group</b>	Not Applicable
<b>Public</b>	Not Applicable
<b>No. of resolution passed in the meeting :</b>	1

Yours faithfully,  
FOR ORIENTAL HOTELS LIMITED

  
S AKILA  
COMPANY SECRETARY



**ORIENTAL HOTELS LIMITED**

**POSTAL BALLOT - 2023 - 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. Harish Lakshman (DIN: 00012602) 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	120650243	69765530	57.82	69765530	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
	<b>Total</b>		<b>69765530</b>	<b>57.82</b>	<b>69765530</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
PUBLIC - INSTITUTION	E-Voting	2031957	1474735	72.58	234150	1240585	15.88	84.12
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1474735</b>	<b>72.58</b>	<b>234150</b>	<b>1240585</b>	<b>15.88</b>	<b>0.00</b>
PUBLIC - NON INSTITUTION	E-Voting	55916980	874976	1.56	868266	6710	99.23	0.77
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot if applicable		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>874976</b>	<b>1.56</b>	<b>868266</b>	<b>6710</b>	<b>99.23</b>	<b>0.77</b>
<b>TOTAL</b>		<b>178599180</b>	<b>72115241</b>	<b>40.38</b>	<b>70867946</b>	<b>1247295</b>	<b>98.27</b>	<b>1.73</b>

**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 / 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 23<sup>rd</sup> January 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 23<sup>rd</sup> January, 2023 ("Notice") in respect of the following special business:

(i) *Re-appointment of Mr. Harish Lakshman (DIN.: 00012602) 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 and No.11/2022 dated December 28, 2022 in view of the Covid-19 pandemic ("the relevant Circulars"), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot by voting through electronic means (remote e-voting) only.

3. The Notice was sent by e-mail on 31<sup>st</sup> March, 2023 to the Members

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*Deepa V. Ramani*

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

whose name(s) appeared in the Register of Members / list of beneficiaries as on 24<sup>th</sup> March, 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 2<sup>nd</sup> April, 2023 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.nsdl.com](http://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 24<sup>th</sup> March, 2023. As on that date the Company had 56,313 (Fifty-Six Thousand Three Hundred and Thirteen) Members.
10. The electronic voting facility was kept open from 9:00 a.m. on April 03, 2023 till 5:00 p.m. on May 02, 2023.
11. At the end of the voting period on May 02, 2023 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



*Deepa V. Ramani*

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. Amrutha Varshini. V and Ms. K.U. Rubiha 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 262 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:

***Re-appointment of Mr. Harish Lakshman (DIN: 00012602) as an Independent Director of the Company.***

***“RESOLVED THAT*** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Harish Lakshman (DIN: 00012602), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 09, 2018 upto May 8, 2023 (both days inclusive) and who being eligible for re-



*Deepa V. Ramani*

appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed there under 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 his candidature for the office of Director and based on the recommendations of the Nomination and Remuneration of Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing from May 9, 2023 through May 8, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of directors or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper and 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 is as under:

**Special Business**

**Item No. 1:**

*Re-appointment of Mr. Harish Lakshman (DIN:00012602) as an Independent Director of the Company*

**Type of Resolution:** Special Resolution

<b>Manner of Voting</b>	<b>Votes IN FAVOUR of the resolution</b>	<b>Votes AGAINST the resolution</b>	<b>Votes INVALID</b>
<b>Remote E-voting</b>	7,08,67,946	12,47,295	-
<b>Total - % (approx.)</b>	<b>98.27%</b>	<b>1.73%</b>	-

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



*Deepa V. Ramani*

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: 2<sup>nd</sup> May, 2023  
**UDIN: F005574E000240985**

**Witness 1:**

*Amrutha Varshini V*

Name: Amrutha Varshini V  
Address: 8/23 Nattu Veerachi  
Street, Mylapore Chennai 600004,

Occupation : Service

**Witness 2:**

*K.U. Rubiha*

Name: K.U.Rubiha  
Address: 10, Pudhu Thottam,  
Kalliangadu, T.N.Palayam(P.O),  
Gobichettipalayam, Erode(Dt)-  
638506.

Occupation: Service

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

*S Akila*

**S Akila**  
**Company Secretary**