



# ORIENTAL HOTELS LIMITED

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

OHL:SEC:Postal Ballot:2021/2022  
December 17, 2021

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

Dear Sir,

**Subject: Postal Ballot Notice - Intimation under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

With reference to the captioned subject, please find enclosed the Postal Ballot Notice dated December 9, 2021, seeking the approval of members of the Company for the following special businesses:

Srl. No.	Particulars	Type of Resolution
1.	Re-appointment of Mr.Pramod Ranjan (DIN.:00887569) as Managing Director & Chief Executive Officer of the Company and payment of remuneration to him	Special
2.	Re-appointment of Mr. Phillie D Karkaria (DIN.:00059397) as an Independent Director of the Company.	Special

In terms of the 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 8, 2021 issued by the Ministry of Corporate Affairs (the ‘MCA Circulars’), the above resolution is proposed to be passed through postal ballot, only by way of electronic voting (‘E-voting’).

The Company today, December 17, 2021, has sent the Postal Ballot Notice by e-mail to all its Members whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Tuesday, December 14, 2021 and in compliance with the MCA Circulars, hard copy of the said Postal Ballot Notice along with





## ORIENTAL HOTELS LIMITED

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Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. The Postal Ballot Notice is also uploaded on the website of the Company [www.orientalhotels.co.in](http://www.orientalhotels.co.in).

The Company has engaged the services of NSDL to provide E-voting facility to all the Members of the Company.


Please note that the E-voting window will commence from **Monday, December 20, 2021 @ 9:00 am (IST)** and will be closed on **Tuesday, January 18, 2022 @ 5:00 pm (IST)**.

We request you to please take the same on record.

Thanking you,

Yours faithfully,

For **ORIENTAL HOTELS LIMITED**

  
**Tom Antony**  
Company Secretary

Encl.: as above

**IHCL**

**ORIENTAL HOTELS LIMITED**

**CIN : L55101TN1970PLC005897**

**Regd. Office :** 'Taj Coromandel' No.37, Mahatma Gandhi Road, Chennai 600034.

**Tel. :** +91-044 - 66002827. **Fax :** +91-044 - 28254447.

**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 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act'), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2'), General Circular No. 14/2020 dated April 8, 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 issued by the Ministry of Corporate Affairs (MCA Circulars) and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions set out below are proposed to be passed by Members of the Company through postal ballot through remote e-voting process only. An Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration.

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Postal Ballot Notice is also available on the Company's website at [www.orientalhotels.co.in](http://www.orientalhotels.co.in) on the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**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**

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

**“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 re-enactment(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.”

## ITEM NO. 2

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

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

**“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 re-appointment 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.”

**By Order of the Board  
for Oriental Hotels Limited,**

**Tom Antony**

Associate Vice President Legal & Company Secretary  
FCS 6828

Place : Chennai

Date : December 09, 2021

## NOTES AND INSTRUCTIONS:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of the business specified above is appended hereto.
2. Due to the outbreak of COVID-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) 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 (“the relevant Circulars”), has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.






3. The Postal Ballot Notice is being sent by e-mail to all the shareholders whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on **December 14, 2021** (“Cut-off Date”). **A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**
4. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent to all those shareholders who have registered their e-mail IDs with the Company/ Depositories in electronic mode i.e. by e-mail through NSDL. Shareholders who have not received the Postal Ballot Notice by email can download it from the link **www.evoting.nsdl.com** or **www.orientalhotels.co.in**. Dispatch of the Postal Ballot Notice shall be deemed to be completed on the day on which the Company or the Agency appointed by it in this regard sends out the communication to the members of the Company by way of an e-mail.
5. The Board of Directors of the Company, appointed Mrs. Deepa V Ramani, Partner, KSM Associates, bearing Firm No. P2006TN058500 (FCS 5574, holding CP No. 8760) as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner.
6. 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.
7. The Portal for E-voting will remain open for the Members for exercising their voting from **Monday, December 20, 2021 at 09:00 a.m.** India Standard Time ('IST') and will close on **Tuesday, January 18, 2022 at 05:00 p.m.** (IST) both days inclusive. The e-voting needs to be exercised by before **05:00 p.m. (IST)** on **Tuesday, January 18, 2022**. Please note that e-voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on **Tuesday, December 14, 2021** ('Cut-Off Date'), may cast their vote electronically. 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.
8. The Scrutinizer shall, after conclusion of remote e-voting prepare and submit the report on the total votes cast in favour or against or abstained, if any to the Chairman or any person authorized by him, after completion of scrutiny of votes received through e-voting. The results of the Postal Ballot will be announced on or before **January 20, 2022**. The results of the Postal Ballot together with the Scrutinizer's Report will be posted on the Company's website **www.orientalhotels.co.in** and will be communicated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) not later than January 20, 2022 and also will be displayed at the Registered Office and Corporate Office of the Company.
9. The resolution as placed under the postal ballot notice, if passed by the members, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. January 18, 2022. Further, resolution passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting.
10. In case Members have any queries or need any assistance on remote e-voting may please write to the Company or RTA.
11. All the documents referred to in this Postal Ballot Notice and the Explanatory Statement setting out the material facts in respect of Item proposed will be made available for inspection by the Company and as such the Members are requested to send an email to **ohlshares.mad@tajhotels.com**.
12. The instructions for remote e-voting are as under:  
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.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' 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 “Access to e-Voting” 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">  <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <p>   </p> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective <b>ESP</b> i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

**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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**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?**

- 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.
- 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.co.in](mailto:evoting@nSDL.co.in) 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.
9. 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** with a copy marked to **evoting@nsdl.co.in**.
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** 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** or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Sarita Sangishetti, Assistant Manager, at **evoting@nsdl.co.in**

**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**.
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**. If you are an Individual shareholders 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.co.in** 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.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), sets out all material facts relating to the business mentioned in the accompanying notice.

**Item No.: 1**

1. The Members may recall that they have approved the appointment of Mr.Pramod Ranjan (DIN.:00887569) as the Managing Director and Chief Executive Officer of the Company for a tenure of 3 years commencing from November 11, 2018 upto November 10, 2021 , including the terms of his remuneration. at the 49thAGM held on July 23, 2019 by way of Special Resolution,

2. Based on the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors of the Company has, subject to approval of members, re-appointed Mr.Pramod Ranjan (DIN.:00887569) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a further period of three (3) years with effect from November 11, 2021.
3. Mr.Pramod Ranjan aged 54 years, holds a Hons. Degree in Commerce and a Master's Degree in Business Administration from Melbourne, Australia. He is an industrialist and holds Directorship on the Board of various companies details of which are provided elsewhere.
4. The NRC, considering the business disruption caused by the COVID-19 pandemic and the consequent losses incurred by the Company, has not recommended any increase in the remuneration while recommending the re-appointment of Mr.Pramod Ranjan as Managing Director & CEO.
5. The Board, while re-appointing Mr.Ranjan as MD & CEO of the Company, considered his background, experience and contributions to the Company.
6. The main terms and conditions relating to the re-appointment (including remuneration) of Mr.Ranjan as Managing Director are as follows:
  - (i) **Term:** 3 years with effect from November 11, 2021 to November 10, 2024
  - (ii) **Basic Salary:** in the range of ₹6,00,000/- to ₹7,50,000/- per month upto a maximum of ₹7,50,000/- per month. The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well.
  - (iii) **Performance Linked Bonus:** Upto a maximum of 150% of the basic salary in a financial year. This element is an annual performance linked component. The maximum performance linked bonus will be subject to the overall ceiling stipulated in Section 197 of the Companies Act, 2013. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the NRC) are:
    - Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
    - Industry benchmarks of remuneration,
    - Performance of the individual
  - (iv) **Perquisites and benefits:**
    - a. Rent free residential accommodation (furnished or otherwise): the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity, water charges) for the said accommodation OR House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary (in case residential accommodation is not provided by the Company).
    - b. Hospitalization and major medical expenses for self, spouse, dependent (minor) children and dependent parents
    - c. Car, with driver provided, maintained by the Company for official and personal use
    - d. Telecommunication facilities including broadband, internet and fax as per Company's policy
    - e. Housing Loan as per the Rules of the Company
    - f. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary:
 

i) Allowances	33.34%
ii) Leave Travel Concession/Allowance	8.33%
iii) Medical allowance	8.33%
	50.00%
iv) Personal Accident Insurance ) @ actuals subject	
v) Club Membership fees ) to a cap of ...	5.00%
	55.00%

- g. The Company shall keep and maintain the insurance policies as per Company's rules and policy.
- h. All statutory contribution (including Provident Fund and Gratuity Fund) as per the Rules of the Company.
- i. The Managing Director shall be entitled to leave in accordance with the Rules of the Company.

**Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate during the current term of appointment of Mr.Pramod Ranjan as Managing Director and Chief Executive Office, the Company will pay remuneration as specified above as Minimum Remuneration, subject to further approvals, if any, required under Schedule V of the Act, or any modification(s) thereto with liberty to the Board of Directors to revise the minimum remuneration within the limits as may be prescribed by Central Government from time to time as minimum remuneration.

- 7. In addition to the perquisites and benefits stated above, Company shall bear/reimburse expenses incurred by Mr.Pramod Ranjan for travelling, boarding and lodging during business trips which shall not be considered as perquisites.
- 8. Other principal terms and conditions of appointment
  - a. Termination: The employment may be terminated by either party giving to the other party six months' notice or gross salary in lieu of the notice period.
  - b. Deduction and Taxes: All statutory deductions will be made in accordance with the current provisions or as amended from time to time. Payment of taxes (apart from those deducted at source) will be Mr.Pramod Ranjan's responsibility.
  - c. Code of Conduct and Confidentiality: Mr.Pramod Ranjan shall be bound by the Code of Conduct of the Company and adhere to the confidentiality undertaking in respect of all proprietary information, intellectual property and documents obtained during his association with the Company as Managing Director.

The Company has received from Mr.Pramod Ranjan (i) Consent in writing to act as Director and Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

While the Corona virus has had an adverse impact on the community, it took a heavy toll of economies across the world. One of the worst hit sectors was hospitality. The COVID-19 pandemic brought the industry to a standstill with record-low single digit occupancies reach in April 2020 during the nation-wide lockdown imposed in India. The outbreak of the COVID-19 pandemic and the measures adopted by the health authorities to mitigate its spread have impacted our economy and the Company's operations, such as travel restrictions, lockdown and quarantine measures. These measures required the Company to temporarily shut down its operations for few months during FY 2020. This has negatively impacted the Company's financial performance during the year under review and also its liquidity position. The pace of easing of lockdown, demand from customers and availability of raw materials also had an impact on the Company's performance in FY 2020-21.

While the hotels are re-opening gradually and large-scale vaccination is expected to bring normalcy to the Company's operations and revenue in due course, there are uncertainties including those associated with new vaccines and the new strains of the COVID-19 virus which is more than ever virulent. Hence, the spill over effects of the pandemic could be felt for the next few years as well. Whilst the Company has improved its performance in the current year, it maybe likely that the Company may have a scenario wherein there are inadequacy of profits under the said provision in the coming years. As a measure of abundant precaution, Members approvals is being sought for the re-appointment of Mr.Pramod Ranjan and payment of minimum remuneration to him in accordance with the requirements of Section II of Part II of Schedule V of the Act.

According to Section (II)(B)(ii) of Schedule V of the Act, the Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

9. A brief Profile of Mr. Pramod Ranjan in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided in Annexure 1 attached to this explanatory statement.

**Statement containing additional information as required by second proviso of Paragraph B(iv) of Section II of Part II of Schedule V of the Companies Act, 2013.**

**I. GENERAL INFORMATION:**

**1) Nature of industry:**

Hospitality Industry.

**2) Date or expected date of commencement of commercial production:**

The Company was incorporated on September 18, 1970 and has been in the hospitality business for more than 40 years.

**3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**4) Financial performance based on given indicators**

₹ in Lakhs

Particulars	2018 - 19	2019 - 20	2020 - 21
Revenue	35,672	30,135	12,322
Profit/(Loss) before tax	10,242	(358)	(7,534)
Profit/(Loss) after Tax	8,944	(378)	(5,338)
Net Worth	33,790	31,424	26,151

**5) Foreign investments or collaborations, if any.**

The Company is holding 15,00,000 shares of face value US\$10 (100%) in OHL International (HK) Ltd. Hong Kong and 9,19,104 equity shares of face value US\$1 (5.25%) in TAL Hotels & Resorts Ltd., Hong Kong.

**II. INFORMATION ABOUT THE APPOINTEE :**

**1) Background details:**

A brief profile of Mr. Pramod Ranjan is given in Annexure 1 attached to this explanatory statement.

**2) Past remuneration:**

₹ in Lakhs

Particulars	April 2021 to September 2021	FY 2020-21	FY 2019-20	FY 2018-19
Salary	54.00	83.70	108.00	80.50
Perquisites & Allowances	13.85	15.22	21.14	31.58
Performance Incentive	-	-	-	16.50
<b>Total Remuneration (*)</b>	<b>67.85</b>	<b>98.92</b>	<b>129.14</b>	<b>128.58</b>
Reimbursement of actual Medical expenses	46.08	59.17	2.91	-

(\*) excludes reimbursement of actual medical expenses

**3) Recognition or Awards:**

There were no recognition or awards to report here.

**4) Job Profile and his suitability:**

The position of Managing Director in the Company is entrusted with overall supervision of the various hotel units run under the Company including total control on general conduct of affairs and management of the business affairs of the Company. Mr. Pramod Ranjan has been associated with the Company for a number of years. He has rich experience in the hospitality industry and expertise in project planning and execution. His exposure and experience in the hospitality industry both in India and abroad is expected help the Company in overcoming the challenges faced by it in various fronts and bring it back to profit.

**5) Proposed remuneration:**

As detailed in the Explanatory Statement

**6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The remuneration of Mr. Pramod Ranjan is commensurate with remuneration paid in the services sector, including hospitality, in India for similar sized roles, taking into consideration the responsibilities shouldered by him. The table below provides a summary of the benchmark data.

**₹ in Lakhs**

	P10	P25	P50	Average	P66	P75	P90
Fixed Pay	63	77	115	118	130	147	163
CTC including Target Variable Pay	72	91	148	148	165	190	225

Source: AON's 2020 EC Study (March 2020)

Note: 'P' indicates Percentile. A percentile is a measure used in statistics indicating the value below which a given percentage of observations in a group of observations fall. For example, P25 i.e. the 25th percentile is the value (or score) below which 25 percent of the observations may be found.

**7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**

Mr. Pramod Ranjan is entitled to receive remuneration and other perquisites as Managing Director of the Company. Apart from that, there is no other pecuniary relationship with the Company or with the managerial personnel or other director(s) of the Company.

**III. OTHER INFORMATION:**

**1) Reasons of loss or inadequate profits:**

Whilst the COVID-19 pandemic took a heavy toll on lives, it had an adverse impact on economies across the world. One of the worst hit sectors was hospitality. The pandemic brought the sector to a standstill with record-low single digit occupancies in April 2020 during the nation-wide lock down in India. The outbreak of the COVID-19 pandemic and the measures adopted by the health authorities to mitigate its spread have impacted our economy and the Company's operations, such as travel restrictions, lock down and quarantine measures. These measures required the Company to temporarily shut down its operations for few months during FY 2020. This has negatively impacted the Company's financial performance and also its liquidity position.

Despite multiple innovations, interventions and initiatives on the part of the industry to stimulate demand and grow revenues, HVS Anarock estimated that the sector closed the year 2020 with an occupancy of around 33 – 36%, reflecting a decline of 31 – 33 percentage points compared to 2019. To tackle the falling demand and occupancies, hotels across India were forced to reduce their tariffs significantly to attract business, thus, pulling down RevPAR to around ₹1,500 - ₹1,800 in 2020, reflecting a decline of 57-59%. HVS Anarock estimates that the Indian hospitality sector (including organised, unorganised, and semi-organised segments) has incurred a total revenue loss of approximately ₹90,000 crores in 2020 on account of the pandemic.

While the business at hotels are improving gradually and large-scale vaccination is expected to bring normalcy to the Company's operations and revenue in due course, there are uncertainties including those associated with new vaccines and the new strains of the COVID-19 virus. Hence, the possibility of spillover effects of the pandemic cannot be ruled out for the next few years as well. Considering that the likelihood of fresh wave of infection and new lockdown measures cannot completely ruled out, there is an uncertainty associated with the financial performance of the Company in the coming financial years.

**2) Steps taken or proposed to be taken for improvement:**

The COVID-19 pandemic impacted the tourism industry severely due to the rapid spread of the virus, closing of borders and stringent lockdowns imposed by Governments to combat the virus in March 2020. Due to this business and leisure travel significantly reduced. Social distancing measures enforced by the governmental authorities impacted Food & Beverages, Spa & allied operations. Many hotels were closed for several months during the year.

'R.E.S.E.T 2020', is a group level strategic initiative framed early in the year 2020 to address the challenges posed by the unprecedented global crisis and help the Group companies navigate through the difficult times with agility.

R.E.S.E.T. 2020 represents Revenue growth, Excellence, Spend optimization, Effective asset management and Thrift and financial prudence. This strategy has been carved out to ensure that the Company is able to Survive, Revive and Thrive through the pandemic and beyond.

The pandemic compelled the Company to reimagine its operating model in an environment which restricted guests from visiting hotels. The Company could gain from new initiatives launched towards revenue growth wherein it added newer avenues of revenue by developing innovative and novel products and services all of which were undertaken by ensuring health, safety and hygiene of employees and guests and leveraging relevant technology to reduce physical touch points.

While variable costs reduced with lower business volumes, the Company's focus shifted to fixed costs. Optimising positions at hotels, multiskilling people and discovering newer ways of working, freezing recruitment, redeploying people, voluntary payroll reductions and leave management assisted in saving human resource costs.

Prioritized renovations by deferring capital expenditure and renovations, unless absolutely required, such as essential hotel maintenance or where a project is nearing completion in order to reduce cash outflows and maintain liquidity. Raising liquidity through fresh borrowings to meet operational cash requirements as well arranging lines of credit from banks and financial institutions for unforeseen contingencies.

**3) Expected increase in productivity and profits:**

The Company is focused on implementing various strategic initiatives aimed at stimulating revenue growth, re-enforcing operational excellence and continuing the optimisation in fixed costs in order to emerge stronger post COVID-19. Though the hospitality industry has been one of the most adversely impacted industries globally, in an anticipation of revival of the global economy in general and the Indian economy in particular, the aforesaid steps taken / to be taken by the Company as mentioned in point no. 2 is expected to significantly improve the Company's performance and profitability in the coming years.

Taking into consideration the above and the terms of re-appointment and remuneration (including payment of Minimum Remuneration) of Mr. Ranjan and based on the recommendations of the NRC, the Board of Directors at its meeting held on October 19, 2021, accorded its approval to the said proposal.

Electronic copy of the Agreement executed by the Company with Mr. Ranjan setting out the terms and conditions of his re-appointment, and other relevant documents would be available for inspection by the Members. Please refer to the note given in the Notice on inspection of documents.

The Board commends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Except for Mr. Ranjan and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

### Annexure 1

**Brief Profile of the Directors being re-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.**

#### Mr. Pramod Ranjan

Mr. Pramod Ranjan, aged about 54 years, holds a Hons. Degree in Commerce and a Masters Degree in Business Administration from Melbourne, Australia. He is an Industrialist and has been associated with the Hospitality Industry for more than 2 decades. He has been on the Board of the Company in a non-executive capacity since January 2008. Mr. Pramod Ranjan has been acting as Managing Director and Chief Executive Officer of the Company since November 11, 2015. The Company has been able to improve its performance under his leadership. He is also represents the Company on the Board of OHL International (HK) Ltd, a wholly owned foreign subsidiary of the Company.

Full Name	<b>Mr. Pramod Ranjan</b>
DIN	00887569
Date of Birth	April 02, 1967
Date of appointment	January 21, 2008
Qualification	B.Com.,(Hons), Master Degree in Business Administration from Melbourne, Australia
Relationship with other Directors	Mr. Pramod Ranjan is not related to any of the Directors on the Board as defined in Section 2(77) of the Companies Act, 2013
Experience in specific functional areas	Mr. Pramod Ranjan, has rich experience in the hospitality industry and expertise in project planning and execution. He has exposure and experience in the hospitality industry projects both in India and abroad.
Directorship/Membership of Committees of Board of other listed entities including those listed entities from which the Director has resigned in the past three years	Nil
No. of shares held in the Company as on the date of Notice	1,42,88,140 Equity Shares of face value ₹1/- each
Directorship in other Companies (as on September 30, 2021) (excluding foreign companies)	(1) Kaveri Retreats and Resorts Ltd. (2) Taj Madurai Limited (3) Devi Sea Foods Ltd (4) Coromandel Seafoods Pvt. Ltd. (5) Coromandel Beach Properties Pvt. Ltd. (6) Cocoon Resorts Pvt. Ltd. (7) Kodai Heights Properties Pvt. Ltd. (8) Prime south Infratech Projects Pvt. Ltd.
Chairman / Member of the Committees of other Companies on which he is a Director (as on September 30, 2021)	Nil

The details of attendance of Mr.Pramod Ranjan at the meetings of the Board and Committees areas under:

Particulars	FY2020 - 2021	From April 01, 2021 to September 30, 2021
Board Meeting	6/6	3/3
Stakeholders Relationship Committee	1/1	NA
CSR Committee	1/1	NA

#### Item No.:2

- Mr.Phillie D Karkaria (DIN.:00059397) was appointed as an Independent Director of the Company for a period of five consecutive years, with effect from January 23, 2017 upto January 22, 2022, in terms of the provisions of Section 149 of the Companies Act, 2013 (the 'Act') and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'). Accordingly, the first term of Mr. Phillie D Karkaria, as an Independent Director of the Company, is due to expire at the close of business hours on January 22, 2022.
- As per the provisions of Section 149(10) of the Act, Mr.Karkaria is eligible to be re-appointed for a second term on the Board of the Company as an Independent Director, not liable to retire by rotation, subject to approval of the Members of the Company by a Special Resolution.
- The Governance Guidelines for Board Effectiveness adopted by the Company provides a maximum age limit of 75 years for Independent Directors. Accordingly, it is proposed to re-appoint Mr. Karkaria as an Independent Director, not liable to retire by rotation, for a second term effective from January 23, 2022 upto November 05, 2023 (i.e. upto him reaching the retirement age of 75 years)
- Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee given his background, experience and contribution, the Board is of the opinion that Mr. Karkaria's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his service as an Independent Director.
- A brief Profile of Mr.Phillie D Karkaria in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided in Annexure 2 to this explanatory statement.
- The Company has also received declaration from Mr. Phillie D Karkaria affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has 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. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated June 20, 2018 issued by BSE Limited and National Stock Exchange of India Limited.



7. Mr. Phillie D Karkaria, is not disqualified from being re-appointed as Director of the Company, in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions relating to his re-appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder and the SEBI Listing Regulations, that he is independent from the Management.
8. As an Independent Director of the Company, Mr. Phillie D Karkaria will be entitled to sitting fees for attending the meetings of the Board / Committees.
9. In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Mr. Phillie D Karkaria has enrolled his name in the online databank of Independent Directors maintained by the Government.
10. The terms and conditions of his appointment shall be open for electronic inspection by the Members during the normal business hours on any working day (except Saturday) and during the AGM. Please refer to the note given in the Notice on inspection of documents.
11. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable regulations, the re-appointment of Mr. Karkaria as an Independent Director is now placed for the approval of the Members by a Special Resolution.  
The Board commends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members
12. Except for Mr. Phillie D Karkaria and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives, are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out in Item No. 2 of this Notice.

## **Annexure 2**

**Brief Profile of the Directors being re-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.**

### **Mr. Phillie D. Karkaria**

Mr. Phillie D. Karkaria (73 years) is a Fellow of the Chartered Institute of Management Accountants, London (CIMA) and was a member of its Governing Council. In a career span of over 40 years, he has worked 13 years in the UK with one of the big four firms of Chartered Accountants, the National Health Service and a large US Multinational Company. This was followed by a consultancy assignment with a large oil conglomerate in the UAE for over 2 years. Subsequently, he worked for 27 years with the Tata Group in India - first, as Vice President of Tata Financial Services, a Division of Tata Sons Limited and retired as Executive Director of Tata Realty and Infrastructure Limited (TRIL). He is on the boards of several Tata and other companies and a Co-operative Bank. He is also Vice Chairman of St. John's Ambulance Association, Maharashtra State.

Full Name	<b>Mr. Phillie Dara Karkaria</b>
DIN	00059397
Date of Birth	November 6, 1948
Date of appointment	January 23, 2017
Qualification	B.Com, CIMA (London)
Relationship with other Directors	Mr. Phillie Dara Karkaria is not related to any of the Directors on the Board as defined in Section 2(77) of the Companies Act, 2013
Experience in specific functional areas	Mr. Phillie D Karkaria has the requisite qualifications, skills, experience and expertise in specific functional areas viz. Finance, Risk Management and Business Management.
Directorship/Membership of Committees of Board of other listed entities including those listed entities from which the Director has resigned in the past three years (as on September 30, 2021)	Nil
No. of shares held in the Company as on the date of Notice	Nil
Directorship in other Companies (as on September 30, 2021)	(1) Duville Estates Private Limited (2) PIEM Hotels Limited (3) Taj Air Limited (4) TATA Trustee Company Limited (5) Zoroastrian Co-operative Bank Limited (6) OHL International (HK) Limited
Chairman / Member of the Committees of other Companies on which he is a Director (as on September 30, 2021)	Nil

Mr. Phillie D Karkaria is presently the Chairperson of Nomination & Remuneration Committee and Member of Audit Committee, and Risk Management Committee of the Company. The details of attendance of Mr. Phillie D Karkaria at the meetings of the Board and Committees are as under:

<b>Particulars</b>	<b>FY 2020 - 21 No. of Meetings Held/Attended</b>	<b>FY 2021 - 22* No. of Meetings Held/Attended</b>
Board Meeting	4/4	2/2
Audit Committee	4/4	2/2
Nomination & Remuneration Committee	1/1	1/1
Risk Management Committee	NA	1/1

(\*) Meetings held upto September 30, 2021

During the financial year ended March 31, 2021, Mr. Phillie D Karkaria was paid ₹3.90 lakhs towards sitting fees for attending meetings of the Board and the Committees of the Company. During the period April 01, 2021 till September 30, 2021, Mr. Phillie D Karkaria was paid ₹1.50 lakhs towards sitting fees for attending meetings of the Board and Committees of the Company.

**By Order of the Board  
for Oriental Hotels Limited,**

**Tom Antony**

Associate Vice President Legal & Company Secretary

FCS 6828

Place : Chennai

Date : December 09, 2021