

OHL:SEC:E-VOTING:RESULTS:2015 - 2016
August 1, 2015

To

The Manager – Listing Department
Bombay Stock Exchange Ltd.
II Floor, New Trading Ring
Rountana Building P J Towers,
Dalal Street, Mumbai : 400001

The Manager – Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No.
C/1 G Block, Bandra Kurla Complex
Bandra (E), Mumbai : 400051

Dear Sir,

Sub: Listing Agreement - Clause 35A

Our Annual General Meeting was held on July 30, 2015. We given below the details as required under Clause 35A.

Date of the Annual General Meeting	July 30, 2015
Total number of shareholders as on record date	14261
No. of shareholders present in the meeting either in person or through proxy	7
Promoters and Promoter Group	3015
Public	3022
No. of Shareholders attended the meeting through Video conferencing	NIL

We attach herewith the details of resolutions passed at the AGM. In this regard, all the 8 resolutions placed before the shareholders have been passed with requisite majority.

We also attach herewith the Scrutinizers Report for your records.

Thanking you,

Yours faithfully,

For **ORIENTAL HOTELS LIMITED**



K C Raman

COMPANY SECRETARY

ORIENTAL HOTELS LIMITED

Results of E-voting and Polling held on July 30, 2015 at the 45th Annual General Meeting of the Company

Promoter / Public	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
RESOLUTION NO.: 1							
Adoption of Audited Financial Statements for the year ended March 31, 2015 [Ordinary Resolution]							
Promoter & Promoter Group	110843208	92056776	83.05%	92056776	0	100.00%	0.00%
Public - Institution	19537778	16605272	84.99%	16605272	0	100.00%	0.00%
Public - Others	38245764	39203	0.10%	34542	4661	88.11%	11.89%
RESOLUTION NO.: 2							
Adoption of Audited Consolidate Financial Statements for the year ended March 31, 2015 [Ordinary Resolution]							
Promoter & Promoter Group	110843208	92056776	83.05%	92056776	0	100.00%	0.00%
Public - Institution	19537778	16605272	84.99%	16605272	0	100.00%	0.00%
Public - Others	38245764	53303	0.14%	48653	4650	91.28%	8.72%
RESOLUTION NO.: 3							
To declare dividend							
Promoter & Promoter Group	110843208	92056776	83.05%	92056776	0	100.00%	0.00%
Public - Institution	19537778	13335961	68.26%	13335961	0	100.00%	0.00%
Public - Others	38245764	53303	0.14%	35113	18190	65.87%	34.13%
RESOLUTION NO.: 4							
Reappointment of Mr Ramesh D Hariani as a Director who retires by rotation [Ordinary Resolution]							
Promoter & Promoter Group	110843208	92056776	83.05%	92056776	0	100.00%	0.00%
Public - Institution	19537778	16605272	84.99%	16605272	0	100.00%	0.00%
Public - Others	38245764	53303	0.14%	52163	1140	97.86%	2.14%
RESOLUTION NO.: 5							
Reappointment of Mr Pramod Ranjan as a Director who reires by rotation[Ordinary Resolution]							
Promoter & Promoter Group	110843208	92056776	83.05%	92056776	0	100.00%	0.00%
Public - Institution	19537778	16605272	84.99%	16605272	0	100.00%	0.00%
Public - Others	38245764	53303	0.14%	52163	1140	97.86%	2.14%
RESOLUTION NO.: 6							
Appointment of Auditors and fix their remuneration [Ordinary Resolution]							
Promoter & Promoter Group	110843208	92056776	83.05%	92056776	0	100.00%	0.00%
Public - Institution	19537778	16605272	84.99%	16605272	0	100.00%	0.00%
Public - Others	38245764	49793	0.13%	48653	1140	97.71%	2.29%



ORIENTAL HOTELS LIMITED

Results of E-voting and Polling held on July 30, 2015 at the 45th Annual General Meeting of the Company

Promoter / Public	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) = $[(5)/(2)] * 100$
RESOLUTION NO.: 7							
Appointment of Mr Anil P Goel as a Director [Ordinary Resolution]							
Promoter & Promoter Group	110843208	91678556	82.71%	91678556	0	100.00%	0.00%
Public - Institution	19537778	16605272	84.99%	16605272	0	100.00%	0.00%
Public - Others	38245764	53203	0.14%	52143	1060	98.01%	1.99%
RESOLUTION NO.: 8							
Appointment of Mr Rakesh Kumar Sarna as a Director [Ordinary Resolution]							
Promoter & Promoter Group	110843208	92056776	83.05%	92056776	0	100.00%	0.00%
Public - Institution	19537778	16605272	84.99%	16605272	0	100.00%	0.00%
Public - Others	38245764	53203	0.14%	52143	1060	98.01%	1.99%



CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT
{Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time}

FOR M/S ORIENTAL HOTELS LIMITED

To,

**The Chairman,
45th Annual General Meeting (AGM) of the Equity Shareholders of M/s. Oriental Hotels Limited held on 30th July, 2015 at 02:00 p.m. at Sathguru Sri Gnanananda Hall, Narada Gana Sabha, 314, T.T.K Road, Chennai 600018.**

Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot conducted at the 45th AGM of M/S Oriental Hotels Limited (the Company) held on Thursday, 30th July, 2015.

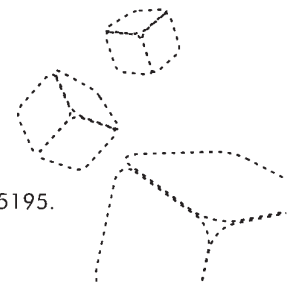
I, Krishna Sharan Mishra, Practicing Company Secretary, having Membership No. 6447, CP No. 7039, representing KSM Associates, Company Secretaries Chennai, have been appointed as Scrutinizer by the Board of Directors of M/s. Oriental Hotels Limited ("the Company") vide board resolution passed on 15th May 2015 as required under Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) for the purpose of scrutinizing remote e-voting (**e-Voting**) and voting by use of ballot at the AGM in respect of the proposed resolutions at the 45th Annual General Meeting of the Company held on 30th July, 2015 at 2.00 p.m. at Sathguru Sri Gnanananda Hall, Narada Gana Sabha, 314, T.T.K Road, Chennai 600018.

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 to the shareholders of the Company from 9:00 A.M. on 27th July, 2015 to 5:00 P.M on 29th July, 2015. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the aforesaid 45th Annual General Meeting (AGM) of the Company held on Thursday, 30th July, 2015 at 02:00 p.m.

The Service Provider accordingly had set up e-Voting facility on their website www.evoting.nsdl.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.



Krishna Sharan Mishra



Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Listing Agreement relating to all the modes of voting {that is, through electronic means (by remote e-voting), Postal Ballot, Voting by Ballot through Post and voting by use of ballots at the AGM} by the shareholders on the resolutions proposed in the Notice of the 45th Annual General Meeting of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that the voting processes both by remote e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render Consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by NSDL and based on data compiled by M/s. Integrated Enterprises (India) Limited, the Registrar and Share Transfer Agents of the Company, for voting by use of ballots at the meeting.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 24th July, 2015. As on that date the Company had 14,261 (Fourteen Thousand Two Hundred and Sixty One) shareholders.

The Company had sent the Notices of the AGM by email to 5,981 (Five Thousand Nine Hundred and Eighty One) shareholders whose email ids were made available by the shareholders themselves. Further, all the shareholders were also sent physical notices by Speed Post, irrespective of whether notices were sent by electronic means. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

[http://orientalhotels.co.in/uploading/OHL Annual Report 2015.pdf](http://orientalhotels.co.in/uploading/OHL%20Annual%20Report%202015.pdf)

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9:00 A.M on 27th July, 2015 to 5:00 P.M on 29th July, 2015.

The Company also released an advertisement, which was published more than 21 days in advance before the date of the AGM, in English in newspaper "The Financial Express" dated 07th July, 2015 and in Tamil newspaper "Dinamani" dated 07th July, 2015.

At the end of the voting period on 29th July, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. On 30th July, 2015, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from NSDL website by me as a Scrutinizer in the presence of Mr. Rishab Khatod and Mr. Midhunkumar E.M who are not in employment of the Company and acted as witnesses, as prescribed in Sub Rule 3(xii) of the said Rule 20.

At the 45th AGM of the Company members present were allowed to cast their vote through ballot at the venue of the AGM. The ballot papers were distributed to the shareholders present at the venue. The shareholders casted their votes in the two ballot boxes kept at the convenient locations in the venue.



M. Vishalakshani

After announcement by the Chairman for voting through Physical Ballot, the boxes kept for voting were checked as empty and then locked in my presence with due identification marks placed by me. After completion of voting through Physical Ballot, the locked ballot boxes were opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company.


The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were considered as final in cases where member(s) have voted both in e-voting and by Physical Ballot at the AGM. Four ballot papers used for Physical Ballot at the AGM were rejected on the ground of incomplete information.

The result of the remote e-Voting together with that of voting by use of Physical Ballot is as under:

(A) Consolidated

Number of Members who cast their votes	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolutions mentioned hereunder)
56 (through e-Voting)	102242886	Various as mentioned under each of the Resolution
28 (by way of Physical Ballot at AGM)	6472715	Various as mentioned under each of the Resolution



Nishaasharan

(B) Item-wise

Agenda No.1:

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	102227726	1060	0
Physical Ballot at AGM	6468864	3601	0
Total	108696590	4661	0
Total - % (approx.)	99.996	0.004	

Agenda No.2:

To receive, consider and adopt the Audited Consolidated Financial Statement for the financial year ended March 31, 2015 together with the Reports the Auditors thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	102241826	1060	0
Physical Ballot at AGM.	6468875	3590	0
Total	108710701	4650	0
Total - % (approx.)	99.996	0.004	



Agenda No.3:*To declare dividend, if any***Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	98958965	14610	0
Physical Ballot at AGM	6468885	3580	0
Total	105427850	18190	0
Total - % (approx.)	99.983	0.017	

Agenda No.4:*To appoint a Director in place of Mr. Ramesh. D. Hariani (DIN: 00131240) who retires by rotation and is eligible for reappointment***Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	102241826	1060	0
Physical Ballot at AGM	6472385	80	0
Total	108714211	1140	0
Total - % (approx.)	99.999	0.001	



Agenda No.5:

To appoint a Director in place of Mr. Pramod Ranjan (DIN: 00887569) who retires by rotation and is eligible for reappointment

Type of Resolution: Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	102241826	1060	0
Physical Ballot at AGM	6472385	80	0
Total	108714211	1140	0
Total - % (approx.)	99.999	0.001	

Agenda No.6:

To appoint Auditors and fix their remuneration

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	• 102241826	1060	0
Physical Ballot at AGM	6468875	80	3510
Total	108710701	1140	3510
Total - % (approx.)	99.999	0.001	



Agenda No.7:

Appointment of Mr. Anil P Goel, (DIN: 00050690) as a Director

Type of Resolution: Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	101863606	1060	0
Physical Ballot at AGM	6472365	0	100
Total	108335971	1060	100
Total - % (approx.)	99.999	0.001	

Agenda No.8:

Appointment of Mr. Rakesh Kumar Sarna (DIN: 01875340) as a Director

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	102241826	1060	0
Physical Ballot at AGM	6472365	0	100
Total	108714191	1060	100
Total - % (approx.)	99.999	0.001	

All the Resolutions stand passed under e-Voting and Physical Ballot with the combined requisite majority.



I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting and all other papers including the physical ballot papers through which votes were casted by the shareholders of the Company at the said Annual General Meeting. I shall be arranging to handover these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours
For **KSM Associates, Company Secretaries**

M. Krishna Sharan Mishra

KRISHNA SHARAN MISHRA
Practicing Company Secretary
FCS -6447; CP -7039



Place: Chennai
Date: 1st August 2015

Witness 1:

MS

Name : MIDHUNKUMAR E.M
Address : NO.23, NAINAPPAN STREET
PATTALAM
CHENNAI-12

Occupation : SERVICE

Witness 2:

Rishab

Name : RISHAB KHATOD
Address : 73,74, ELEPHANT GATE STREET,
SOWCARPET,
CHENNAI - 600079

Occupation : SERVICE

Received along with ballot papers and other related papers and registers, on 1st August 2015 on behalf of the company.
For **M/s. Oriental Hotels Limited**

K. C. Raman
Company Secretary