



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

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April 14, 2015

BSE Ltd.

Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.

National Stock Exchange of India Ltd.

Exchange Plaza
Bandra Kurla Complex
Bandra East
Mumbai 400051

Dear Sirs,

**Re: Proceedings of Postal Ballot for the appointment and terms of remuneration of
Mr. Rakesh Sarna as Managing Director and Chief Executive Officer.**

Pursuant to the provisions of Clause 31 of the Listing Agreement, please find enclosed the proceedings of the Postal Ballot conducted by the Company for passing an Ordinary Resolution for approval of appointment and terms of remuneration of Mr. Rakesh Sarna as Managing Director and Chief Executive Officer of the Company.

You are requested to kindly take the same on record.

Yours sincerely,

Beejal Desai
Vice President – Legal & Company Secretary

Encl: a/a

THE INDIAN HOTELS COMPANY LIMITED

PROCEEDINGS OF POSTAL BALLOT

INUTE BOOK

The results on the voting by Postal Ballot conducted by The Indian Hotels Company Limited, 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 Ordinary Resolution under the provisions of Sections 196 and 197 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read together with Schedule V of the Companies Act, 2013 and rules framed thereunder seeking approval for the appointment and terms of remuneration of Mr. Rakesh Sarna as Managing Director and Chief Executive Officer, as set out in the Notice dated January 23, 2015, were declared on March 13, 2015 at 3.00 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 23, 2015)

The Company had on February 9, 2015 completed the dispatch to all its Members, of postal ballot forms alongwith postage pre-paid business reply envelopes to its Members whose e-mail ID's were not registered with the Company and sent e-mail to Members whose e-mail ID's were registered with the Company / Depository in the Register of Members / Beneficial Owners, a Notice dated January 23, 2015 under Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, for obtaining the consent of the Members to the following Resolutions by means of a Postal Ballot :

Ordinary Resolution :

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, read together with Schedule V of the Companies Act, 2013, and the Rules framed thereunder, including any statutory modification thereof, for the time being in force and subject to the approval of the Central Government and such conditions and modifications as may be

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THE INDIAN HOTELS COMPANY LIMITED

prescribed or imposed by the Central Government while granting such approval and such other approvals if any, the approval of the Members be and is hereby accorded to the appointment of Mr. Rakesh Sarna as the Managing Director and Chief Executive Officer of the Company for a period of 5 years with effect from September 1, 2014 upto August 31, 2019 on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice (including the 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 in such manner as may be agreed to between the Board and Mr. Sarna,

RESOLVED FURTHER THAT the Board or a Committee thereof, be and is hereby authorized to take such steps as may be necessary 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 other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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 March 11, 2015 and had submitted his report dated March 12, 2015 to the Chairman.

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

Valid / Invalid votes	Number of Members Voted through e-voting and physical ballot form	Number of Shares	% to votes
Valid votes in Favour of the Resolution	3,016	50,12,30,474	99.95
Valid votes Against the Resolution	163	2,27,339	0.05
Invalid Votes	84	1,15,284	-

Accordingly, the Ordinary Resolution as set out in the Notice dated January 23, 2015 was duly approved vide a Postal Ballot by the requisite majority of the Members.

Place: Mumbai
Date: March 16, 2015



CHAIRMAN