



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

June 7, 2016

BSE Limited

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

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Symbol: IndHotel

Dear Sirs,

Sub: Issuance of Notices for Postal Ballot with E-Voting and Advertisements published by the Company

By way of our letter dated May 18, 2016, we had informed you that the Board of Directors of The Indian Hotels Company Limited (“Company”) had, at its meeting held on May 18, 2016, accorded its approval to allow United Overseas Holding Inc (UOH), an indirect wholly owned subsidiary of the Company in the United States, to pursue the option of divestment of the Taj Boston hotel by way of sale/ disposal of the LLC interests in IHMS (Boston) LLC (a direct subsidiary of UOH), at a consideration not being lower than US\$ 125 million (US Dollars One hundred and twenty five million), to an independent third party, subject to negotiations and execution of suitable agreements and receipt of approval from its Members (along with other approvals, as would be necessary).

In furtherance of the above, we wish to inform you that the Company has, on June 6, 2016, completed despatch of the notice of postal ballot and e-voting along with the explanatory statement thereto under section 110 of the Companies Act, 2013, to the Members of the Company, seeking their consent to sell the 100% of the issued and outstanding LLC interests in IHMS (Boston) LLC, a limited liability company, owned by United Overseas Holdings Inc. (an indirect wholly owned subsidiary of the Company) (“Postal Ballot Notice”).

Please find enclosed copies of the following:

1. Postal Ballot Notice
2. Advertisement in connection with the Postal Ballot Notice and e-voting issued to the Members of the Company, as published on June 7, 2016 in the Financial Express (all editions in English) and Loksatta (Mumbai edition in Marathi) respectively.

You are requested to kindly acknowledge receipt and take the same on record.

Yours sincerely,



BEEJAL DESAI

Vice President - Legal & Company Secretary

Encl.: a/a

THE INDIAN HOTELS COMPANY LIMITED

Corporate Identity Number: L74999MH1902PLC000183

Registered Office: Mandlik House, Mandlik Road, Mumbai 400001.

Tel No.: 022-66395515 • **Fax No.:** 022-22027442

E-mail: investorrelations@tajhotels.com • **Website:** www.tajhotels.com

POSTAL BALLOT NOTICE

Dear Member,

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

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”), read together with the Companies (Management and Administration) Rules, 2014 (“**Rules**”), including any statutory modifications thereof for the time being in force, that The Indian Hotels Company Limited (the “**Company**”) is seeking the approval of the Members by way of a 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 this 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. S. M. Korde, Practicing Company Secretary (Membership No. 563) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with the related Rules (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, instead of dispatching the Postal Ballot Form by post. E-voting is optional and all Members (whether holding shares in demat form or in physical form) may vote either by completing and dispatching the Postal Ballot Form 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. on Wednesday, July 6, 2016. If any postal ballot is received after 5:00 p.m. on Wednesday, July 6, 2016, it will be considered that no reply from such Member has been received and such postal ballot would not be considered.

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 will submit his report to the Chairman of the Company, on or before July 7, 2016 and the result of the Postal Ballot will be announced on Thursday, July 7, 2016, at 5:00 p.m. at the Company’s Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company’s corporate website www.tajhotels.com at the following url <https://www.tajhotels.com/en-in/about-taj-group/investors/investor-sevices/postal-ballot/>, besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and Depositories.

To sell the 100% of the issued and outstanding LLC interests in IHMS (Boston) LLC, a limited liability company, owned by United Overseas Holdings Inc. (an indirect wholly owned subsidiary of the Company)

To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013, the Rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent, approval and authority of the Company be and is hereby granted for divestment by United Overseas Holdings Inc., an indirect wholly owned subsidiary of the Company incorporated in the State of Delaware in the United States of America, to a third party, by way of sale, transfer, assignment or disposal of, upto, the entire issued and outstanding LLC interests in IHMS (Boston) LLC (**“LLC Interest”**), a limited liability company, held by United Overseas Holdings Inc., for an aggregate consideration of not less than US\$ 125 million (US Dollars One Hundred and Twenty Five million), and thereby ceasing to exercise any ownership or control over IHMS (Boston) LLC on such sale, transfer, assignment or disposal, on such terms and conditions and with such modifications as may be required as the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee of directors constituted by the Board), may deem fit and appropriate in the interests of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the LLC Interest Purchase Agreement, Management Services Agreement, and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

**By Order of the Board of Directors
For The Indian Hotels Company Limited**

May 18, 2016
Mumbai

BEEJAL DESAI
Vice President – Legal & Company Secretary

Registered Office:
Mandlik House
Mandlik Road
Mumbai – 400001

Notes:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, the Company is pleased to offer e-voting facility to its Members holding equity shares as on May 31, 2016 being the cut off date, to exercise their right to vote electronically on the above resolutions.
2. 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 using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the said resolution is annexed herewith.
4. All documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. and 5:00 p.m. on all working days upto July 5, 2016. The Registered Office of the Company is situated at Mandlik House, Mandlik Road, Mumbai 400 001, India.
5. The Notice, together with the documents accompanying the same, is being sent to all the Members by permitted mode (and electronically by e-mail to those Members who have registered their e-mail ids with the Company/ Registrar and Share Transfer Agents/ NSDL/ CDSL), whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL/CDSL as on May 31, 2016. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cutoff date may cast their vote by e-voting. The Notice will be displayed on the website of the Company (<https://www.tajhotels.com/en-in/about-taj-group/investors/investor-sevices/postal-ballot/>) and on the website of NSDL (<https://www.evoting.nsdl.com/>).
6. The date of dispatch of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Financial Express in English language; and (ii) Loksatta (Mumbai edition) in Marathi language, having wide circulation in the district where the registered office of Company is situated.
7. The Company has appointed Mr. Shreepad M. Korde, Practicing Company Secretary (Membership No. 563) as the Scrutinizer to conduct e-voting process in a fair and transparent manner.
8. A postal ballot form along with self-addressed postage business reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form, can download the postal ballot form from the following url on the Company's corporate website <http://www.tajhotels.com/about-taj/investor-relations/ballot.html> or seek a duplicate postal ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before July 6, 2016. Any postal ballot form received after the said date and time period shall be treated as if the reply from the Member has not been received.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint Members.
10. The postal ballot form should be completed and signed by the Member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("PoA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorisation giving the

requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on July 7, 2016 at the registered office of the Company situated at Mandlik House, Mandlik Road, Mumbai 400001, India. The results, together with the Scrutinizer's Report, will be displayed at the registered office of the Company and on the website of Company (<https://www.tajhotels.com/en-in/about-taj-group/investors/investor-services/postal-ballot/>), besides being communicated to BSE Limited and the National Stock Exchange of India Limited.

11. Kindly note that the Members can opt only one mode for 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.
12. The vote on postal ballot cannot be exercised through proxy.
13. The e-voting period commences on June 7, 2016 (9:00 a.m. IST) and ends on July 5, 2016 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., May 31, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting on July 5, 2016 at 5.00 p.m. IST. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

14. Voting through Electronic Means

The instructions for Members for voting electronically are as under:-

(a) In case of Shareholders' receiving e-mail from NSDL

- i. Open the e-mail and access the attached PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder - Login
- iv. Put user ID and password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" of The Indian Hotels Company Limited
- viii. Now you are ready for e-Voting as Cast Vote page opens
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote

- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail fraternitygroup2010@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- i. Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
104001		

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (c)** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (d)** If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

The following Explanatory Statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the accompanying Notice dated May 18, 2016.

To sell the 100% of the issued and outstanding LLC Interests in IHMS (Boston) LLC, a limited liability company, owned by United Overseas Holdings Inc. (an indirect wholly owned subsidiary of the Company)

A. BACKGROUND

The Company through its wholly owned subsidiary had acquired the Taj Boston hotel in 2006 as part of the Company's long term strategy to expand its footprint in key markets, globally. A presence in the United States of America ("US") is important to the Company as the US is the largest feeder market for the Company, from amongst all its overseas source markets.

Pursuant to the onset of the global economic recession, which has impacted the fortunes of the hospitality sector around the world and thus, the Company's profitability, the Company is relooking at all options for a course correction in strategy, focusing on growth in high margin markets and undertaking a relook at its existing portfolio of assets.

Previously, International Hotel Management Services LLC ("IHMS LLC") [formerly known as International Hotel Management Services Inc.], a wholly owned subsidiary of the Company, directly held all the investments of the Company in the US, including entities that housed the assets and operations of the hotels owned/operated by the Company in the US. Pursuant to the approval granted by the Board of Directors ("Board") and the Reserve Bank of India, the Company has concluded a comprehensive restructuring of the holding structure of its international investments ("IR Plan"). As a part of the IR Plan, all the entities and investments along with other assets and liabilities held by IHMS LLC earlier, have now been transferred to United Overseas Holding Inc ("UOH Inc"), a newly incorporated indirect wholly owned subsidiary of the Company in the US.

B. PROPOSED TRANSACTION

UOH Inc, an indirect wholly owned subsidiary of the Company, presently owns the entire issued and outstanding LLC interests in IHMS (Boston) LLC ("LLC Interest"), a limited liability company. IHMS (Boston) LLC is the asset owning company of Taj Boston, Boston, Massachusetts ("Boston Hotel").

In a meeting of the Board held on May 18, 2016, the Board authorised UOH Inc to divest the Boston Hotel by way of sale, transfer, assignment or disposal of the LLC Interests in IHMS (Boston) LLC to a willing third party ("Purchaser") and to execute such agreements and other documents as may be required for the purpose of or in relation to, the divestment ("Transaction"), subject to requisite approvals.

The recent historical performance of the Boston Hotel is profiled below:

US\$ million			
Particulars	2015-16	2014-15	2013-14
Total Revenue	34.1	34.5	32.9
EBITDA	(0.6)	(0.3)	(1.3)
Profit/(Loss) before tax	(7.3)	(6.7)	(7.8)

In line with the above, the Company proposes to approach appropriate Purchasers, such as real estate investment firms or real estate focused private equity firms or any other such suitable independent third parties, interested in leveraging upon the “Taj” brand by retaining the Company as the manager for the Boston Hotel by way of a management services agreement, or such other agreement as may be required (“**Management Services Agreement**”).

Thus, upon change of ownership of IHMS (Boston) LLC, the Boston Hotel is intended to continue to be marketed as a part of the ‘Taj Group of Hotels’ pursuant to the Management Services Agreement to be executed with the Purchaser, which shall set out customary terms and conditions of the arrangement of this nature, including the fee structure, lock in period, rights and responsibilities of each party and options for future extensions. The other definitive documents that would need to be executed in relation to the Transaction shall also include terms and conditions, as is customary in transactions of such nature, including representations, warranties, indemnities, guarantees and escrow retentions.

Accordingly, under the desired Transaction structure, it is proposed that the Company shall continue to manage and retain its brand presence at the Boston Hotel. This approach will thus enable the Company to unlock value whilst retaining the Company’s brand presence.

Taking into consideration the valuations of recent transactions in the US market for comparable hotels, the Company’s requirement to modernize its hotels in its core domestic market, the desire to reduce debt and other business needs, the Board of Directors of the Company has approved the transfer of the LLC Interest in IHMS (Boston) LLC at a consideration not being lower than US\$ 125 million (US Dollars One Hundred and Twenty Five million).

The sale proceeds from the Transaction shall be partially utilised to retire foreign currency debt presently outstanding in UOH Inc and the balance, net of transaction costs, shall be ultimately repatriated to India, to be utilised towards, reduction of rupee debt availed by the Company, and/or towards other corporate purposes by the Company.

Accordingly, the Board has authorised the management to do such acts and to execute such deeds, contracts agreements as may be required to accomplish the Transaction, subject to the requisite approvals from the shareholders and other approvals, as may be required.

C. SALE OF LLC INTEREST OF A MATERIAL SUBSIDIARY BY A MATERIAL SUBSIDIARY

Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal. Further, Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that selling of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal.

UOH Inc’s net worth exceeds 20% (twenty percent) of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year. Pursuant to aforementioned Regulation 24(6), UOH Inc will be classified as a material subsidiary of the Company and the LLC Interest proposed to be sold to the Purchaser and currently held by UOH Inc constitutes more than 20% of the assets of UOH Inc. Accordingly, the sale of the LLC Interest by UOH Inc, requires approval of the shareholders of the Company through a special resolution. Additionally, as IHMS (Boston) LLC’s net worth exceeds 20% (twenty percent) of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year, the approval of the Members is also being sought in accordance with aforementioned Regulation 24(5).

D. BOARD APPROVAL

The Board on May 18, 2016, has approved the Transaction.

The Board is of the opinion that the proposed divestment is in the overall best interest of the Company and recommends the passing of the resolution as set out in the accompanying notice as a special resolution. The proposed special resolution provides adequate flexibility and discretion to the Board to finalise the terms of the sale in consultation with advisors, experts or other authorities as may be required.

None of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company. The shareholding of the said Directors and Key Managerial Personnel and their relatives, is less than 2% of the paid-up share capital of the Company. The effect of the said resolution on the interests of the Directors and Key Managerial Personnel and their relatives, is not any different from the effect of the said resolution on other shareholders of the Company. The details of the shareholding of the Directors, Key Managerial Personnel and their relatives as on March 31, 2016 is as follows:

S. No	Name	No. of shares held in the Company	No. of shares held in UOH Inc
1	Cyrus Pallonji Mistry	128625	Nil
2	Mehernosh Sorab Kapadia	24180	Nil
3	Villu Mehernosh Kapadia (Relative of Mr. M S Kapadia)	39300	Nil
4	Khushnoo Mehernosh Kapadia (Relative of Mr. M S Kapadia)	140	Nil
5	Harsha Shantilal Parekh (Relative of Mr. Deepak Parekh)	2561	Nil

**By Order of the Board of Directors
For The Indian Hotels Company Limited**

May 18, 2016
Mumbai

BEEJAL DESAI
Vice President – Legal & Company Secretary

Registered Office:
Mandlik House
Mandlik Road
Mumbai – 400001

TUESDAY | JUNE 7 | 2016

Tuesday June 7th 2016**THE INDIAN HOTELS COMPANY LIMITED**

Corporate Identity Number : L74999MH1902PLC000183

Regd. Office: Mandlik House, Mandlik Road, Mumbai-400001.

Tel No.022-66395515 ; Fax No.022-22027442

Email ID : investorrelations@tajhotels.com ; Website : www.tajhotels.com**NOTICE TO MEMBERS**

Members of The Indian Hotels Company Limited ("Company") are hereby informed that pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014, the Company is seeking approval of Members of the Company, by way of postal ballot and e-voting, to sell the 100% of the issued and outstanding LLC interests in IHMS (Boston) LLC, a limited liability company, owned by United Overseas Holdings Inc. (an indirect wholly owned subsidiary of the Company) ("Postal Ballot").

The Company has on June 6, 2016 completed the dispatch of the notice of the Postal Ballot and the explanatory statement thereto ("Postal Ballot Notice") alongwith a postal ballot form ("Form") and a self-addressed postage pre-paid, business reply envelope in physical form to all the Members of the Company as on May 31, 2016 ("cut-off date") and additionally dispatched by electronic mode to those Members whose e-mail IDs are registered with the Company/ Depositories on May 31, 2016.

The voting in respect of the Postal Ballot will commence on June 7, 2016 at 9:00 a.m. IST and end on July 6, 2016 at 5:00 p.m. IST. Members may vote on the Postal Ballot by sending duly completed Form in a self-addressed prepaid envelope dispatched with the Form so as to reach the Scrutinizer, Mr. Shreepad M. Korde, a Practicing Company Secretary, (Membership No. 563) appointed by the Board of Directors of the Company, not later than July 6, 2016 at 5:00 p.m. IST. Form received after July 6, 2016 after 5:00 p.m. IST will be considered as invalid and voting whether by post or by electronic means shall not be allowed beyond said date and time.

Members who have not received the Postal Ballot Notice/ Form and wish to receive a duplicate copy, may write to the Company at its Registered Office or send an email to investorrelations@tajhotels.com. Further, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes in respect of the Postal Ballot by electronic means through the services provided by National Securities Depository Limited (NSDL).

The e-voting period begins on June 7, 2016 at 9:00 a.m. IST and ends on July 5, 2016 at 5:00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. May 31, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting on July 5, 2016 at 5:00 p.m. IST and e-voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

Members can opt for only one mode of voting i.e. either through e-voting or by physical ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot shall be treated as invalid.

The instructions for e-voting are given in the Postal Ballot Notice to enable the Members to use e-voting facility. 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 User details/ Password option available on <https://www.evoting.nsdl.com/>. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Postal Ballot Notice and holding shares as on the cut-off date, may cast their vote by following the instructions of 'Voting through Electronic Means' included in the Postal Ballot Notice available at <https://www.tajhotels.com/en-in/about-taj-group/investors/investor-services/postal-ballot/>. 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 only shall be entitled to avail the facility of remote e-voting as well as voting by physical ballot.

The Postal Ballot Notice, including the e-voting instructions and the Form are available on the Company's website at <https://www.tajhotels.com/en-in/about-taj-group/investors/investor-services/postal-ballot/> and a copy is also available on the website of NSDL at <https://www.evoting.nsdl.com/>. Copy of the Postal Ballot Notice is also available at www.bseindia.com and www.nseindia.com.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions for Shareholders and e-voting user manual for Shareholders available at the downloads section of www.evoting.nsdl.com or contact Ms. Pallavi Mhatre, Assistant Manager, at the e-mail ID evoting@nsdl.co.in or phone number 022-24994600 or the toll free number 1800-222-990. Further, for any queries pertaining to the Postal Ballot process, you may contact Mr. Sanjeev Bodhe at the Registered Office of the Company.

The Results of the Postal Ballot would be announced on July 7, 2016 at 5:00 p.m. IST at the registered Office of the Company and displayed along with the Scrutinizer's Report on the website of the Company <https://www.tajhotels.com/en-in/about-taj-group/investors/investor-services/postal-ballot/>.

Dated at Mumbai this 6th day of June, 2016.

Registered Office:

Mandlik House,
Mandlik Road,
Mumbai-400001

By Order of the Board of Directors

Beejal Desai
Vice President - Legal & Company Secretary



Hotels Resorts
and Palaces

दि इंडियन हॉटेल्स कंपनी लिमिटेड

कॉर्पोरेट आयडेंटिटी नंबर : एल७४९९एमएच१९०२पीएलसी०००१८३

नोंदणीकृत कार्यालय : मंडलिक हाऊस, मंडलिक रोड, मुंबई - ४०० ००१.

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ईमेल आयडी : investorrelations@tajhotels.com ; वेबसाईट : www.tajhotels.com

सदस्यांना सूचना

कंपनी (व्यवस्थापन व प्रशासन) नियम २०१४ यासह एकत्रीत वाचलेल्या कंपनी अधिनियम, २०१३ च्या कलम ११० आणि सिक्कुरिटिज ऑड एक्चेंज बोर्ड ऑफ इंडिया (लिस्टिंग ऑब्जेक्टिव्हेशन ऑड डिस्कलोजर रिव्वायरमेंट्स) रेग्युलेशन, २०१५ च्या अनुसार दि इंडियन हॉटेल्स कंपनी लिमिटेडच्या ("कंपनी") सदस्यांना याद्वारा कळविण्यात येते की, युनायटेड ओव्हरसीज होल्डिंग इन्को. (अप्रत्यक्षरीत्या कंपनीची संपूर्ण मालकीची उप कंपनी) च्या मालकीची, एक मर्यादित दायित्व कंपनी, आयएचएमएस (बोस्टन) एलएलसी मधील जारी केलेले आणि अदस्त एलएलसी इट्रेसची १००% विक्री करण्याकरिता पोस्टल बॅलट व ई-वोटिंगद्वारा कंपनीच्या सदस्यांची मान्यता मिळविण्याकरिता कंपनी प्रयत्नशील आहे. ("पोस्टल बॅलट")

कंपनीने ०६ जून २०१६ रोजी पोस्टल बॅलटची सूचना ("पोस्टल बॅलट नोटीस") आणि पोस्टल बॅलट फॉर्म ("फॉर्म") समवेत त्यासंबंधीत स्पष्टीकरणात्मक विवरणे आणि ३१ मे, २०१६ रोजी प्रमाणे ("कट-ऑफ तारीख") कंपनीच्या सर्व सदस्यांना प्रत्यक्ष स्वरूपात स्वतःचा पत्ता लिहिलेल्या पोस्टेज प्री-पेड बिल्लेस रित्या इन्व्हलप आणि त्यासोबत ज्या सदस्यांचे ईमेल आयडीज ३१ मे, २०१६ रोजी प्रमाणे कंपनी/डिपॉझिटरीजकडे नोंदणीकृत आहेत अशा सदस्यांना इलेक्ट्रॉनिक पद्धतीत पाठविण्याचे काम पूर्ण केले आहे.

पोस्टल बॅलटच्या बाबत मतदान ०७ जून, २०१६ रोजी स. ०९.०० वा (भाप्रवे) सुरू होईल आणि ०६ जुलै २०१६ रोजी सायं. ०५.०० वा. (भाप्रवे) संपेल. सदस्य उशिरात उशिरा ०६ जुलै २०१६ रोजी सायं. ०५.०० वा (भाप्रवे) पर्यंत कंपनीच्या संचालक मंडळद्वारा नियुक्ती केलेल्या परिनिरीक्षक, श्री. श्रीपाद एम कोरडे, प्रॅक्टिसींग कंपनी सेक्रेटरी, (सदस्यत्व कं. ५६३) यांच्याकडे जेणेकरून पाहणीत अशा बताने फॉर्मसह पाठविलेल्या स्वतःचा पत्ता लिहिलेल्या प्री-पेड इन्व्हलपमध्ये यथोचितरीत्या पूर्ण असलेल्या फॉर्ममार्फत पोस्टल बॅलटवर मतदान करू शकतील. ०६ जुलै २०१६ रोजी सायं. ०५.०० वा. (भाप्रवे) नंतर स्वीकारलेले फॉर्म अवैध समजले जातील आणि पोस्ट किंवा इलेक्ट्रॉनिक पद्धतीने मतदान करण्यास उक्त तारीख व वेळेत अनुमती दिली जाणार नाही.

ज्या सदस्यांनी पोस्टल बॅलट नोटीस / फॉर्म स्विकारले नाहीत आणि त्यांना प्रतिनिधीत ते हवे आहेत असे सदस्य कंपनीच्या नोंदणीकृत कार्यालयाला लिहू शकतील किंवा investorrelations@tajhotels.com यावर ईमेल करू शकतील.

याअधिक, कंपनीच्या सर्व सदस्यांना नॅशनल सिक्कुरिटिज डिपॉझिटरीज लिमिटेड (एनएसडीएल) यांच्या द्वारा तरतूद केलेल्या सेवांद्वारा इलेक्ट्रॉनिक पद्धतीने पोस्टल बॅलटच्या बाबत त्यांना मतदान करणे सुकर होण्याकरिता ई-वोटिंग सुविधेची तरतूद करताना कंपनीला आनंद होत आहे.

ई-वोटिंग कालावधी ०७ जून २०१६ रोजी स. ०९.०० वा (भाप्रवे) सुरू होईल आणि ०५ जुलै, २०१६ रोजी सायं. ०५.०० वा (भाप्रवे) संपेल. या कालावधीत कंपनीच्या ज्या सदस्यांकडे प्रत्यक्षरीत्या स्वरूपात किंवा डिमॅटरीअलाईज्ड स्वरूपात संबंधीत तारखेनुसार म्हणजेच, ३१ मे, २०१६ रोजी प्रमाणे भाग आहेत ते त्यांचे मतदान इलेक्ट्रॉनिक पद्धतीने करू शकतील. ई-वोटिंग प्रणाली ०५ जुलै, २०१६ रोजी सायं. ०५.०० वा (भाप्रवे) मतदान करण्यास एनएसडीएलद्वारा निःसमर्थ करण्यात येईल आणि उक्त तारीख व वेळेत ई-वोटिंग करण्यास अनुमती दिली जाणार नाही. उरावावर एकदा मतदान केल्यास, त्याला किंवा तिला तदनंतर त्यात बदल करण्यास अनुमती दिली जाणार नाही.

सदस्य एकाच प्रकारे मतदान करण्याचा पर्याय निवडू शकतील म्हणजेच ई-वोटिंगद्वारा किंवा प्रत्यक्ष मतदानाद्वारा. जर सदस्याने दोन्ही प्रकारे मतदान केल्यास ई-वोटिंगद्वारा केलेले मतदान प्राधान्य धरले जाईल आणि प्रत्यक्ष स्वरूपात केलेले मतदान अवैध मानण्यात येईल.

सदस्यांना ई-वोटिंग सुविधेचा वापर करण्यास सुकर होण्याकरिता ई-वोटिंगबाबतच्या सूचना पोस्टल बॅलट नोटीसमध्ये दिल्या आहेत. जे सदस्य याआधीच एनएसडीएलशी नोंदणीकृत आहेत, ते ई-वोटिंगकरिता विद्यमान युजर आयडीचा आणि पासवर्डचा मतदानाकरिता वापर करू शकतील. जर तुम्ही तुमचा पासवर्ड विसरला आहात तर तुम्ही <https://www.evoting.nsdl.com> यावर उपलब्ध असलेल्या फॉर्मगट युजर डिटेल्स/पासवर्ड पर्यायाचा वापर करून पासवर्ड रीसेट करू शकाल. कोणतीही व्यक्ती, जी कंपनीचे भाग प्राप्त करते आणि कंपनीची सदस्य बनते आणि जीने कट ऑफ तारीखेप्रमाणे भाग धारण केले असून पोस्टल बॅलट सूचना पाठविल्या आहेत ती <https://www.tajhotels.com/en-in/about-taj-group/investors/investor-services/postal-ballot/> यावर उपलब्ध असलेल्या पोस्टल बॅलट सूचनांमध्ये समाविष्ट केलेल्या "इलेक्ट्रॉनिक प्रणालीद्वारा मतदान" यावरील सूचनांचे पालन करून ती मतदान करू शकतील. ज्या सदस्यांचा नाव कट-ऑफ तारखेप्रमाणे डिपॉझिटरीजद्वारा ठेवलेल्या लाभधिकारी मालकाच्या नोंदवहीत किंवा सदस्यांच्या नोंदवहीत अभिलिखित केले आहे ती दुरुस्थ ई-वोटिंग तसेच प्रत्यक्षरीत्या बॅलटद्वारा मतदान करण्याच्या सुविधेच्या लाभास हक्कदार असेल.

ई-वोटिंग सूचना अंतर्भूत पोस्टल बॅलट सूचना <https://www.tajhotels.com/en-in/about-taj-group/investors/investor-services/postal-ballot/> या कंपनीच्या वेबसाईटवर उपलब्ध आहेत आणि त्याची प्रत <https://www.evoting.nsdl.com/> एनएसडीएलच्या वेबसाईटवर सुद्धा उपलब्ध आहे. पोस्टल बॅलट सूचनेची प्रत www.bseindia.com आणि www.nseindia.com यावर सुद्धा उपलब्ध आहे.

जर तुम्हास ई-वोटिंगसंबंधीत कोणतीही शंका किंवा अडचण भासल्यास भागधारकासाठी असलेल्या फ्रिव्हेंटली आस्काड स्ववेशन आणि अंतर्गत www.evoting.nsdl.com यावर डाऊनलोड सेक्शन अंतर्गत भागधारकासाठी उपलब्ध असलेले ई-वोटिंग युजर मॅन्युअल पाहवे किंवा श्रीमती पल्लवी म्हात्रे, सहा. व्यवस्थापक यांच्याशी evoting@nsdl.co.in या ईमेल आयडीवर किंवा फोन नं. ०२२-२४९९४६०० यावर किंवा टोल-फ्री नंबर १८००-२२२-९९० यावर संपर्क साधता येईल. याअधिक पोस्टल बॅलट प्रक्रियेसंबंधीत कोणतीही शंका असल्यास तुम्ही श्री संजीव बोधे यांच्याशी कंपनीच्या कार्यालयात संपर्क साधू शकाल.

पोस्टल बॅलटचा निकाल कंपनीच्या नोंदणीकृत कार्यालयात ०७ जुलै, २०१६ रोजी सायं. ०५.०० वा (भाप्रवे) घोषित करण्यात येतील आणि <https://www.tajhotels.com/en-in/about-taj-group/investors/investor-services/postal-ballot/> या कंपनीच्या वेबसाईटवर परिनिरीक्षकाच्या अहवालासमवेत प्रसिद्ध करण्यात येतील.

आज दिनांकित ०६ जून, २०१६.

नोंदणीकृत कार्यालय :

मंडलिक हाऊस,

मंडलिक रोड,

मुंबई - ४०० ००१

संचालक मंडळाच्या आदेशानुसार,

बीजल देसाई

उपाध्यक्ष - विधी आणि कंपनी सचिव