

OHL:SEC:POSTAL.BALLOT:2015/16
March 30, 2016

The Manager – Listing Department
B S E 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,

Re. Result of Postal Ballot

We refer to our earlier letter dated February 29, 2016 enclosing the Postal Ballot Notice along with the Explanatory Statement for seeking Members approval by way of Special Resolution.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are herewith enclosing the voting results of the Postal Ballot along with the Scrutiniser Report, wherein the Special Resolution approving the appointment of Mr.Pramod Ranjan as Managing Director and his terms of appointment has been approved by the Members with requisite majority.

Kindly take the above information 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

ORIENTAL HOTELS LIMITED

FORMAT FOR VOTING RESULTS

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM

30-Mar-16

Total Number of shareholders on the cutoff date

15,318

No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public

Not Applicable

No. of shareholders attended the meeting Video Conferencing Promoter and Promoter Group Public

Not Applicable

Agenda-wise disclosures (to be disclosed separately for each agenda item)

Resolution required : Ordinary / Special

Special Resolution - Approval for appointment and terms of remuneration of Mr. Pramod Ranjan (DIN.:00887569) as Managing Director and Chief Executive Director

Whether promoters/promoter group are interested in the agenda / resolution

Mr. Pramod Ranjan, the appointee under the said resolution being a promoter is deemed interested in the Resolution

Category	Mode of Voting	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No of Votes In favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
RESOLUTION NO.: 1								
Approval for appointment and terms of remuneration of Mr Prmaod Ranjan as Managing Director and Chief Executive Officer								
Promoter & Promoter Group	E-Voting		59524940	53.61	59524940	0	100.00	0.00
	Postal Ballot		14765458	13.30	14765458	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	111033592	74290398	66.91	74290398	0	100.00	0.00
Public - Institution	E-Voting		16259872	80.36	16259872	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	20233262	16259872	80.36	16259872	0	100.00	0.00





Category	Mode of Voting	No of Shares held (1)	No of Votes Polled (2)	% of votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No of Votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Public - Others	E-Voting		118990	0.25	108470	10520	91.16	8.84
	Postal Ballot		1805028	3.81	1775133	29895	98.34	1.66
	Poll		0	0.00	0	0	0.00	0.00
	Total		47332326	4.06	1883603	40415	97.90	2.10
GRAND TOTAL		178599180	92474288	51.78	92433873	40415	99.96	0.04

NOTE : 61,706 VOTES COMPRISING OF 34,488 INVALID VOTES AND 27,218 VOTES UNDER UNSTAINED CATEGORY WAS EXCLUDED FROM NUMBER OF VOTES POLLED



Signature



**SCRUTINIZER REPORT FOR POSTAL BALLOT
(FOR M/S. ORIENTAL HOTELS LTD)**

To,
The Chairman
M/s. Oriental Hotels Limited
Taj Coromandel
No. 37, Mahatma Gandhi Road,
Nungambakkam, Chennai-600 034

Sub: Passing of Resolutions through Postal Ballot for approval of appointment and terms remuneration of Mr. Pramod Ranjan as Managing Director and Chief Executive Officer by means of Special Resolution through postal ballot

1. The Board of M/s. Oriental Hotels Limited (hereinafter **Company**) at its meeting held on 29th October, 2015 had appointed Mr. Krishna Sharan Mishra of M/s. KSM Associates, Company Secretaries as the Scrutinizer for conducting postal ballot in respect of the following business:

(i) Approval for appointment and terms of remuneration of Mr. Pramod Ranjan as Managing Director and Chief Executive Officer

2. As per the explanations and information provided by the Company to us, physical Postal Ballot Notices were sent by Registered Post to 15,318 shareholders. The Company on 27th February, 2016 completed the dispatch of postal ballot forms to such shareholders whose names appeared on the Register of Members/ List of Beneficial Owners as on 23rd February 2016. The Shareholders were also given access to the Notice electronically by following the URL link

http://www.orientalhotels.co.in/uploading/MD_Rem2015.pdf

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Company Secretaries | Trade Marks Attorneys | Compliance Advisors

Office No.41, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.
www.ksmassociates.net

3. The Company had also made arrangements with National Securities Depository Limited (hereinafter **NSDL**) for extending the facility of electronic voting to the shareholders of the Company who may be interested in voting electronically.
4. The Notices sent contained the detailed instructions to be followed by the shareholders for voting by postal ballot and voting by electronic means.
5. The Company on 28th February 2016 released an advertisement in The Financial Express (Newspaper – English) and Dinamani (Newspaper – Tamil) informing the Shareholders about dispatch of Postal Ballot Notice.
6. The electronic voting facility was kept open for 30 days, from 9:00 A.M on 28th February 2016 to 5:00 P.M on 28th March 2016. The electronic voting results were unblocked by the undersigned on 28th March 2016 after the closing hours in the presence of two witnesses who have signed hereunder, who are not the employees of the Company.
7. Postal Ballot Forms received by the Company after 28th March, 2016 (5.00 P.M) were not considered for my scrutiny.
8. The Postal Ballot forms received at the Registered Office of the Company in the name of scrutinizer were opened and then taken up for scrutiny by the undersigned and passed on to M/s. Integrated Enterprises (India) Limited, the Registrar and Transfer Agents of the Company. This process was carried out on fortnightly basis. Particulars of all the postal ballot forms received from the shareholders have been entered into the register maintained specifically for the purpose. The votes cast through electronic voting were considered as final in cases where shareholders have voted both electronically as well as through Postal ballot.
9. On scrutiny, I report that out of 15,318 Shareholders, (i) 64 shareholders have cast

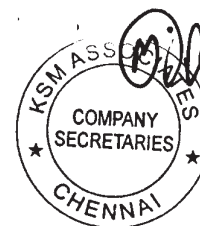


their vote electronically and (ii) 603 shareholders have voted through Postal Ballot.

10. Results of electronic voting are based on the data made available to the undersigned by NSDL through their website and results of votes exercised through Postal Ballot are based on data compiled by M/s. Integrated Enterprises (India) Limited.
11. The following resolution was submitted by the Company to its shareholders for approval as **Special Resolution** as stated in the notice:

Approval for appointment and terms of remuneration of Mr. Pramod Ranjan as Managing Director and Chief Executive Officer:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification thereof for the time being in force and the Articles of Association of the Company and such other approvals, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities while granting such approval, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Pramod Ranjan (DIN.00887569) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of three (3) years with effect from November 11, 2015 upto November 10, 2018 (both days inclusive), on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as “Board”) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr.Pramod Ranjan.





RESOLVED FURTHER THAT the Board or a Committee thereof, be and is hereby authorized to take all such steps as may be required for obtaining necessary approvals statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings 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.”

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this Resolution.”

12. The result of the electronic voting together with that of the Postal Ballot is as under:

Manner of Voting	Votes IN FAVOUR	Votes AGAINST	Votes INVALID	Votes ABSTAINED
E-voting	7,58,93,282	10,520	0	0
Postal Ballot	1,65,40,591	29,895	34,488	27,218
Total	9,24,33,873	40,415	34,488	27,218
Total %	99.956	0.044	-	-





There were Four (4) shareholders holding 2,652 shares who voted both through electronic voting and Postal Ballot. As specified in the Postal Ballot Notice, votes cast through electronic voting were considered as final and votes cast by Postal Ballot were treated as invalid.

Yours faithfully,

For **KSM Associates, Company Secretaries**



Practising Company Secretary
FCS - 6447; CP - 7039

Place: Chennai

Date: 30th March 2016

Witness 1:

Co. Secretary
Name : **PREM EARNEST, G**
Address : **3/27 Jones Street**
POONAMALLEE
CHENNAI - 56
Occupation : **SERVICE**

Witness 2:

M. Vivekananda
Name : **M. VIVEKANANDAA**
Address : **Flat. No. S.1, Plot 63,**
Sayee Ram Flats,
Sayee Nagar 1st Main Road,
Chennai - 600092,
Occupation : **Service**

Received along with ballot papers and the other related papers and registers, on 30th March 2016 on behalf of the company.

For **M/s. Oriental Hotels Limited**

Tom Antony
Company secretary

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