

OHL:SEC:BSE:POSTAL.BALLOT:2013/14  
July 9, 2013

Bombay Stock Exchange Ltd.  
II Floor, New Trading Ring  
Rountana Building P J Towers  
Dalal Street,  
Mumbai : 400 001

Original by Speed Post and Copy by fax  
No. 022 - 22722039 / 1919

Dear Sir,

**Re. Result of Postal Ballot**


We refer to our earlier letter dated June 3, 2013 informing you of the decision of the Board of Directors to obtain the approval of the Members by Special Resolutions through Postal Ballot for the remuneration paid to the Managing Director of the Company for the year 2012 - 2013 and minimum remuneration payable for the subsequent years 2013 - 2014 & 2014 - 2015. The Notice was dispatched along with the Postal Ballot form to all those Members whose names appeared in the Register of Members / Beneficial holders list as of the cut-off date fixed for this purpose.

M/s. S Srinivasan & Co., Company Secretaries, Scrutinisers to the Postal Ballot, had submitted their report dated July 8, 2013. (copy enclosed). Based on this report, Dr.G Sundaram, Director of the Company declared the result on July 8, 2013. The results of the Postal Ballot are as detailed below:

No. of Valid Votes		% Votes in Favour		% Votes Against	
Resolution No.1	Resolution No.2	Resolution No.1	Resolution No.2	Resolution No.1	Resolution No.2
751	755	82.65	82.62	17.34	17.38

Thanking you,

Yours faithfully,  
For **ORIENTAL HOTELS LIMITED**

  
**K C Raman**  
**COMPANY SECRETARY**

Encl.: as above

**S. Srinivasan & Co.,**  
Company Secretaries

151/11, 5th Floor, Cions Complex,  
Montieth Road, Egmore, Chennai - 600 008.  
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**SCRUTINIZERS' REPORT**

The Chairman,  
M/s. Oriental Hotels Limited  
47, Paramount Plaza,  
Mahatma Gandhi Road,  
**Chennai 600034.**

Date: July 8, 2013

Sub: **Results of the Postal Ballot**

We **S. Srinivasan & Co.**, Practising Company Secretaries, were appointed by the Board of Directors of your Company as the scrutinizers for the Postal Ballot Poll held pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for the purpose of passing special resolutions for the purpose of Sections 198, 309 of the Companies Act, 1956 and Schedule XIII of the Act and other applicable provisions as contained in the Notice of Postal Ballot dated May 16, 2013.

The Resolutions as proposed are:

1. Remuneration to the Managing Director for the year 2012-2013;
2. Remuneration payable to the Managing Director for the years 2013-2014 and 2014-2015.

**RESOLUTION NO.1**

1. To consider and if thought fit, with or without modifications, to pass through Postal Ballot, the following as a **Special Resolution**:

**"RESOLVED THAT** the consent of the Company be and is hereby accorded to, for the remuneration of Rs. 105.99 lakhs paid to Mr. D.Varada Reddy, Managing Director, for the financial year 2012-13 as minimum remuneration, subject to the provisions of Sections 198, 309 and other applicable provisions if any, read with Schedule XIII of the Act and subject to approval of the Central Government, the said minimum remuneration is comprising of basic salary, yearly performance incentive and other perquisites, but excluding provident fund, gratuity and leave encashment amounting to Rs. 9.63 lakhs."



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Branches :

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**Trichy** : AS20/CSF1, Bhagyalakshmi Apartments, Rahavendrapuram II St., Srirangam, Tiruchirapalli - 620 006  
Contact Mobile No. 9566208146, E-mail Id : ssandcotrichy@gmail.com, ssrini50@gmail.com

Forms part of our Scrutinizers' Report dated July 8, 2013 for Oriental Hotels Limited

We report that the results of the Postal Ballot conducted in respect of **Resolution No.1** are as under:

1	Total number of Poll papers received	762
2	Less: Number of Poll papers rejected as INVALID	11
3	Total number of valid Poll papers	751
4	Total No. of Members voted in FAVOUR of the resolution	616
5	Total No. of Members voted AGAINST the resolution	135
6	Percentage of Members voted in FAVOUR of the resolution	80.84
7	Percentage of Members voted AGAINST the resolution	17.72
8	Total number of shares held by Members voted	88588445
9	Less: Total number of shares held by the Members considered INVALID	7805
10	Total number of shares held by Members considered VALID	88580640
11	Total number of valid shares held by Members voted IN FAVOUR of the resolution	73216871
12	Total number of valid shares held by Members voted AGAINST of the resolution	15363769
13.	Percentage of valid shares in FAVOUR of the resolution	82.65
14.	Percentage of valid shares AGAINST the resolution	17.34

Based on the above facts, the Special Resolution for the remuneration of Rs. 105.99 Lakhs paid to Mr. D. Varada Reddy, Managing Director for the financial year 2012-2013 contained in the Notice dated May 16, 2013 be considered as passed with requisite majority by the shareholders of the Company by way of Postal Ballot.



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Forms part of our Scrutinizers' Report dated July 8, 2013 for Oriental Hotels Limited

**RESOLUTION NO.2**

**"RESOLVED THAT** the consent of the Company be and is hereby accorded to, for payment of minimum remuneration not exceeding Rs. 152 lakhs per annum or pro-rata thereof to Mr.D.Varada Reddy, Managing Director, for the financial years 2013-14 and 2014-15, subject to the provisions of Sections 198, 309 and other applicable provisions if any, read with Schedule XIII of the Act and subject to approval of the Central Government, and the said minimum remuneration will comprise of basic salary, yearly performance incentive and other perquisites, but excluding the payment of provident fund, gratuity and leave encashment."

We report that the results of the Postal Ballot conducted in respect of **Resolution No.2** are as under:

1	Total number of Poll papers received	762
2	Less: Number of Poll papers rejected as INVALID	7
3	Total number of valid Poll papers	755
4	Total No. of Members voted in FAVOUR of the resolution	607
5	Total No. of Members voted AGAINST the resolution	148
6	Percentage of Members voted in FAVOUR of the resolution	79.66
7	Percentage of Members voted AGAINST the resolution	19.42
8	Total number of shares held by Members voted	88588445
9	Less: Total number of shares held by the Members considered INVALID	6880
10	Total number of shares held by Members considered VALID	88581565
11	Total number of valid shares held by Members voted IN FAVOUR of the resolution	73186620
12	Total number of valid shares held by Members voted AGAINST of the resolution	15394945
13.	Percentage of valid shares in FAVOUR of the resolution	82.62
14.	Percentage of valid shares AGAINST the resolution	17.38

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*S. Srinivasan & Co.*  
Company Secretaries

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Forms part of our Scrutinizers' Report dated July 8, 2013 for Oriental Hotels Limited

Based on the above facts, the Special Resolution for payment of minimum remuneration not exceeding Rs. 152 Lakhs per annum or pro-rata thereof to Mr. D. Varada Reddy, Managing Director for the financial years 2013-2014 and 2014-2015 contained in the Notice dated May 16, 2013, be considered as passed with requisite majority by the shareholders of the Company by way of Postal Ballot.

Signature of the Scrutinizer:

For *S. Srinivasan & Co.*  
Company Secretaries



Supriya Mahajan  
Practising Company Secretary  
CP No: 11430

Place: Chennai  
Date: July 8, 2013