

OHL:SEC:Postal Ballot:2021/2022

April 5, 2021

The Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza, 5th 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 March 25, 2021, seeking the approval of members of the Company for the following special businesses:

Srl. No.	Particulars	Type of Resolution
1.	To approve the re-appointment of Mr. Vijay Sankar (DIN: 00007875) as an Independent Director of the Company for a further period of 5 years w.e.f. May 12, 2021	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 and No. 39/2020 dated December 31, 2020 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, April 05, 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. Wednesday, March 31, 2021 and in compliance with the MCA Circulars, hard copy of the said Postal Ballot Notice along with 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. The Company has engaged the services of NSDL to provide E-voting facility to all the Members of the Company.





ORIENTAL HOTELS LIMITED

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

Please note that the E-voting window will commence from **Wednesday, April 7, 2021 @ 9:00 am (IST)** and will be closed on **Thursday, May 6, 2021 @ 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

cc.: Luxembourg Stock Exchange
Societe de la Bourse
De Luxembourg S A B.P.165
L-2011 Luxembourg

IHCL ORIENTAL HOTELS LIMITED

CIN : L55101TN1970PLC005897

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

Phone No. : 044 - 66002827. Fax No. : 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
The Companies (Management and Administration) Rules, 2014]

To,
The Members of Oriental Hotels Limited,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Act"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force 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 Circulars 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, and No.39/2020 dated December 31, 2020 in view of the COVID-19 pandemic ("the relevant Circulars"), the resolution appended below is proposed to be passed by the Members of the Company by way of postal ballot, only through remote voting by electronic means ("remote e-voting"):

SPECIAL BUSINESS:

Item No. 1:- Re-appointment of Mr. Vijay Sankar (DIN.:00007875) as an Independent Director of the Company, for his second term of five (5) years, with effect from May 12, 2021.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "Act"), the applicable provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company **Mr.Vijay Sankar (DIN.:00007875)** whose first term as an Independent Director of the Company is due to expire on May 11, 2021 and who 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 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for his second term of five (5) years, with effect from May 12, 2021 up to May 11, 2026 (both days inclusive) and that during his tenure as an Independent Director of the Company Mr.Vijay Sankar shall not be liable to retire by rotation, in terms of Section 149(13) of the Act."

"RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, 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

Company Secretary

FCS 6828

Place : Chennai
Date : March 25, 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 and No 39/2020 dated December 31, 2020 ("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 along with Explanatory Statement and the annexure mentioned therein (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 March 31, 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 Postal Ballot 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. 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 regards sends out the communication to the members of the Company by way of an e-mail.
5. The Board of Directors of the Company, at its meeting held on March 25, 2021 appointed Mrs. Deepa V Ramani, Partner, KSM Associates, bearing Firm No. P2006TN058500 (FCS 5574, holding CP No.8760) as the Scrutinizer for conducting the postal ballot and 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 Wednesday, April 07, 2021 at 09:00 a.m. India Standard Time ('IST') and will close on Thursday, May 06, 2021 at 05:00 p.m. (IST) both days inclusive. The E-voting needs to be exercised by 05:00 p.m. (IST) on Thursday, May 06, 2021. 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 Wednesday, March 31, 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 her report on the total votes cast in favour or against or abstained, if any to the Chairman or to the Company Secretary of the Company or any person authorized by the Chairman, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before May 8, 2021. 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 also be communicated to the National Stock Exchange of India Limited (NSE) and BSE Limited.
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. May 06, 2021. Further, resolution passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.
10. The Result in respect of the Resolution as set out in the Postal Ballot Notice, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than May 8, 2021 and will be uploaded on the website of the Company and Stock Exchanges viz., BSE and NSE and also will be displayed in the Registered Office and Corporate Office of the Company.
11. In case Members have any queries or need any assistance on remote e-voting may please write to the Company or RTA.
12. 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 to facilitate the same.

13. A. The instructions for remote e-voting are as under:

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below: 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, you '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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

14. 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 Resolution 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 srirams@integratedindia.in or 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 srirams@integratedindia.in or ohlshares.mad@tajhotels.com

15. In case Members have any queries/ grievances or need any assistance on remote e-voting 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 please write to the Company at ohlshares.mad@tajhotels.com or to RTA at srirams@integratedindia.in or call on toll free no.1800-1020-990.

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.

Item No. 1:

As per the provisions of Section 149(10) of the Companies Act, 2013 (the “**Act**”), an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company and he / she shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the Company. Further, no Independent Director shall hold office for more than two terms of five consecutive years each.

Mr. Vijay Sankar was appointed as an Independent Director of the Company for a period of five consecutive years, with effect from May 12, 2016, in terms of the provisions of Section 149 of 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. Vijay Sankar, as an Independent Director of the Company, is due to expire at the close of business hours on May 11, 2021.

Pursuant to the recommendation of the Nomination and Remuneration Committee (the “**Committee**”), the Board of Directors of the Company (the “**Board**”) at its meeting held on March 25, 2021 considered and approved the proposal relating to the re-appointment of Mr. Vijay Sankar for his second term of five years, as an Independent Director of the Company from May 12, 2021 up to May 11, 2026 (both days inclusive) subject to the approval of the Members of the Company by means of a Special Resolution.

Mr. Vijay Sankar has the requisite qualifications, skills, experience and expertise in specific functional areas viz. Finance, Risk Management and Business Management which are beneficial to the Company. The Board has satisfied itself about the integrity, expertise and experience of Mr. Vijay Sankar.

Brief Profile of Mr. Vijay Sankar 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 to this Notice.

The Company has also received declaration from Mr. Vijay Sankar 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. The Board has established the veracity of the declaration of independence as provided by Mr. Vijay Sankar and based on the said declaration, the Board has opined that he is independent from the Management of the Company.

Mr. Vijay Sankar 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.

As an Independent Director of the Company, Mr. Vijay Sankar will be entitled to sitting fees for attending the meetings of the Board / Committees.

During his tenure as an Independent Director of the Company, Mr. Vijay Sankar shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

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. Vijay Sankar has enrolled his name in the online databank of Independent Directors maintained by the Government.

Mr. Vijay Sankar does not hold any equity shares of the Company and is not related to any other Director or Key Managerial Personnel of the Company.

Based on the above and after taking into account the outcome of his performance evaluation, the Committee and the Board are of the opinion that the continuation of Mr. Vijay Sankar as an Independent Director of the Company would be in the business interest of the Company and accordingly recommends passing of the Special Resolution, as set out in this Notice.

Except for Mr. Vijay Sankar 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 this Notice.

Annexure

Brief Profile of the Directors being appointed/ 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.Vijay Sankar

Mr.Vijay Sankar (48 years) is an Independent Director on the Board of the Company since May 12, 2016. He holds a Master's in Business Administration from the J L Kellogg Graduate School of Management, Northwestern University, and is also a qualified Chartered Accountant. Prior to that, he earned his Bachelor of Commerce degree from Loyola College in Chennai.

Mr.Vijay Sankar is the Deputy Chairman of The Sanmar Group. The Sanmar Group has revenues of around USD 1 Billion and an asset base of over USD 1.5 Billion. The Sanmar Group has manufacturing facilities in Mexico, the United States of America and Egypt, apart from its many manufacturing units in South India.

Mr.Vijay Sankar acts as an Independent Director on the Board of The KCP Limited and Transport Corporation of India Ltd. (TCI) both listed companies apart from Kaveri Retreats and Resorts Ltd. He serves as a Vice President of the Tamil Nadu Tennis Association. He also serves as the Honorary Consul General for Denmark in Chennai.

Mr.Vijay Sankar is presently the Chairperson of Audit & Risk Management Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Investment Committee of the Company.

The details of attendance of Mr.Vijay Sankar at the meetings of the Board and Committees are as under:

Particulars	FY 2019-20 No. of Meetings Held/Attended	FY 2020-21* No. of Meetings Held/Attended
Board Meeting	4/4	5/4
Audit & Risk Management Committee	4/4	4/3
Stakeholders Relationship Committee	1/1	-
CSR Committee	1/1	1/1
Investment Committee	2/2	1/1

(*) Upto March 24, 2021

The details of directorship held by Mr.Vijay Sankar in other listed companies are as under:

SI.No.	Name of the Company	Nature of Interest
1.	The KCP Ltd.	Director
2.	Transport Corporation of India Ltd.	Director

The details of Membership/Chairmanship held by Mr.Vijay Sankar of the said listed companies are as under:

SI.No.	Name of the Company	Name of the committee	Nature of Interest
1.	Transport Corporation of India Ltd.	Audit & Risk Management	Chairman
2.	KCP Ltd.	Audit Committee Stakeholders Relationship Nomination & Remuneration Corporate Social Responsibility	Member

During the financial year ended March 31, 2020, Mr.Vijay Sankar was paid ₹3.60 lakhs towards sitting fees for attending meetings of the Board and the Committees of the Company. During the period April 01, 2020 till March 24, 2021, Mr.Vijay Sankar was paid ₹2.70 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
Company Secretary
FCS 6828

Place : Chennai
Date : March 25, 2021