

THE INDIAN HOTELS COMPANY LIMITED

PROCEEDINGS OF POSTAL BALLOT

MINUTE BOOK

The results on the voting by Postal Ballot, conducted by The Indian Hotels Company Limited, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with circulars issued thereunder (to the extent applicable) and circular number CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities and Exchange Board of India, and pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time on the Resolution passed by Majority of Public Shareholders to approve the Scheme of Arrangement between Lands End Properties Private Limited, The Indian Hotels Company Limited and their respective shareholders and creditors, pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013, Section 78 and Section 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 as applicable, were declared on April 28, 2016 at 5.00 p.m. at the Registered Office of the Company at Mandlik House, Mandlik Road, Mumbai 400001.

Present :

Mr. Beejal Desai - Vice President - Legal & Company Secretary
(Authorised by the Board of Directors to declare the results of Postal Ballot)

Mr. Shreepad M. Korde - Company Secretary in Whole-time practice,
Scrutinizer for the Postal Ballot (appointed by the Board of Directors vide its resolution dated January 15, 2016)

The Company had on March 28, 2016 completed the dispatch to all its Members, the Postal Ballot Notice and explanatory statement thereto dated March 8, 2016, along with Postal Ballot Form with self-addressed postage pre-paid business reply envelope in physical form to all its Members as on March 18, 2016 and additionally dispatched by electronic mode to those Members whose e-mail ID's were registered with the Company / Depository in the Register of Members / Beneficial Owners as on March 18, 2016, for obtaining the consent of the Members to the following Resolution by means of a Postal Ballot :

CHAIRMAN'S
INITIAL

(Signature)

THE INDIAN HOTELS COMPANY LIMITED

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, read with Section 52 of the Companies Act, 2013, Section 78 and Sections 100 to 103 of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 2013, as applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable) and other rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) as may be applicable, the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, and relevant provisions of applicable laws, and subject to the approval of the High Court of Judicature at Bombay and the Securities and Exchange Board of India, the Scheme of Arrangement between Lands End Properties Private Limited, The Indian Hotels Company Limited (the **"Applicant Company"**) and their respective shareholders and creditors, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, read with Section 52 of the Companies Act, 2013, Section 78 and Sections 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 as applicable, be and is hereby approved;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties the Board of Directors of the Applicant Company (herein referred to as the **"Board"**, which term shall deem to include any committee or any person(s) which the Board may nominate or authorise to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications as may be required and/or imposed and/or permitted by the High Court of Judicature at Bombay while sanctioning the Scheme, or by any other authorities under applicable law and as is acceptable to the Board."

The Scrutinizer, Mr. Shreepad M. Korde, had carried out the scrutiny of all the Postal Ballot forms received upto the close of business hours on April 27, 2016 and had submitted his report dated April 28, 2016 to the Chairman.

CHAIRMAN'S
INITIAL

CPM

THE INDIAN HOTELS COMPANY LIMITED

MINUTE BOOK

Mr. Beejal Desai, Vice President - Legal & Company Secretary announced the following result of the Postal Ballot as per the Scrutinizer's Report summarized as under:

Valid / Invalid votes	Number of Members Voted through e-voting and physical ballot form	Number of votes cast (Shares)	% of total number of valid votes cast
Votes in favour of the Resolution	2677	35,49,00,761	99.992
Votes against the Resolution	64	28,430	0.008
Invalid / Abstain votes	42	2,20,054	-

Accordingly, the Resolution as set out in the Postal Ballot Notice dated March 8, 2016 were duly approved vide Postal Ballot by the Members with requisite majority.

Place : Mumbai
Date : May 3, 2016



CHAIRMAN

CHAIRMAN'S
INITIAL



THE INDIAN HOTELS COMPANY LIMITED

CIN: L74999MH1902PLC000183

Registered Office: Mandlik House Mandlik Road Mumbai 400 001 India

Tel 91 22 6639 5515 Fax 91 22 2202 7442

Website: www.tajhotels.com

E-mail : investorrelations@tajhotels.com

April 28, 2016

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J. Towers
Dalal Street, Fort
Mumbai- 400001

National Stock Exchange of India Ltd
5th Floor, Exchange Plaza, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra East
Mumbai 400051

Dear Sir,

Sub: Results of Postal Ballot voting under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

This is with further reference to our letter dated March 23, 2016 enclosing the Postal Ballot Notice along with the Explanatory Statement for seeking the consent of the Members for matters set forth in the Postal Ballot Notice.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 we are enclosing herewith the Voting Results of the said Postal Ballot and would like to inform you that the Resolutions set forth in the Postal Ballot Notice are approved by the Members of the Company with the requisite majority of public shareholders.

Kindly take the above document on record.

Yours sincerely,



BEEJAL DESAI
Vice President- Legal & Company Secretary

Encl. a/a

THE INDIAN HOTELS COMPANY LIMITED

Format for Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Annexure I

Date of the AGM/EGM	28/04/2016
Total number of shareholders on record date	142064
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	1. To approve the Scheme of Amalgamation between Lands End Properties Pvt Ltd, The Indian Hotels Co. Ltd and their respective shareholders and creditors pursuant to the provisions of Sec 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013. Section 78 and Section 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 as applicable									
Whether promoter/ promoter group are interested in the agenda/resolution?	Category	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										
	Poll										
	Postal Ballot (if applicable)										
	Total	382400080	348253014	88.995	348253014	0	100.000	0.000			
Public - Institutions	E-Voting										
	Poll										
	Postal Ballot (if applicable)										
	Total	389072052	348502616	89.573	348502616	0	100.000	0.000			
Public - Non Institutions	E-Voting										
	Poll										
	Postal Ballot (if applicable)										
	Total	217797149	6426575	2.951	6398145	28430	99.558	0.442			
Total		989269281	354929191	35.878	354900761	28430	98.992	0.008			

- Excludes 4,734 Equity shares lying to the credit of the Unclaimed Suspense Account on which voting rights have been frozen, in terms of Clause 5A(e)(d) of the listing agreement

DATE: 28/04/2016

PLACE: Mumbai





SHREEPAD M. KORDE

**M. Com., L.L.B., A.C.S.
COMPANY SECRETARY**

Seeta Sadan, Bal Govinddas Road, Mumbai - 400 016. Tel.: 24228039 • Mobile : 9833748505

**The Chairman
The Indian Hotels Company Limited
Mandlik House
Mandlik Road
Mumbai - 400 001.**

Scrutinizer's Report

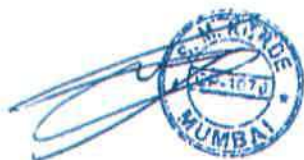
Dear Sir,

1. I, Shreepad M. Korde, Company Secretary in Whole time practice, was appointed by vide resolution dated January 15, 2016 passed by the Board of Directors of The Indian Hotels Company Limited, CIN- L74999MH1902PLC000183 having its Registered Office at Mandlik House, Mandlik Road, Mumbai- 400001 as the Scrutinizer for conducting the Postal Ballot voting process in respect of the following resolution:
 - (i) Resolution passed by Majority of Public Shareholders To approve the Scheme of Arrangement between Lands End Properties Private Limited, The Indian Hotels Company Limited and their respective shareholders and creditors, pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013, Section 78 and Section 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 as applicable.
2. I have scrutinized the physical ballot forms and e-voting and votes tendered therein as maintained in the register, in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.
3. I now submit my Report as under, on the result of the voting by postal ballot in physical and e-voting, in respect of the said Resolution:
 - 3.1 The Company completed on March 28, 2016 the dispatch of Postal Ballot forms alongwith postage prepaid business reply envelopes to the Members of the Company, whose e-mail ID's were not registered with the Depositories / Company and sent an e-mail to those members, whose e-mail ID's were registered in the Register of Members / Beneficiary Owners as on March 18, 2016.
 - 3.2 Particulars of the Postal Ballot forms received from the Members have been entered in the register separately maintained for the purpose.
 - 3.3 The Postal Ballot forms are kept under my safe custody in sealed and tamper proof ballot boxes, before commencing the scrutiny of such postal ballot forms.

- 3.4 The ballot boxes were opened between March 29, 2016 to April 27, 2016 in my presence.
- 3.5 The Postal Ballot forms were opened in my presence & scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company/list of Beneficial Owners received from the Depositories as on April 27, 2016.
- 3.6 I have downloaded the e-voting Report from Central Depository Services (India) Limited (CDSL) website by using the Scrutinizer's Login ID and Password on April 26, 2016 after 5.00 p.m. Indian Standard Time (IST).
- 3.7 All Postal Ballot forms received upto the close of working hours i.e. 5.00 p.m. (IST) on April 27, 2016 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 3.8 All votes casted on E-voting Website of CDSL upto the close of working hours i.e. 5.00 p.m. (IST) on April 26, 2016 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 3.9 Envelopes containing postal ballot forms which are received after April 27, 2016, 5.00 p.m. IST are not considered for my scrutiny. I have directed the Company to keep them separately, unopened.
- 3.10 I did not find any defaced or mutilated ballot paper.
- 3.11 The Postal Ballot papers were signed by any one of the joint-holders and in case of Corporate members, by their duly authorized representative, in terms of their respective Board resolutions.
4. A summary of the Postal Ballot forms received and e-voting for the aforesaid resolution is given below:

(i) Voted in favor of the Resolution:

Number of Members Voted through e-voting system and through physical ballot form	Number of votes cast (in shares)	% of total number of valid votes cast
2677	35,49,00,761	99.992



(ii) Voted against the Resolution:

Number of Members Voted through e-voting system and through physical ballot form	Number of votes cast (in shares)	% of total number of valid votes cast
64	28,430	0.008

(iii) Invalid and Abstain Votes:

Number of Members	Representing Number of shares
42	2,20,064

5. I shall hand over upon signing of the minutes, the postal ballot forms and other related papers / registers and records for safe custody to the Company Secretary / Director authorized by the Board, to supervise the postal ballot process.
6. Accordingly, the above Resolution as set out in the Notice of the Postal Ballot dated March 8, 2016 stands approved by the Members with the requisite majority.
7. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for each Resolution is enclosed.
8. You may accordingly declare the result of the voting by Postal Ballot and e-voting.


S.M. Korde
Scrutinizer
Practicing Company Secretary
ACS : 563 CP-1079



THE INDIAN HOTELS COMPANY Ltd.



CHAIRMAN

Place : Mumbai
Date : April 28, 2016