

December 4, 2023

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 500850

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051.
Scrip Code: INDHOTEL

Sub: Voting Results of Postal Ballot through remote e-voting and Scrutinizer's Report

This is further to our letter dated November 2, 2023, enclosing the Postal Ballot Notice dated November 2, 2023, for seeking consent of the Members of the Company by way of Special Resolution through the remote e-voting process on approval for creation, issue, offer and allotment of equity shares on a preferential basis.

The remote e-voting process concluded on December 2, 2023, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the above Special Resolution with the requisite majority.

In this regard, please find enclosed the following:

1. Voting results of the said Postal Ballot activity through remote e-voting, in relation to the aforesaid business, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – **Annexure - A**
2. The Scrutinizer's Report dated December 4, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 – **Annexure - B**

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company <https://investor.ihcltata.com/ForthComingPostalBallot> and on the website of National Securities Depository Limited - www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Yours sincerely,

BEEJAL DESAI
Executive Vice President
Corporate Affairs & Company Secretary (Group)

Encl: As above

THE INDIAN HOTELS COMPANY LIMITED

CORP Office: 9th Floor, Express Towers, Barrister Rajni Patel Marg, Nariman Point, Mumbai 400 021, Maharashtra, India
REGD Office: Mandlik House, Mandlik Road, Mumbai 400 001, Maharashtra, India
www.ihcltata.com

CIN L74999MH1902PLC000183

T +91 22 6137 1637, F +91 22 6137 1919

T +91 22 6639 5515, F +91 22 2202 7442

Voting Results of Postal Ballot Activity through remote e-Voting	
Date of AGM/EGM	Not applicable (Resolution passed through Postal Ballot on December 2, 2023)
Total number of shareholders on record date	As of cut-off date i.e. October 27, 2023: 5,10,600
No. of shareholders present in the meeting either in person or through proxy	Not applicable (Resolution passed through Postal Ballot)
No. of shareholders attended the meeting through video conferencing:	Not applicable (Resolution passed through Postal Ballot)
No. of resolution passed in the meeting	1

[Home](#)[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for creation, issue, offer and allotment of equity shares on a preferential basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
Public- Institutions	E-Voting	643372287	541925973	84.2321	541906470	19503	99.9964	0.0036
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	643372287	541925973	84.2321	541906470	19503	99.9964	0.0036
Public- Non Institutions	E-Voting	234602714	32316803	13.7751	32251705	65098	99.7986	0.2014
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	234602714	32316803	13.7751	32251705	65098	99.7986	0.2014
Total		1420400342	1116668117	78.6164	1116583516	84601	99.9924	0.0076
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Annexure B

REPORT OF SCRUTINIZER

To,
Mr. N. Chandrasekaran
Chairman
The Indian Hotels Company Limited
Mandlik House, Mandlik Road,
Mumbai- 400001

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot process conducted through Remote e-Voting Result with regard to create, offer, issue and allot equity shares on Preferential Basis

I, Khushroo Keki Driver, Advocate High Court (Reg. No. OS-811) have been appointed as the Scrutinizer by the Board of Directors of The Indian Hotels Company Limited (hereinafter referred to as "**the Company**") vide its Board Resolution dated October 27, 2023 to conduct the Postal Ballot through electronic voting process (Remote e-Voting) in a fair and transparent manner in respect of the Special Resolution for Creation, offer, issue and allotment of equity shares on Preferential Basis, pursuant to the Postal Ballot Notice dated November-2, 2023 (hereinafter referred to as the Notice).

Pursuant to the provisions of the Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (SS-2) read with the General Circular Nos. 14/ 2020 dated April 8, 2020 and 17 / 2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as MCA Circulars), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution as set out in the Notice dated November 2, 2023 was proposed for approval of the Members of the Company as a Special Resolution, by way of Postal Ballot only through Remote e-Voting.



The Notice along with the Statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent via e-mail, only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories/Depository Participants in accordance with the aforesaid MCA and SEBI Circulars. Accordingly, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope was not sent to the Members for this Postal Ballot process. The communication of the assent or dissent of the Members was sought through the Remote E-voting system only.

The Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically, For this purpose the Company had engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members.

The aforesaid Notice was sent on November 2, 2023 through email to all the Members who held shares of the Company and were entitled to vote, as on close of business hours on October 27, 2023 (the Cut-Off Date).

The Company and the NSDL had uploaded the Notice together with the explanatory statement on their respective websites www.ihcltata.com and www.evoting.nsdl.com. The Notice was also uploaded on the Stock Exchanges websites where the securities of the Company are listed viz. www.bseindia.com and www.nseindia.com.

A Public Notice was given in Financial Express and Loksatta respectively, informing the Members about dispatch of Notice and commencement of the Postal Ballot process, which was published on November 3, 2023.

The Remote e-Voting commenced at 9.00 a.m. (IST) on Friday, November 3, 2023 and ended at 5.00 p.m. (IST) on Saturday, December 2, 2023 and the NSDL e-voting module was disabled thereafter. The votes cast under remote e-voting facility were thereafter unblocked by me in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Rules.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules, the MCA Circulars and the Listing Regulations relating to Remote e-voting on the Resolution contained in the Notice.

My responsibility as scrutinizer for the Remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Special resolution.



I now submit my Scrutinizer's Report on the results of the voting by Postal Ballot only through remote e-voting in respect of the said Special Resolution as under:

Report on Postal Ballot Voting

To create, offer, issue and allot equity shares on Preferential Basis:

(i) Voted in favour of the Resolution

No. of Members Voted	No. of valid votes cast by them	% of total number of valid votes
3255	1116583516	99.9924

(ii) Voted Against the Resolution

No. of Members Voted	No. of valid votes cast by them	% of total number of valid votes
215	84601	0.0076

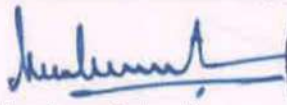
(iii) Invalid Votes

No. of Members whose votes were declared invalid	No. of invalid votes cast by them
Nil	Nil

The votes cast in favour of the aforesaid Special Resolution are more than two-thirds of the votes cast against it. Accordingly, the Special Resolution is considered to have been approved by the Members with requisite majority.

Enclosed is the Register showing the particulars of the e-votes registered on the NSDL e-voting system in respect of the said Resolution.

For Khushroo Driver & Co.


(Khushroo Driver)
Advocate High Court (Reg. No. OS-811)



CERTIFIED TRUE COPY
For THE INDIAN HOTELS CO. LTD.


BEEJAL DESAI
Executive Vice President
Corporate Affairs & Company Secretary (Group)

Date: 04th December, 2023

Place: Mumbai

Encl: a/a

The Indian Hotels Company Limited								
Resolution Required: (Ordinary / Special)		Special Resolution: To create, offer, issue and allot equity shares on Preferential Basis						
Whether promoter/promoter group are interested in the agenda/resolution:		No						
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 polled (7=[5/2*100)
Promoter and Promoter group	E-voting	542425341	542425341	100.0000	542425341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		542425341	100.0000	542425341	0	100.0000	0.0000
Public institutions	E-voting	643372287	541925973	84.2321	541906470	19503	99.9964	0.0036
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		541925973	84.2321	541906470	19503	99.9964	0.0036
Public Non-Institutions	E-voting	234602714	32316803	13.7751	32251705	65098	99.7986	0.2014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32316803	13.7751	32251705	65098	99.7986	0.2014
Total		1420400342	1116668117	78.6164	1116583516	84601	99.9924	0.0076

For Khushroo Driver & Co.

(Khushroo Driver)

Advocate High Court (Reg. No. OS-811)



CERTIFIED TRUE COPY
For THE INDIAN HOTELS CO. LTD.

BEEJAL DESAI
Executive Vice President
Corporate Affairs & Company Secretary (Group)