

OHL:SEC:47-AGM_Results:2016 – 2017

July 27, 2017

To

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

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
Scrip Code : 500314

Dear Sir,

Sub:-Disclosure/submissions undertaking pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, please find attached the following:-

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein all the resolutions proposed in the notice of AGM were passed under e-voting and physical ballots at the venue of the Annual General Meeting with the combined requisite majority.
2. Report of Scrutinizer dated July 27, 2017, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

Please note that the documents referred above are also being uploaded on the website of the Company.

Kindly take on record the above.

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
Results of E-voting and Polling held on July 25, 2017 at the 47th Annual General Meeting of the Company

Date of AGM 25-Jul-17

Total No. of Shareholders on record date 18,462

No. of shareholders present in the meeting either in person or through proxy: 3436

Promoters & Promoters Group 5

Public 3431

No. of shareholders attended the meeting through Video Conferencing :

Promoters & Promoters Group Nil

Public Nil

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	(A) Adoption of Audited Financial Statements for the year ended March 31, 2017 [Ordinary Resolution] (B) Adoption of Audited Consolidated Financial Statements for the year ended March 31, 2017 [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110908342	86928318	78.38%	86928318	0	100.00%	0.00%
Poll	110908342	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29419999	12890561	43.82%	12890561	0	100.00%	0.00%
Poll	29419999	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	38270839	51895	0.14%	51695	200	99.61%	0.39%
Poll	38270839	3875	0.01%	3865	10	99.74%	0.26%



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.: 2	To appoint a Director in the place of Mr. Rakesh Kumar Sarna (DIN:01875340) who retires by rotation and is eligible for reappointment [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110908342	86928318	78.38%	86928318	0	100.00%	0.00%
Poll	110908342	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29419999	16058130	54.58%	16058130	0	100.00%	0.00%
Poll	29419999	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	38270839	53305	0.14%	50405	2900	94.56%	5.44%
Poll	38270839	3875	0.01%	3865	10	99.74%	0.26%
RESOLUTION NO.: 3	To appoint statutory auditors and fix their remuneration [Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110908342	86928318	78.38%	86928318	0	100.00%	0.00%
Poll	110908342	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29419999	12890561	43.82%	12890561	0	100.00%	0.00%
Poll	29419999	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	38270839	54055	0.14%	53855	200	99.63%	0.37%
Poll	38270839	3875	0.01%	3865	10	99.74%	0.26%
RESOLUTION NO.: 4	Appointment of Mr Phillie Dara Karkaria (DIN 00059397) as an Independent Director of the Company [Special Business - Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110908342	86928318	78.38%	86928318	0	100.00%	0.00%
Poll	110908342	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29419999	16058130	54.58%	16058130	0	100.00%	0.00%
Poll	29419999	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	38270839	53955	0.14%	50846	3109	94.24%	5.76%
Poll	38270839	3875	0.01%	3865	10	99.74%	0.26%



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.: 5	Approval and Ratification of Hotel Operating Agreements entered into between the Company and Indian Hotels Company Ltd [Special Business - Ordinary Resolution]						
PROMOTERS & PROMOTERS GROUP							
E-Voting	110908342	0	0.00%	0	0	0.00%	0.00%
Poll	110908342	0	0.00%	0	0	0.00%	0.00%
PUBLIC - INSTITUTION							
E-Voting	29419999	16058130	54.58%	16058130	0	100.00%	0.00%
Poll	29419999	0	0.00%	0	0	0.00%	0.00%
PUBLIC - NON INSTITUTION							
E-Voting	38270839	74055	0.19%	73855	200	99.73%	0.27%
Poll	38270839	3875	0.01%	3865	10	99.74%	0.26%



**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT
FOR ORIENTAL HOTELS LIMITED**

To,

**The Chairman,
47th Annual General Meeting (AGM) of the Shareholders of Oriental Hotels
Limited held on Tuesday, 25th July, 2017 at 02:30 p.m. at Sathguru Sri Gnanananda
Hall, Narada Gana Sabha, 314, T.T.K Road, Chennai – 600 018.**

**Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot
at AGM conducted at the 47th AGM of Oriental Hotels Limited (the Company) held
on Tuesday, 25th July, 2017**

I, Krishna Sharan Mishra, Practicing Company Secretary, having Membership No. 6447, CP No. 7039, Chennai, representing M/s. KSM Associates, Company Secretaries have been appointed as Scrutinizer by Oriental Hotels Limited (the Company) vide letter dated 13th June 2017 for the purpose of scrutinizing e-voting (remote e-voting) and voting by use of ballot at the Annual General Meeting in respect of the proposed resolutions at the 47th Annual General Meeting of the Company held on Tuesday, 25th July, 2017 at 2.30 p.m. at Sathguru Sri Gnanananda Hall, Narada Gana Sabha, 314, T.T.K Road, Chennai – 600 018.

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 22nd July, 2017 to 5:00 p.m. on 24th July, 2017. 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 47th Annual General Meeting (AGM) of the Company.

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.

Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting), voting by use of ballots at the AGM} by the shareholders on the resolutions/matters proposed in the Notice of the 47th Annual General Meeting of the Company is the responsibility of the management of the Company. Our responsibility as Scrutinizers is to ensure that the voting processes by remote e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render a Combined 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 Integrated Registry Management Services Private 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 20th July, 2017. As on that date the Company had 18,462 (Eighteen Thousand Four Hundred and Sixty Two) shareholders.

The Company had sent the Notices of the AGM by email to 10,558 (Ten Thousand Five Hundred and Fifty-Eight) shareholders whose email ids were made available by them to the Company. Further, the Company had sent physical notices by Speed Post to 2,283 (Two Thousand Two Hundred and Eighty-Three) shareholders and by Registered post to 5,475 (Five Thousand Four Hundred and Seventy-Five) shareholders. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

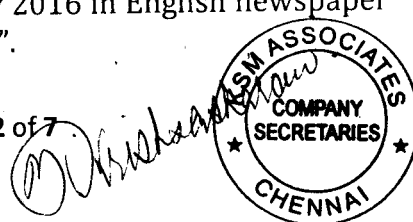
[http://orientalhotels.co.in/wp-content/uploads/2017/06/OHL Annual-Report 2017 Final.pdf](http://orientalhotels.co.in/wp-content/uploads/2017/06/OHL%20Annual-Report%202017%20Final.pdf)

The Notices sent (both through email and physical form) contained the instructions 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 22nd July, 2017 to 5:00 p.m. on 24th July, 2017.

The Company also released an advertisement, which was published more than 21 days in advance of the date of the AGM, on 1st July 2016 in English newspaper "The Financial Express" and in Tamil newspaper "Dinamani".

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At the end of the voting period on 24th July, 2017 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On 25th July, 2017, the votes casted 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. Srivathsan and Mr. Earnest K Prem Kumar G. 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 47th AGM of the Company, members present were allowed to cast their vote through ballot (Physical 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.

After announcement by the Chairman for voting through Physical Ballot, the boxes kept for voting were checked as empty and then locked in our presence with due identification marks placed by us. After completion of voting through Physical Ballot, the locked ballot boxes were opened in our 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 by Physical Ballot at the AGM.

The result of the remote e-Voting together with Physical Ballot at the AGM is as under:

(A) Consolidated

Number of Members who casted 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)
79 (through e-Voting)	103060503	Various as mentioned under each of the Resolution
9 (by way of Physical Ballot at AGM)	3875	Various as mentioned under each of the Resolution

Agenda No. 2:

To appoint a Director in place of Mr. Rakesh Kumar Sarna (DIN: 01875340) who retires by rotation and being eligible offers himself for re-appointment.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	103036853	2900	-
Physical Ballot at AGM	3865	10	-
Total	103040718	2910	
Total - % (approx..)	100	0	

Agenda No. 3:

To appoint the Statutory 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	99872734	200	-
Physical Ballot at AGM	3865	10	-
Total	99876599	210	
Total - % (approx..)	100	0	

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[Handwritten Signature]



Special Business

Agenda No. 4:

Appointment of Mr. Phillie Dara Karkaria (DIN: 00059397) as an Independent Director of the Company.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	103037294	3109	-
Physical Ballot at AGM	3865	10	-
Total	103041159	3119	
Total - % (approx..)	100	0	

Agenda No. 5: *Approval and Ratification of Hotel Operating Agreements entered into between the Company and Indian Hotels Company Ltd.*

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	16131985	200	3599000*
Physical Ballot at AGM	3865	10	-
Total	16135850	210	3599000*
Total - % (approx..)	100	0	

Phillie Dara Karkaria



*Votes casted for 35,99,000 shares have been considered as invalid for the reason of being related party, as per the declaration given by the Company in their letter dated 26th July 2017, in terms of provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Resolutions/Matters indicated in the notice to the said AGM stand passed under e-Voting and Physical Ballot at the Annual General Meeting with the combined requisite majority.

We hereby confirm that we are 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. We 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**




KRISHNA SHARAN MISHRA

Partner

FCS -6447; CP -7039

Place: Chennai

Dated 27th July 2017

Witness 1: *M. Srivathsan*

Name : *M. Srivathsan.*
Address : *Plot no. 8, jaswanth
Homes, Rajeev nagar
13th Street, Nammaligalam.*

Occupation : *SERVICE.*

Witness 2: *G. Lakshmi*

Name : *EARNEST K PREM KUMAR . G*
Address : *3/27 James street
Poonamalle Chennai - 600 056*

Occupation : *SERVICE*

