

OHL:SEC:POSTAL.BALLOT:2014/15

October 1, 2014

The Manager – Listing
Department
Madras Stock Exchange Ltd.
Exchange Building
Post Box No. 183
No. 11, Second Line Beach
Chennai : 600001

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 September 1, 2014 informing you of the decision of the Board of Directors to obtain the approval of the Members by Special Resolutions through Postal Ballot for (1) Creation of charge on the Company's assets towards the borrowings not exceeding ₹600 Cores and (2) for issuance of Non-Convertible Debentures not exceeding ₹300 Crores. The Notice was dispatched along with the Postal Ballot form and Userid/Password enabling the Members to cast their e-vote to all Members whose names appeared in the Register of Members / Beneficial holders list as of the cut-off date fixed for this purpose.

Mr.Krishna Sharan Mishra of M/s.KSM Associates, Company Secretaries, Scrutinisers to the Postal Ballot, had submitted their combined report dated September 30, 2014. (A copy enclosed). Based on the report, Mr.D.Varada Reddy, Managing Director and Mr.D Vijayagopal Reddy, Director of the Company declared the results on September 30, 2014. The combined results of the Postal Ballot are as detailed below:

No. of Valid Votes (Shares)		% Votes in Favour		% Votes Against	
Resolution No.1	Resolution No.2	Resolution No.1	Resolution No.2	Resolution No.1	Resolution No.2
115152507	115152497	99.73	99.72	0.27	0.28

Thanking you,

Yours faithfully,

For ORIENTAL HOTELS LIMITED



K C Raman

COMPANY SECRETARY

Encl.: as above

ORIENTAL HOTELS LIMITED**Results of the Postal Ballot declared at the Corporate office of the Company on Tuesday, the 30th day of September, 2014**

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 - Creation of Charge on the Company's assests against the borrowings not exceeding ₹600 Crores							
Promoters & Promoters Group	107713384	96582299	89.67	96582299	Nil	100.00	Nil
Public - Institutions	19668020	16646396	84.64	16646396	Nil	100.00	Nil
Public - Others	41345416	1923812	4.65	1532067	307228	79.64	15.97
Resolution No.2 - Issuance of Non-Convertible Debentures not exceeding ₹300 Crores							
Promoters & Promoters Group	107713384	96582299	89.67	96582299	Nil	100.00	Nil
Public - Institutions	19668020	16646396	84.64	16646396	Nil	100.00	Nil
Public - Others	41345416	1923802	4.65	1490879	319291	77.50	16.60



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

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

Sub: Passing of Resolutions through Postal Ballot

1. The Board of M/s. Oriental Hotels Limited (hereinafter **Company**) at its meeting held on 31st July, 2014 had appointed me as the Scrutinizer for conducting postal ballot in respect of the following businesses:
 - (i) Creation of charge on the Company's assets
 - (ii) Issuance of Non-Convertible Debentures not exceeding Rs. 300 Crores
2. As per the explanations and information provided by the Company to us, physical Postal Ballot Notices were sent by Registered Post to 13,696 shareholders. The Company on 28th August, 2014 completed the dispatch of postal ballot forms to such shareholders whose names appeared on the Register of Members/ List of Beneficial Owners as on 22nd August 2014. The Shareholders were also given access to the Notice electronically by following the URL link

[http://www.orientalhotels.co.in/uploading/Postal%20ballot Notice 2014 revised.pdf](http://www.orientalhotels.co.in/uploading/Postal%20ballot%20Notice%202014%20revised.pdf)
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 29th August, 2014 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 from 9:00 A.M on 28th August 2014 to 6:00 P.M on 27th September 2014. The electronic voting results were unblocked by

me on 27th September 2014 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 27th September, 2014 (6.00 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 me and passed on to the 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 13,696 Shareholders, (i) 126 shareholders have casted their vote electronically and (ii) 619 shareholders have voted through Postal Ballot.
10. Results of electronic voting are based on the data made available to me 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 matters were submitted by the Company to its shareholders for approval as **Special Resolutions** as stated above:

(i) Creation of charge on the Company's assets

"Resolved that in supersession of the earlier resolution passed by the Company through postal ballot on December 22, 2011, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may constitute for this purpose) be and is hereby authorised in accordance with Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company to create and / or modify and /or alter and /or extend securities by way of mortgage and / or charge or otherwise in respect of all or any part of the Company's undertaking(s)/immovable properties and fixed assets including land, buildings, movable properties/plant and machineries situated, both present and future and a floating charge over the whole or any part of the undertaking(s) of the Company including movable/current assets to secure the repayment of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible

debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds and or other debt instruments) borrowed or issued by the Company from time to time, to or in favour of banks, trustees and/or financial institutions/other entities in such manner and on such terms and conditions as the Board may think fit, together with or without interest at the respective agreed rates, additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges and expenses and all other monies payable by the Company in terms of loan agreement(s)/other agreement(s), debenture trust deed, security or other document(s) entered into/to be entered into by the Company and the lender(s) in respect of the said borrowing(s) up to an aggregate amount not exceeding Rs. 600 Crores (Rupee six hundred Crores only).

Resolved further that for the purpose of giving effect to this resolution, the Board or a duly constituted Committee thereof, be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto in the best interest of the Company."

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

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	10,98,93,901	10,242	-
Postal Ballot	48,66,861	2,96,986	84,517
Total	11,47,60,762	3,07,228	84,517
Total %	99.73	0.27	-

There were Ten (10) shareholders holding 5,510 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.



(ii) Issuance of Non-Convertible Debentures not exceeding Rs. 300 Crores

“Resolved that pursuant to the provisions of Section 42 and 71 and other applicable provisions if any, of the Companies Act, 2013 (The Act) and the rules made there-under as amended from time to time, including the Securities and Exchange Board of India ‘SEBI’ (Issue and Listing of Debt Securities) Regulations, 2008 as amended and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“ICDR Regulations”) or any other competent authority(s), as may be amended from time to time, the Memorandum of Association and the Articles of Association of the Company and Listing Agreements and subject to such approvals, concerns, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, concerns, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted or to be constituted for this purpose to exercise its powers be and is hereby authorised for making an offer(s) or invitation(s) to subscribe to the issue of Non Convertible Debentures (NCDs) on a private placement basis, in one or more tranches, for cash, at such price or prices, including low-coupon or deep discount, in such manner and where necessary, in consultation on such terms and conditions as the Board, may in its absolute discretion, decide at the time of issue of NCDs provided that the total amount raised through the issuance of such NCDs not exceeding Rs. 300 Crores (Rupees three hundred Crores only) or its equivalent, during a period of one year from the date of passing of this resolution and that the said borrowings is within the overall borrowing limit of the Company.

Resolved further that without prejudice to the generality of the above, the aforesaid issue of the NCDs may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and conditions relating to payment of interest, discount, premium on redemption at the option of the Company and /or holders of NCDs, or for variation of the price or period or option(s) for early redemption of NCDs.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, including filing of Offer document with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements, instruments and for opening bank accounts and demat accounts.”

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

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	10,98,91,191	12,942	-
Postal Ballot	48,28,383	3,06,349	1,13,632
Total	11,47,19,574	3,19,291	1,13,632
Total %	99.72	0.28	-

There were Ten (10) shareholders holding 5,510 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**



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

Place: Chennai

Date: 29th September, 2014

Witness 1:

Name : **VISHAL A GOSWAMI**
Address : **17, E-K AGRAHARAM ST.
PARK TOWN
CHENNAI - 600 003**

Occupation : **SERVICE**

Witness 2:

Name : **ABISHEK JAIN**
Address : **31, G. M. M. ST.
SAWARPET - CHENNAI**

Occupation : **SERVICE**