

OHL:SEC:Cls30-LODR:2015/16
February 29, 2016

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

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

Dear Sirs,

Sub: Disclosure of Events under Regulation 30, of SEBI (LODR), 2015 – Postal Ballot Notice

With reference to the captioned subject we wish to inform you that the Company had despatched the Postal Ballot Notice (Copy Enclosed) along with postal ballot form on February 27, 2016 seeking the Members approval through a Special Resolution for appointment and terms of remuneration of Mr. Pramod Ranjan as Managing Director and Chief Executive Officer of the Company. The Company has fixed February 23, 2016 as Cut-off date for ascertaining the Members eligible to cast their vote.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Members are provided with the provision of remote e-voting. The e-voting window commenced on February 28, 2016 @ 9:00 am and closes on March 28, 2016 @ 5:00 pm. Members who are not able to cast their vote through remote e-voting are provided with the facility to vote in physical mode by sending the postal ballot form sent along with the notice.

The results along with the Scrutiniser's Report will be published on March 30, 2016 @ 4:00 pm at the Corporate office of the Company and the same will be sent to the exchanges. The results also be published in the Company's website and in the website of NSDL.

Kindly take on record of the above.

Thanking you,

Yours faithfully,

For ORIENTAL HOTELS LIMITED


Tom Antony
Company Secretary

cc.: Luxembourg Stock Exchange
Societe de la Bourse
De Luxembourg S A B.P.165
L-2011 Luxembourg



Oriental Hotels Limited

CIN: L55101TN1970PLC005897

Reg. Office: Taj Coromandel, #37, M.G.Road, Chennai 600034

Phone No.(044) 66172828 Fax No.(044) 28278138

E-mail: ohlshares.mad@tajhotels.com

Website: www.orientalhotels.co.in

Postal Ballot Notice

Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) thereof for the time being in force, that Oriental Hotels Limited (the "Company") is seeking the approval of the Members by way of Special Resolution for the matter as considered in the resolution appended below, through Postal Ballot i.e. voting by post or voting by electronic means, as the case may be.

The Explanatory Statement setting out the material facts concerning the resolution and the rationale thereof is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed Mr. Krishna Sharan Mishra, (ICSI Membership No.6447 & CP.No.7039) of Messers KSM Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot and e-voting process in accordance with the law and in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with the related Rules and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically. E-voting is optional and all Members (whether holding shares in demat form or in physical form) may vote either by despatching the Postal Ballot Form received by post, or by e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 p.m. IST on March 28, 2016. If any Postal Ballot Form is received after 5:00 p.m. IST on March 28, 2016, it will be considered as invalid.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.

The Scrutinizer shall submit his report to the Chairman of the Company and the results of the postal ballot and e-voting shall be declared by the Chairman or Managing Director or any other Director of the Company on March 30, 2016 at the Company's Corporate Office at Paramount Plaza – III Floor, 47 Mahatma Gandhi Road, Nungambakkam, Chennai 600034 and displayed along with the Scrutinizer's Report on the website of the Company www.orientalhotels.co.in. The results will also be communicated to the Stock Exchanges and NSDL (e-voting agency).

The Special Resolution, if passed by requisite majority, shall be deemed to have been passed on March 28, 2016 (i.e. the last date specified for receipt of duly completed postal ballot forms).

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

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"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."

By the order of the Board
For **Oriental Hotels Limited**

Place: Chennai
Date: February 01, 2016

Tom Antony
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 read with applicable Rules, is annexed hereto.
2. The Notice is being sent to all the Members, whose names appearing in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) (jointly, the 'Depositories') as on February 23, 2016.
3. The Notice is being sent by electronic mode to those Members who have registered their e-mail ids with the Depositories/ Company and for Members who have not registered their e-mail ids, a physical copy of the Notice is being sent by permitted mode. Members who have received the Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the link <http://www.orientalhotels.co.in>. The Members can also request duplicate Postal Ballot Form by writing to the Company.
4. Kindly note that the Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on February 23, 2016 (cut-off date/ record date). Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of e-voting or voting by physical ballot. Any person who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date, may cast their vote by e-voting or by physical ballot. Members who are already registered with NSDL for e-voting can use existing user id and password for voting. If you forget your password you can reset your password by using Forgot Password option available on www.evotingindia.com.
7. The Scrutinizer shall within 48 hours from the conclusion of voting period, complete the scrutiny of the Postal Ballot Forms received in physical mode and votes casted through electronic mode and submit his Report to the Chairman of the Company. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), sets out all material facts relating to the special business mentioned in the accompanying notice dated February 01, 2016.

1. Mr.Pramod Ranjan was appointed by the Board at its Meeting held on October 29, 2015 as the Managing Director and Chief Executive Officer of the Company with effect from November 11, 2015 pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 and the Rules made thereunder read with Schedule V of the Act and Article 135 of the Articles of Association of the Company and pursuant to the approval of the Nomination and Remuneration Committee given on October 29, 2015.
2. Mr. Pramod Ranjan aged 48 years, holds a Hons. Degree in Commerce and a Masters Degree in Business Administration from Melbourne, Australia. He is an industrialist and a Director on the Boards of Coromandel Beach Properties Private Limited, Coromandel Sea Foods Private Limited, Thanor Pottery Private Limited, Cocoon Resorts Private Limited, Kodai Heights Properties Private Limited, Kaveri Retreats & Resorts Limited, Dodla International Limited, Whitesands Freight Private Limited and OHL International (HK) Limited. The Board is of the view that the appointment of Mr.Pramod Ranjan as Managing Director and Chief Executive Officer of the Company would enable it to benefit from his experience and expertise in the hospitality industry and successfully meet the challenges and requirements of the Company in a highly competitive market environment.
3. Mr.Pramod Ranjan is the Managing Director of Kaveri Retreats and Resorts Ltd but does not draw any remuneration there from. His appointment as Managing Director & Chief Executive Officer of the Company had been made pursuant to the provisions of Section 203 of the Act, whereby his appointment was approved by the Board with the consent of all the directors present at the Meeting held on October 29, 2015, wherein specific notice had been given to all the directors of the Company about the meeting and the resolution to be moved thereat in respect of appointment of Mr.Pramod Ranjan as Managing Director and Chief Executive Officer.
4. Considering that the Company has incurred losses for the past couple of years, the appointment of Mr.Pramod Ranjan is proposed to be made under Schedule V to the Companies Act, 2013.
5. The details of the components in the proposed remuneration package are detailed below:-
 - (i) **Basic Salary:** ₹2,25,000/- (Rupees Two Lakhs Twenty Five Thousand only) per month upto a maximum upto ₹3,50,000/- per month. The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well.
 - (ii) **Performance Linked Bonus:** This element is an annual performance linked component. The maximum Performance Linked Bonus will be subject to the overall ceiling stipulated in Section 197 of the Companies Act, 2013. This Performance Linked Bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the NRC) are:
 - Company performance on certain defined qualitative and quantitative parameters
 - Industry benchmarks of remuneration
 - Performance of the individual
 - (iii) **Perquisites and benefits:**
 - a. Rent-free residential accommodation (furnished or otherwise): the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity, water charges) for the said accommodation OR House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary (in case residential accommodation is not provided by the Company)
 - b. Hospitalization and major medical expenses for self, spouse, dependent children and dependent parents as per Rules of the Company.
 - c. Car with driver at the expense of the Company for official and personal use
 - d. Telecommunication facilities including broadband, internet and fax as per Company's policy
 - e. Housing Loan as per the Rules of the Company
 - f. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary:

i) Allowances	33.34%
ii) Leave Travel Concession/Allowance	8.33%
iii) Medical allowance	8.33%
	50.00%
iv) Personal Accident Insurance) @ actuals subject	
v) Club Membership fees) to a cap of ...	5.00%
	55.00%

- g. The Company shall obtain and keep live insurance policies as per Company's rules and policy.
- h. All statutory contribution (including Provident Fund and Gratuity Fund) as per the Rules of the Company.
- i. The Managing Director shall be entitled to leave in accordance with the Rules of the Company.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration for a period not exceeding 3 years with effect from November 11, 2015 by way of basic salary, perquisites and benefits and performance linked bonus as specified above, subject to further approvals, if any, required under Schedule V of the Act, or any modification(s) thereto.

In addition to the perquisites and benefits stated above the Company shall reimburse expenses incurred by Mr.Pramod Ranjan for travelling, boarding and lodging during business trips which shall not be considered as perquisites.

Other principal terms and conditions of appointment;

- (i) Termination: The employment may be terminated by either party giving to the other party six months 'notice or gross salary in lieu of the notice period.
 - (ii) Deduction and Taxes: All statutory deductions will be made in accordance with the current provisions or as amended from time to time. Payment of taxes (apart from those deducted at source) will be Mr.Pramod Ranjan's responsibility.
 - (iii) Code of Conduct and Confidentiality: Mr. Pramod Ranjan shall be bound by the Tata Code of Conduct (TCoC) and adhere to the confidentiality undertaking in respect of all proprietary information, intellectual property and documents obtained during his association with the Company as Managing Director and Chief Executive Officer.
6. The Company has complied with the conditions stipulated in Section II of Part II of Schedule V of the Act relating to payment of remuneration to managerial personnel in the case of a Company having no profits or inadequate profits and pursuant thereto, the appointment of Mr. Pramod Ranjan as Managing Director and Chief Executive Officer of the Company including the remuneration payable to him is being placed before the Members of the Company for approval.

The following are the details of additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Pramod Ranjan
Brief Profile	Mr. Pramod Ranjan, aged about 48 years, holds a Hons. Degree in Commerce and a Masters Degree in Business Administration, from Melbourne, Australia. He is an industrialist and part of the Promoters. He has been associated with the Hospitality Industry for more than 2 decades and associated with the Company as a non-executive Director since January 2008.
Relationship with other Directors	Mr. Pramod Ranjan is not related to any of the Directors on the Board as defined in Section 2(77) of the Companies Act, 2013
Experience in specific functional areas	Mr. Pramod Ranjan, has rich experience in the hospitality industry and expertise in project planning and execution. He has exposure and experience in the hospitality industry projects both in India and abroad.
Directorship / Membership of Committees of Board of listed entities	Nil
No of shares held in the Company as the date of Notice	1,41,96,410 Equity Shares of face value ₹1/- each

Statement containing additional information as required by second proviso of paragraph B(iv) of Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION:

1) Nature of industry:

Hospitality Industry.

2) Date or expected date of commencement of commercial production:

The Company was incorporated on September 18, 1970 and has been in the hospitality business for more than 40 years.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators

₹/lakhs

Particulars	2014 – 15	2013 – 14	2012 – 13
Revenue from operations	30,004.66	29,766.03	29,003.50
Profit Before Tax (before exceptional items)	(602.82)	(1,044.13)	(46.23)
Profit after Tax	(299.37)	(719.56)	1,429.81
EPS (Rs.)	(0.17)	(0.40)	0.80
Fixed Assets (Net Block)	45,438.19	46,304.10	46,264.97
Net Worth	23,413.74	27,900.75	29,769.55

5) Foreign investments or collaborations, if any.

The Company is holding 15,00,000 shares of face value US\$10 (100%) in OHL International (HK) Ltd, Hong Kong and 9,19,104 equity shares of face value US\$1 (5.25%) in TAL Hotels & Resorts Ltd, Hong Kong.

II. Information about the appointee :

1) Background details:

Mr. Pramod Ranjan, aged about 48 years, holds a Hons. Degree in Commerce and a Masters Degree in Business Administration, from Melbourne, Australia. He is an industrialist and part of the Promoters. He has been associated with the Hospitality Industry for more than 2 decades and associated with the Company as a non-executive director since January 2008. He is the Managing Director of Kaveri Retreats and Resorts Ltd and holds directorships in Coromandel Sea Foods Pvt. Ltd., Thanor Pottery Pvt. Ltd., Coromandel Beach Properties Pvt. Ltd., Cocoon Resorts Pvt. Ltd., Kodai Heights Properties Pvt. Ltd., Dodla International Ltd., and Whitesands Freight Pvt Ltd and OHL International (H.K) Ltd.

2) Past remuneration:

Not Applicable

3) Recognition or Awards:

None

4) Job Profile and his suitability:

The position of Managing Director and Chief Executive Officer in the Company is entrusted with overall supervision of the various hotel units run under the Company including total control on general conduct and management of the business affairs of the Company. Mr. Pramod Ranjan, being part of the Promoters of the Company, has been associated with the Company for a number of years. He has rich experience in the hospitality industry and expertise in project planning and execution. His exposure and experience in the hospitality industry both in India and abroad is expected to help the Company in overcoming the challenges faced by it in various fronts.

5) Proposed remuneration:

As detailed in the Explanatory Statement to the Notice.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration of Mr. Pramod Ranjan as Managing Director and Chief Executive Officer is commensurate with remuneration paid in the services sector, including hospitality, in India for similar sized roles, taking into consideration the responsibilities shouldered by him. The table below provides a summary of the benchmark data. The proposed Remuneration to Mr. Pramod Ranjan is close to the Mean of the benchmark data:

INR lacs

	P10	P25	Median	Mean	P66	P75	P90
Range for Fixed Pay	39.42	42.33	58.88	56.88	60.76	65.60	70.07
Range for CTC	49.78	54.25	67.35	70.04	82.69	83.66	93.12

(Data Source: Aon Hewitt CXO Survey for 2015-16.)

Note: 'P' indicates Percentile. A percentile is a measure used in statistics indicating the value below which a given percentage of observations in a group of observations fall. For example, P25 i.e. the 25th percentile is the value (or score) below which 25 percent of the observations may be found.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Pramod Ranjan is entitled to receive remuneration and other perquisites as Managing Director and Chief Executive Officer of the Company. He is not related to any managerial personnel of the Company coming under the purview of 'Relative' as defined under sub-section 77 of Section 2 of the Act. He holds 1,41,96,410 shares constituting 7.95% of the paid up share capital of the Company.

III. OTHER INFORMATION:

1) Reasons for loss or inadequate profits:

Pursuant to the economic growth that India witnessed between 2005 to 2009, significant investments were made to bring in place new hotel rooms supply, in anticipation of continued growth in demand. However, with the global economic meltdown, that impacted the Indian economy as well, the onset of the recessionary environment coupled with the unprecedented increase in supply affecting the average room rates coupled with inflationary push on operating costs adversely impacted the profitability of the sector. The oversupply and demand contraction in key markets like Chennai has also adversely affected the business of the Company and its performance.

2) Steps taken or proposed to be taken for improvement:

The Company has initiated a variety of steps in recent years to address the challenges of the unprecedented economic downturn. Such measures have included the combination cost rationalization, continued investments behind customer engagement and brand building which will, in our view, bear fruit in a few years. During the last few years the company has invested in capacity expansion through new hotels in Trivandrum, Coimbatore, besides expanding capacity in one of its hotels in Chennai. Such investments, bearing the long term in view, will yield sustainable benefits for the company. The Company also continues to focus on improving manpower efficiencies with specific aptitude and skills to serve guests, by maximizing effectiveness in terms of customer service and satisfaction. In the absence of healthy growth in revenue due to external reasons, steps are being taken to control both operating and finance costs to improve the profitability. The Positive developments in the economy coupled with a stable supply of room inventory is expected to improve the business from the current financial year.

3) Expected increase in productivity and profits:

It is difficult at this stage to quantify in financial terms the effect of the measures already taken/being taken by the Company to improve the overall performance. However, with the various initiatives undertaken by the company, coupled with an improvement in the economic and business environment, it is expected that the fortunes of the hospitality sector in India as also for the company will progressively improve.

IV. DISCLOSURES

The disclosures as required under this section will be made in Board's Report forming part of the Annual Report 2015-16.

The Board of Directors accordingly recommends the Special Resolution set out in the accompanying notice for approval of the Members.

Mr. Pramod Ranjan shall be deemed to be concerned or interested in the said Resolution. Further, except in their capacity as shareholders of the Company, none of the other directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in the said resolution

All the material documents referred to in the explanatory statement will be made available for inspection at the Registered Office of the Company during normal business hours on all working days except Saturday.

By the order of the Board
For **Oriental Hotels Limited**