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May 29, 2018

BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai – 400001

The National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051

Oriental Hotels Limited  
Taj Coromandel, No. 37,  
Mahatma Gandhi Road, Numgambakkam  
Chennai, Tamil Nadu, 600034

Dear Ma'am/Sir,

**Sub: Disclosure under Regulation 29 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

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This is with reference to the amalgamation of Tifco Holdings Limited with The Indian Hotels Company Limited (“IHCL”), by way of a scheme of amalgamation between IHCL and Tifco Holdings Limited (a wholly owned subsidiary of IHCL), under the provisions of Sections 230 to 232 of the Companies Act, 2013 (“Scheme”), the draft of which was duly filed with the relevant stock exchanges (i.e. BSE Limited and the National Stock Exchange of India Limited) on July 10, 2017 for disclosure purposes in terms of Regulation 37(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

As you may be aware pursuant to the updates provided by IHCL through the relevant stock exchanges as per Regulation 30 of the SEBI LODR, the National Company Law Tribunal, Mumbai Bench *vide* its order dated March 8, 2018 had approved the Scheme (certified copy of which was received on March 22, 2016) (“NCLT Order”). The NCLT Order was filed with the jurisdictional Registrar of Companies on April 11, 2018, pursuant to which, in accordance with the terms of the Scheme, Tifco Holdings Limited was amalgamated with IHCL, and stands dissolved without winding up.

Note that the Scheme, *inter alia*, provides for the transfer and vesting of all the properties and assets of Tifco Holdings Limited in IHCL, including investments in shares. Accordingly, 1,72,08,360 equity shares (being 9.64% of the paid up equity share capital) of Rs. 1 each of Oriental Hotels Limited held by Tifco Holdings Limited have vested in IHCL upon implementation of the Scheme. Both IHCL and Tifco Holdings Limited form part of the promoter/promoter group of Oriental Hotels Limited. The details of the promoters/promoter group/persons acting in concert as on March 31, 2018, as last disclosed by IHCL, are set out in Annexure A for reference.

In this regard, please find enclosed the requisite report in terms of Regulation 29 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully

  
Beejal Desai  
Senior Vice President – Legal & Company Secretary

Encl : as above



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**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Oriental Hotels Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	The Indian Hotels Company Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t.total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of</b>			
a) Shares carrying voting rights			
The Indian Hotels Company Limited	3,37,64,550	18.91%	18.91%
Tifco Holdings Limited	1,72,08,360	9.64%	9.64%
Piem Hotels Limited	36,57,170	2.05%	2.05%
Tata Chemicals Limited	25,23,000	1.41%	1.41%
Tata Investment Corporation Limited	10,76,000	0.60%	0.60%
Tata Trade and Transport Company Limited	16,64,090	0.93%	0.93%
Taj Madurai Limited	68,260	0.04	0.04
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL		
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	5,99,61,430	33.58%	33.58%
<b>Details of acquisition/sale</b>			
Transaction is in relation to the amalgamation of Tifco			





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<p>Holdings Limited with The Indian Hotels Company Limited (“IHCL”), by way of a scheme of amalgamation between IHCL and Tifco Holdings Limited (a wholly owned subsidiary of IHCL), under the provisions of Sections 230 to 232 of the Companies Act, 2013 (“Scheme”), as approved by the National Company Law Tribunal, Mumbai Bench vide its order dated March 8, 2018 (“NCLT Order”).</p> <p>The Scheme, <i>inter alia</i>, provides for the transfer and vesting of all the properties and assets of Tifco Holdings Limited in IHCL, including investments in shares. Accordingly, 1,72,08,360 equity shares (being 9.64% of the paid up equity share capital) of Rs. 1 each of Oriental Hotels Limited held by Tifco Holdings Limited have vested in IHCL upon implementation of the Scheme.</p>			
a) Shares carrying voting rights acquired/sold	1,72,08,360	9.64%	9.64%
b) VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/-d)	1,72,08,360 (Inter se Transfer)	9.64%	9.64%
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights			
The Indian Hotels Company Limited	5,09,72,910	28.55%	28.55%
Tifco Holdings Limited	NIL	NIL	NIL
Piem Hotels Limited	36,57,170	2.05%	2.05%
Tata Chemicals Limited	25,23,000	1.41%	1.41%
Tata Investment Corporation Limited	10,76,000	0.60%	0.60%
Tata Trade and Transport Company Limited	16,64,090	0.93%	0.93%
Taj Madurai Limited	68,260	0.04	0.04





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<p>a) Shares encumbered with the acquirer  b) VRs otherwise than by shares  c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p>	NIL		
<p>d) Total (a+b+c+d)</p>	5,99,61,430	33.58%	33.58%
<p>Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).</p>	<p>Transaction is in relation to the amalgamation of Tifco Holdings Limited with The Indian Hotels Company Limited (“IHCL”), by way of a scheme of amalgamation between IHCL and Tifco Holdings Limited (a wholly owned subsidiary of IHCL), under the provisions of Sections 230 to 232 of the Companies Act, 2013 (“Scheme”), as approved by the National Company Law Tribunal, Mumbai Bench vide its order dated March 8, 2018 (“NCLT Order”).</p> <p>The Scheme, <i>inter alia</i>, provides for the transfer and vesting of all the properties and assets of Tifco Holdings Limited in IHCL, including investments in shares. Accordingly, 1,72,08,360 equity shares (being 9.64% of the paid up equity share capital) of Rs. 1 each of Oriental Hotels Limited held by Tifco Holdings Limited have vested in IHCL upon implementation of the Scheme.</p>		
<p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</p>	May 15, 2018		
<p>Equity share capital / total voting capital of the TC before the said acquisition / sale</p>	Rs. 17,85,99,180 /- divided into 17,85,99,180 equity shares of Rs. 1/- each fully paid up.		
<p>Equity share capital/ total voting capital of the TC after the said acquisition / sale</p>	Rs. 17,85,99,180 /- divided into 17,85,99,180 equity shares of Rs. 1/- each fully paid up.		
<p>Total diluted share/voting capital of the TC after the said acquisition</p>	Rs. 17,85,99,180 /- divided into 17,85,99,180 equity shares of Rs. 1/- each fully paid up		





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(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

*Note:*

*Consequent to the amalgamation of Tifco Holdings Limited with The Indian Hotels Company Limited, 1,72,08,360 equity shares of Rs. 1 each fully paid up of Oriental Hotels Limited held by Tifco Holdings Limited have been vested in the Company, and note that members of the promoter/promoters group/persons acting in concert included above have not acquired any shares pursuant to the amalgamation. However, the details of such promoter/promoters group/persons acting in concert have been included in the above disclosure pursuant to their being deemed so under Regulation 2(1)(q)(2)(iv) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations.*

**Signature of the acquirer / seller / Authorised Signatory**

Beejal Desai  
Senior Vice President – Legal & Company Secretary



Place: Mumbai

Date: May 29, 2018