

TAJ

Hotels Resorts
and Palaces

ORIENTAL HOTELS LIMITED

Corporate Office : No. 47, Paramount Plaza, Mahatma Gandhi Road, Chennai - 600 034, India.

SEC:BSE:POSTAL.BALLOT:2011/12
December 22, 2011

Bombay Stock Exchange Ltd.
II Floor, New Trading Ring
Rountana Building P J Towers
Dalal Street,
Mumbai : 400 001

Original by Speed Post and Copy by fax
No. 022 – 22722039 / 1919

Dear Sir,

Re. Result of Postal Ballot

We refer to our earlier letter dated October 31, 2011 informing you of the decision of the Board of Directors to obtain the approval of the Members by way of Ordinary resolutions through Postal Ballot for increasing the borrowing powers of the Board of Directors and for creation of mortgage and / or charge on the properties of the Company for an aggregate amount not exceeding ₹. 600-crores and the despatch of Notice of Postal Ballot and Postal Ballot forms to all those Members whose names appeared in the Register of Members / Beneficial holders list as of the cut-off date fixed for this purpose.

M/s. S Srinivasan & Co., Company Secretaries, Scrutinisers to the Postal Ballot, had submitted their report dated December 19 2011 on the postal ballot forms received (copy enclosed). Based on this report, Mr. D Varada Reddy, Managing Director of the Company declared the result on December 22, 2011. The result of the Postal Ballot is enclosed. Kindly take the same on record.

Thanking you,

Yours faithfully,
For **ORIENTAL HOTELS LIMITED**

T S Sundarambal

T S SUNDARAMBAL
COMPANY SECRETARY

Encl.: as above

POSTAL BALLOT FORM
SI.LZB66483FIN
Counter (No. of Copies) :
MUMBAI STOCK EXCHANGE LTD
REGD. OFFICE
MUMBAI
FOR MORE INFORMATION
CONTACT THE COMPANY SECRETARY
ORIENTAL HOTELS LIMITED
CORPORATE OFFICE, PARAMOUNT PLAZA,
MAHATMA GANDHI ROAD, CHENNAI - 600 034, INDIA.

SCRUTINIZER'S REPORT

Date: December 19, 2011

The Chairman,
M/s. Oriental hotels Limited
47, Paramount Plaza,
Mahatma Gandhi Road,
Chennai 600034

Sub: Results of the Postal Ballot Poll

We Messers **S.Srinivasan & co**, Practising Company Secretaries, were appointed by the Board of Directors of your Company as the scrutinisers for the Postal Ballot Poll held pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, for the purpose of passing ordinary resolutions under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956, as contained in the Notice of Postal Ballot dated October 24, 2011.

The Resolutions as proposed are:

1. Increasing the borrowing powers of the Board
2. Approval for creation of security over the assets of the Company

RESOLUTION NO.1

To consider and if thought fit, to pass through Postal Ballot, the following resolution as Ordinary Resolution:

Increasing the borrowing powers of the Board:

“RESOLVED THAT in supersession of the Resolution passed through postal ballot on July 6, 2009, consent of the Members of the Company be and is hereby obtained under the provisions of Section 293(1)(d) of the Companies Act, 1956 and all other enabling provisions, if any, to the Board of Directors of the Company (hereinafter referred to as the “Board”), to borrow periodically from, including without limitation, any Banks and / or public financial institutions as defined under Section 4 of the Companies Act, 1956 and / or any foreign financial institution(s) and / or any entity / entities or authority /



authorities and / or through suppliers credit securities instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and / or through credit from official agencies and / or by way of commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding ` . 600 crores (Rupees six hundred crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose and that the Board be and is hereby empowered and authorised to arrange and fix the terms and conditions of all such monies to be borrowed, from time to time, as to interest, repayment, security or otherwise as it may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a duly constituted Committee thereof, be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

We report that the results of the Postal Ballot conducted in respect of **Resolution No.1** are as under:

1	Total number of Poll papers received	774
2	Less: Number of Poll papers rejected as INVALID	13
3	Total number of valid Poll papers	761
4	Total No. of Members voted in FAVOUR of the resolution	700
5	Total No. of Members voted AGAINST the resolution	61
6	Percentage of Members voted in FAVOUR of the resolution	91.98
7	Percentage of Members voted AGAINST the resolution	8.02



8	Total number of shares held by Members who voted	81256670
9	Less : Total number of shares held by the Members whose votes were considered INVALID	24930
10	Total number of shares held by Members whose votes Were considered VALID	81231740
11	Total number of shares held by Members who voted IN FAVOUR of the resolution and considered as valid votes	81163600
12	Total number of shares held by Members who voted AGAINST of the resolution and considered as invalid votes	68140
13.	Percentage of shares in FAVOUR of the resolution and considered as valid votes	99.92
14.	Percentage of shares AGAINST the resolution and considered as invalid votes	0.08

Based on the above facts, the Ordinary Resolution for increasing the borrowing powers of the Board, contained in the Notice dated October 24, 2011, may be considered as passed with requisite majority by the shareholders of the Company by way of Postal Ballot.

RESOLUTION NO.2

“RESOLVED THAT in supersession of the Resolution passed through Postal Ballot on July 6, 2009, consent of the Members of the Company be and is hereby obtained pursuant to Section 293(1)(a) and all other enabling provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company (hereinafter referred to as the “Board”) to create security by way of mortgage and / or charge or otherwise in respect of all or any part of the Company’s undertaking(s)/ immovable properties and fixed assets including land, buildings, plant and machineries, wheresoever situated, both present and future and a floating charge over the whole or any part of the undertaking(s) of the Company including movable/ current assets to secure the repayment of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes /bonds or other debt instruments) borrowed or issued by the Company from time to time, to or in favour of banks, trustees and / or financial institutions/ other entities in such manner and on such terms and conditions as the Board may think fit, together with interest at the respective agreed rates, additional interest, commitment charges, premia on pre-payment or on



redemption, costs, charges and expenses and all other monies payable by the Company in terms of loan agreement(s) / other agreement(s), debenture trust deed, security or other document(s) entered into/ to be entered into by the Company and the lender(s) in respect of the said borrowing(s) up to an aggregate amount not exceeding ` .600 crores (Rupees six hundred crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a duly constituted Committee thereof, be and is hereby authorised to finalise, settle and execute such documents/ deeds / writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

We report that the results of the Postal Ballot conducted in respect of **Resolution No.2** are as under:

1	Total number of Poll papers received	774
2	Less: Number of Poll papers rejected as INVALID	14
3	Total number of valid Poll papers	760
4	Total No. of Members voted in FAVOUR of the resolution	692
5	Total No. of Members voted AGAINST the resolution	68
6	Percentage of Members voted in FAVOUR of the resolution	91.05
7	Percentage of Members voted AGAINST the resolution	8.95
8	Total number of shares held by Members who voted	81257781
9	Less : Total number of shares held by the Members whose votes were considered INVALID	25089
10	Total number of shares held by Members whose votes were considered VALID	81232692
11	Total number of shares held by Members who voted IN FAVOUR of the resolution and considered as valid votes	81156231
12	Total number of shares held by Members who voted AGAINST the resolution and considered as invalid votes	76461




13.	Percentage of shares in FAVOUR of the resolution and considered as valid votes	99.91
14.	Percentage of shares AGAINST the resolution and considered as invalid votes	0.09

Based on the above facts, the Ordinary Resolution for vesting powers on the Board of Directors for creation of security over the assets of the Company contained in the Notice dated October 24, 2011, may be considered as passed with requisite majority by the shareholders of the Company by way of Postal Ballot.

Signature of the Scrutiniser:

For S. Srinivasan & Co
Company Secretaries


S. Srinivasan
Practising Company Secretary
S. SRINIVASAN
Company Secretary
(in whole time practice)
FCS - 2286 CP - 748

Place: Chennai

Date: December 19, 2011