



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 special resolutions and ordinary resolutions, as applicable for matters as considered in the resolutions 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 these resolutions 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. Shreepad 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 despatching the Postal Ballot Form by post, or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) 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. IST on January 14, 2016. If any Postal Ballot Form is received after 5:00 p.m. IST on January 14, 2016, it will be considered as invalid.

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 January 16, 2016 and the result of the Postal Ballot will be announced on or before January 16, 2016, 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 website www.tajhotels.com, besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and Depositories.

1. To provide loans to Lands End Properties Private Limited

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

“**RESOLVED THAT** in accordance with Regulation 23 and other applicable provisions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 110 and any other applicable provision 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 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 to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall include any committee of directors constituted by the Board) to give loans in the form of inter-corporate deposits /secured or unsecured loans for a principal amount not exceeding INR 700,00,00,000 (Indian Rupees seven hundred crores only) to Lands End Properties Private Limited (“**LEPPL**”), presently a wholly owned subsidiary of the Company, wherein the proceeds of such loans shall be utilised by LEPPL for refinancing or redeeming its existing financial indebtedness including *inter alia* term loans, working capital facilities, any other credit facilities and/or non-convertible debentures issued by LEPPL.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem in its discretion necessary.”

2. To provide guarantee or letter of comfort for the obligations of Skydeck Properties and Developers Private Limited

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

“**RESOLVED THAT** in accordance Regulation 23 and other applicable provisions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 110 and any other applicable provision 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 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 to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall include any committee of directors constituted by the Board) to give a corporate guarantee or a letter of comfort (“**Credit Support**”) in favour of eligible lenders, banks, financial institutions, investors and/or trustees for supporting the obligations of Skydeck Properties and Developers Private Limited (“**Skydeck**”), presently a one level step down wholly owned subsidiary of the Company, in connection with loans made to, credit facilities availed by or non convertible debentures issued by Skydeck (together the “**Facilities**”) along with interest and other amounts becoming due and payable by Skydeck in respect of such Facilities, wherein the proceeds of such Facilities shall be utilised by Skydeck for refinancing or redeeming its existing financial indebtedness including *inter alia* term loans, working capital facilities, any other credit facilities and/or non-convertible debentures issued

by Skydeck, provided that amount of such guarantee or letter of comfort shall not exceed INR 850,00,00,000 (Indian Rupees eight hundred and fifty crores only) in aggregate.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem in its discretion necessary.”

3. To create security over the shares of ELEL Hotels and Investments Limited for securing the obligations of Skydeck Properties and Developers Private Limited

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 provision 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 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 to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall include any committee of directors constituted by the Board) to create security by way of pledge over or otherwise transfer or dispose of up to 85.72% of the share capital of ELEL Hotels and Investments Limited, an indirect subsidiary of the Company, in favour of eligible lenders, banks, financial institutions, investors and/or trustees for securing the obligations of Skydeck Properties and Developers Private Limited (“**Skydeck**”), presently a one level step down wholly owned subsidiary of the Company, in connection with loans made to, credit facilities availed by or non-convertible debentures issued by Skydeck (together the “**Facilities**”) along with interest and other amounts becoming due and payable by Skydeck in respect of such Facilities, wherein the proceeds of such Facilities shall be utilised by Skydeck for refinancing or redeeming its existing financial indebtedness including *inter alia* term loans, working capital facilities, any other credit facilities and/or non-convertible debentures issued by Skydeck, provided that amount of such Facilities in aggregate shall not exceed INR 850,00,00,000 (Indian Rupees eight hundred and fifty crores only).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem in its discretion necessary.”

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

December 8, 2015
Mumbai

BEEJAL DESAI
Vice President – Legal & Company Secretary

Registered Office:
Mandlik House
Mandlik Road
Mumbai – 400001.

Notes:

A. General

1. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on December 4, 2015.
3. The Notice is being sent by electronic mode to those Members who have registered their e-mail ids with the Depositories/Company and for Members who have not registered their e-mail ids, physical copy of the Notice is being sent by permitted mode. Members who have received the Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the [link http://www.tajhotels.com/About-Taj/Investor-Relations/ballot.html](http://www.tajhotels.com/About-Taj/Investor-Relations/ballot.html). The Members can also seek duplicate Postal Ballot Form from the said website or from the Company at its Registered Office.
4. 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.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on January 7, 2016 (cut-off date / record date). 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 e-voting or voting by Ballot Form. 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 cut-off date, may cast their vote by e-voting or ballot. Members who are already registered with CDSL, 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 Password option available on www.evotingindia.com.

B. Voting through Electronic Means

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on January 11, 2016 at 9:00 a.m. IST and ends on January 13, 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 cut-off date (record date) of January 7, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on January 13, 2016 at 5:00 p.m. IST. Once the vote on a Resolution is cast by the Members, he/she shall not be allowed to change it subsequently or cast the vote again.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. .</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of The Indian Hotels Company Limited.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Members and Custodians**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Act sets out all material facts relating to the special business mentioned under Item Nos. 1, 2 and 3 of the accompanying Notice dated December 8, 2015.

Item No. 1: To provide loans to Lands End Properties Private Limited

A. BACKGROUND AND PROPOSED TRANSACTION

The Board, in its meeting held on April 9, 2015 had granted approval for the Company to acquire 80.1% equity stake in Lands End Properties Private Limited (“LEPPL”).

Pursuant to the foregoing, the Company has on October 14, 2015 purchased 80.1% equity in LEPPL from its existing shareholders for a total consideration of INR 15.13 crores thereby making it a 100% subsidiary.

Resultantly, LEPPL and all the underlying Sea Rock group companies have become subsidiaries of the Company. Currently, the Company holds 100% of the share capital of LEPPL and LEPPL in turn holds 100% of the share capital of Skydeck Properties and Developers Private Limited (“Skydeck”). Skydeck also holds 100% of the share capital of Sheena Investments Pvt. Ltd (“Sheena”). Skydeck (together with Sheena, its 100% subsidiary) holds 85.72% of the share capital of ELEL Hotels and Investments Limited (“ELEL”), of which 46.4% share capital is held directly by Skydeck and the balance 39.3% share capital is held through Sheena.

ELEL holds the underlying leasehold rights for the Sea Rock site.

Separately, the Board, in its meeting held on October 19, 2015 has approved a scheme of arrangement to amalgamate LEPPL with the Company, subject to requisite approvals of the shareholders and creditors of the Company. The appointed date for the Scheme is March 31, 2016.

Current Debt in LEPPL (INR/ Crores)

	INR / Crores
Instrument	NCDs
Amount	521
Date of Issue	February 13, 2013
Redemption Date	February 13, 2016
Yield to Maturity	10%
Premium/Interest Payable	172
Total Maturity Amount	693

LEPPL – Maturity Amount INR 693 crores

The NCDs of INR 521 crores were issued in February, 2013 and are due for maturity in February, 2016. The total redemption amount is INR 693 crores, which includes redemption premium of INR 172 crores. LEPPL’s equity

holding in Skydeck has been offered as security to the investors. In addition, vide a pre-emption agreement, the Company has effectively guaranteed this loan obligation. Under this pre-emption agreement, the Company has a right to transfer INR 693 crores to LEPL on date of maturity to buy out LEPL's 100% equity holding in Skydeck. Conversely, the Company also has an obligation to make good of any shortfall in LEPL with regards to the maturity amount.

LEPL has to comply with the Companies (Share Capital and Debentures) Rules, 2014, under which a company is required to invest or deposit 15% of the maturity value in any of the specified asset class, which can be used only for the purpose of redemption of debentures falling due in that year. Since LEPL does not have any cash flows, the Company had, in April, 2015 provided ICD of INR 100 cores to LEPL which has been used by LEPL to comply with the provisions of the said Rules.

Current Proposal

It is proposed that the Company extends an advance/inter corporate deposit ("ICD") to LEPL to enable it to redeem its NCDs on maturity. As noted earlier, the Company has already provided INR 100 crores in April, 2015 as ICD to LEPL for repayment of NCDs. Thus, the Company will need to extend further advance/ ICD of INR 600 crores to LEPL to redeem its NCDs maturing in February, 2016.

The funds required by the Company to provide the foregoing advance/ICD to LEPL will largely be met by the surplus currently available with the Company.

It may be noted that since the Company has filed a 'Scheme of Arrangement' to amalgamate LEPL with itself effective the appointed date of March 31, 2016, the ICDs provided to LEPL will be cancelled on such amalgamation and effectively the NCDs would deem to have been redeemed through utilisation of the Company's existing liquidity.

B. INFORMATION ON RELATED PARTY ARRANGEMENTS

LEPL is a Related Party of the Company as per Section 2(76) of the Companies Act, 2013. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders and the related parties shall abstain from voting on such resolutions.

The proposed advances to be provided by the Company to LEPL as mentioned above, for an amount not exceeding INR 700 crores, together with previous transactions during a financial year, exceeds 10% (ten per cent.) of INR 4287 crores (i.e., the annual consolidated turnover of the Company as per the last audited financial statements of the Company).

Pursuant to aforementioned Regulation 23, the proposed transaction will be classified as a material Related Party Transactions and shall require approval of the shareholders of the Company and the related parties shall abstain from voting on such resolution.

C. AUDIT COMMITTEE AND BOARD APPROVAL

The Audit Committee on November 9, 2015 and the Board of Directors of the Company on November 9, 2015, have approved the proposed transaction.

The Board of Directors of the Company recommends the passing of the resolution as set out in Item No. 1 of the accompanying Notice as an ordinary resolution.

Except in their capacity as shareholders of the Company, none of the directors, managers, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

Item No. 2: To provide guarantee or letter of comfort for the obligations of Skydeck Properties and Developers Private Limited

A. BACKGROUND AND PROPOSED TRANSACTION

The Board of Director (“**Board**”), in its meeting held on April 9, 2015 had granted approval for the Company to acquire 80.1% equity stake in Lands End Properties Private Limited (“**LEPPL**”).

Pursuant to the foregoing, the Company has on October 14, 2015 purchased 80.1% equity in LEPPL from its existing shareholders for a total consideration of INR 15.13 crores thereby making it a 100% subsidiary.

Resultantly, LEPPL and all the underlying Sea Rock group companies, including Skydeck Properties and Developers Private Limited (“**Skydeck**”), have become subsidiaries of the Company. Currently, the Company holds 100% of the share capital of LEPPL and LEPPL in turn holds 100% of the share capital of Skydeck. Skydeck also holds 100% of the share capital of Sheena Investments Pvt. Ltd (“**Sheena**”). Skydeck (together with Sheena, its 100% subsidiary) holds 85.72% of the share capital of ELEL Hotels and Investments Limited (“**ELEL**”), of which 46.4% share capital is held directly by Skydeck and the balance 39.3% share capital is held through Sheena.

ELEL holds the underlying leasehold rights for the Sea Rock site.

Separately, the Board, in its meeting held on October 19, 2015 has approved a scheme of arrangement to amalgamate LEPPL with the Company, subject to requisite approvals of the shareholders and creditors of the Company. The appointed date for the Scheme is March 31, 2016. Upon the amalgamation becoming effective, Skydeck will become a 100% direct subsidiary of the Company.

Current Debt in Skydeck (INR/ Crores)

	INR / Crores
Facility	Term Loan
Amount	508
Date of availing the Loan	January 28, 2013
Repayment Date	January 28, 2016
Rate of Interest	11.75%
Interest Accrued	201
Total Maturity Amount	709

Skydeck – Maturity Amount INR 709 crores

Skydeck has taken a 3 year term loan of INR 508 crores from HDFC Bank in January, 2013 which is maturing in January, 2016. The interest on the term loan is compounded on an annual basis and is payable on the maturity date. Thus, the maturity amount, including the accrued interest of INR 201 crores, is INR 709 crores. Skydeck’s holding in Sheena and ELEL and Sheena’s holding in ELEL was offered as security to the lender.

Current Proposal

As mentioned earlier, the maturity value of the current outstanding loan in Skydeck is INR 709 crores which will have to be refinanced. The exact terms of the refinancing will be finalized closer to the maturity date. Since Skydeck is now an indirect wholly owned subsidiary of the Company, it is proposed that the Company provide a corporate guarantee or a letter of comfort to the new lenders of Skydeck for the principal amount and interest obligation in order to be in a position to optimize the cost of borrowings.

B. INFORMATION ON RELATED PARTY ARRANGEMENTS

Skydeck is a Related Party of the Company as per Section 2(76) of the Companies Act, 2013. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders and the related parties shall abstain from voting on such resolutions.

The proposed corporate guarantee/letter of comfort to be provided by the Company for the obligations of Skydeck (a Related Party of the Company) as mentioned above, for an amount not exceeding INR 850 crores, together with previous transactions during a financial year, exceeds 10% (ten per cent) of INR 4287 crores (i.e. the annual consolidated turnover of the Company as per the last audited financial statements of the Company).

Pursuant to aforementioned Regulation 23, the proposed transaction will be classified as a material Related Party Transactions and shall require approval of the shareholders of the Company through ordinary resolutions and the related parties shall abstain from voting on such resolution.

C. AUDIT COMMITTEE AND BOARD APPROVAL

The Audit Committee on November 9, 2015 and the Board of Directors of the Company on November 9, 2015, have approved the proposed transaction.

The Board of Directors of the Company recommends the passing of the resolution as set out in Item No. 2 of the accompanying Notice as an ordinary resolution.

Except in their capacity as shareholders of the Company, none of the directors, managers, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

Item No. 3: To create security over the shares of ELEL Hotels and Investments Limited for securing the obligations of Skydeck Properties and Developers Private Limited

A. BACKGROUND AND PROPOSED TRANSACTION

The Board of Director (“**Board**”), in its meeting held on April 9, 2015 had granted approval for the Company to acquire 80.1% equity stake in Lands End Properties Private Limited (“**LEPPL**”).

Pursuant to the foregoing, the Company has on October 14, 2015 purchased 80.1% equity in LEPPL from its existing shareholders for a total consideration of INR 15.13 crores thereby making it a 100% subsidiary.

Resultantly, LEPPL and all the underlying Sea Rock group companies, including Skydeck Properties and Developers Private Limited (“**Skydeck**”), have become subsidiaries of the Company. Currently, the Company holds 100% of the share capital of LEPPL and LEPPL in turn holds 100% of the share capital of Skydeck. Skydeck also holds 100% of the share capital of Sheena Investments Pvt. Ltd (“**Sheena**”). Skydeck (together with Sheena, its 100%

subsidiary) holds 85.72% of the share capital of ELEL Hotels and Investments Limited (“ELEL”), of which 46.4% share capital is held directly by Skydeck and the balance 39.3% share capital is held through Sheena.

ELEL holds the underlying leasehold rights for the Sea Rock site.

Separately, the Board, in its meeting held on October 19, 2015 has approved a scheme of arrangement to amalgamate LEPPPL with the Company, subject to requisite approvals of the shareholders and creditors of the Company. The appointed date for the Scheme is March 31, 2016. Upon the amalgamation becoming effective, Skydeck will become a 100% direct subsidiary of the Company.

Current Debt in Skydeck (INR/ Crores)

	INR / Crores
Facility	Term Loan
Amount	508
Date of Availing the Loan	January 28, 2013
Repayment Date	January 28, 2016
Rate of Interest	11.75%
Interest Accrued	201
Total Maturity Amount	709

Skydeck – Maturity Amount INR 709 crores

Skydeck has taken a 3 year term loan of INR 508 crores from HDFC Bank in January, 2013 which is maturing in January, 2016. The interest on the term loan is compounded on an annual basis and is payable on the maturity date. Thus, the maturity amount, including the accrued interest of INR 201 crores, is INR 709 crores. Skydeck’s holding in Sheena and ELEL and Sheena’s holding in ELEL was offered as security to the lender.

Current Proposal

As mentioned earlier, the maturity value of the current outstanding loan in Skydeck is INR 709 crores which will have to be refinanced. The exact terms of the refinancing will be finalized closer to the maturity date. It may be noted that in line with the current arrangement, Skydeck’s shareholding in Sheena & ELEL and Sheena’s shareholding in ELEL will need to be provided as security to the lenders.

B. PLEDGE OF MATERIAL SUBSIDIARIES’ SHARES

Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

ELEL's net worth exceeds 20% (twenty per cent.) of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year. Pursuant to aforementioned Regulation 24, ELEL will be classified as a material subsidiary of the Company and pledge over its shares shall require approval of the shareholders of the Company through a special resolution.

C. AUDIT COMMITTEE AND BOARD APPROVAL

The Audit Committee on November 9, 2015 and the Board of Directors of the Company on November 9, 2015, have approved the proposed transaction.

The Board of Directors of the Company recommends the passing of the resolution as set out in Item No. 3 of the accompanying Notice as a special resolution.

Except in their capacity as shareholders of the Company, none of the directors, managers, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

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

December 8, 2015
Mumbai

BEEJAL DESAI
Vice President – Legal & Company Secretary

Registered Office:
Mandlik House
Mandlik Road
Mumbai – 400001.