



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

July 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,

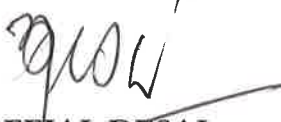
Sub: Intimation of Voting Results and Proceedings of Postal Ballot under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our letter dated June 7, 2016, enclosing the Postal Ballot Notice alongwith the Explanatory Statement for seeking consent of the Members 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).

Pursuant to Regulation 44 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the Voting Results and the Proceedings respectively, of the said Postal Ballot and would like to inform you that the Special Resolution set forth in the Postal Ballot Notice is approved by the Members of the Company with the requisite majority.

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



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 vide resolution dated May 18, 2016 passed by the Board of Directors of The Indian Hotels Company Limited (the Company), 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:

'Special Resolution in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013 and the Rules thereunder 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).'

- 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 June 6, 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 May 31, 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 June 13, 2016 to July 6, 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 May 31, 2016.
- 3.6 I have downloaded the e-voting Report from National Securities Depository Limited (NSDL) website by using the Scrutinizer's Login ID and Password on July 5, 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 July 6, 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 NSDL upto the close of working hours i.e. 5.00 p.m. (IST) on July 5, 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 July 6, 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.



The image shows a handwritten signature in blue ink on the left. To its right is a circular purple stamp. The stamp contains the text 'S. N. KORDE' at the top, 'CP-1070' in the center, and 'MUMBAI' at the bottom.

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
2,837	73,30,78,247	99.743

(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
91	18,88,406	0.257

(iii) Invalid and Abstain Votes:

Number of Members	Representing Number of shares
16	8,900

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 May 18, 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 the 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

Place: Mumbai
Date: July 7, 2016

For The Indian Hotels Company Limited

Cyrus P. Mistry
CHAIRMAN

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	07/07/2016
Total number of shareholders on record date	139135
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	(Special)	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						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	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		314450840	82.231	314450840	0	100.000	0.000
	Poll							
	Postal Ballot (if applicable)		67949240	17.769	67949240	0	100.000	0.000
	Total	382400080	382400080	100.000	382400080	0	100.000	0.000
Public - Institutions	E-Voting		347873169	88.591	346131483	1741686	99.499	0.501
	Poll							
	Postal Ballot (if applicable)							
	Total	392672592	347873169	88.591	346131483	1741686	99.499	0.501
Public - Non Institutions	E-Voting		1044208	0.487	9896646	54562	94.775	5.225
	Poll							
	Postal Ballot (if applicable)		3649196	1.704	3557038	92158	97.475	2.525
	Total	214196609	4693404	2.191	4546684	146720	96.874	3.126
Total		989269281	734966653	74.294	733078247	1888406	99.743	0.257

- 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(ii)(d) of the listing agreement

DATE: 07/07/2016

PLACE: MUMBAI



THE INDIAN HOTELS COMPANY LIMITED

PROCEEDINGS OF POSTAL BALLOT

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 Special Resolution in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013 and the Rules thereunder 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), were declared on July 7, 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 May 18, 2016)

The Company had on June 6, 2016 completed the dispatch to all its Members, the Postal Ballot Notice and explanatory statement thereto dated May 18, 2016, along with Postal Ballot Form with self-addressed postage pre-paid business reply envelope in physical form to all its Members as on May 31, 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 May 31, 2016, for obtaining the consent of the Members to the following Special Resolution by means of a Postal Ballot :

“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

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THE INDIAN HOTELS COMPANY LIMITED

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."

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THE INDIAN HOTELS COMPANY LIMITED

MINUTE BOOK

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 July 6, 2016 and had submitted his report dated July 7, 2016 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 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	2,837	73,30,78,247	99.743
Votes against the Resolution	91	18,88,406	0.257
Invalid / Abstain votes	16	8,900	-

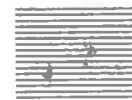
Accordingly, the Resolution as set out in the Postal Ballot Notice dated May 18, 2016 was duly approved vide Postal Ballot by the Members with requisite majority.

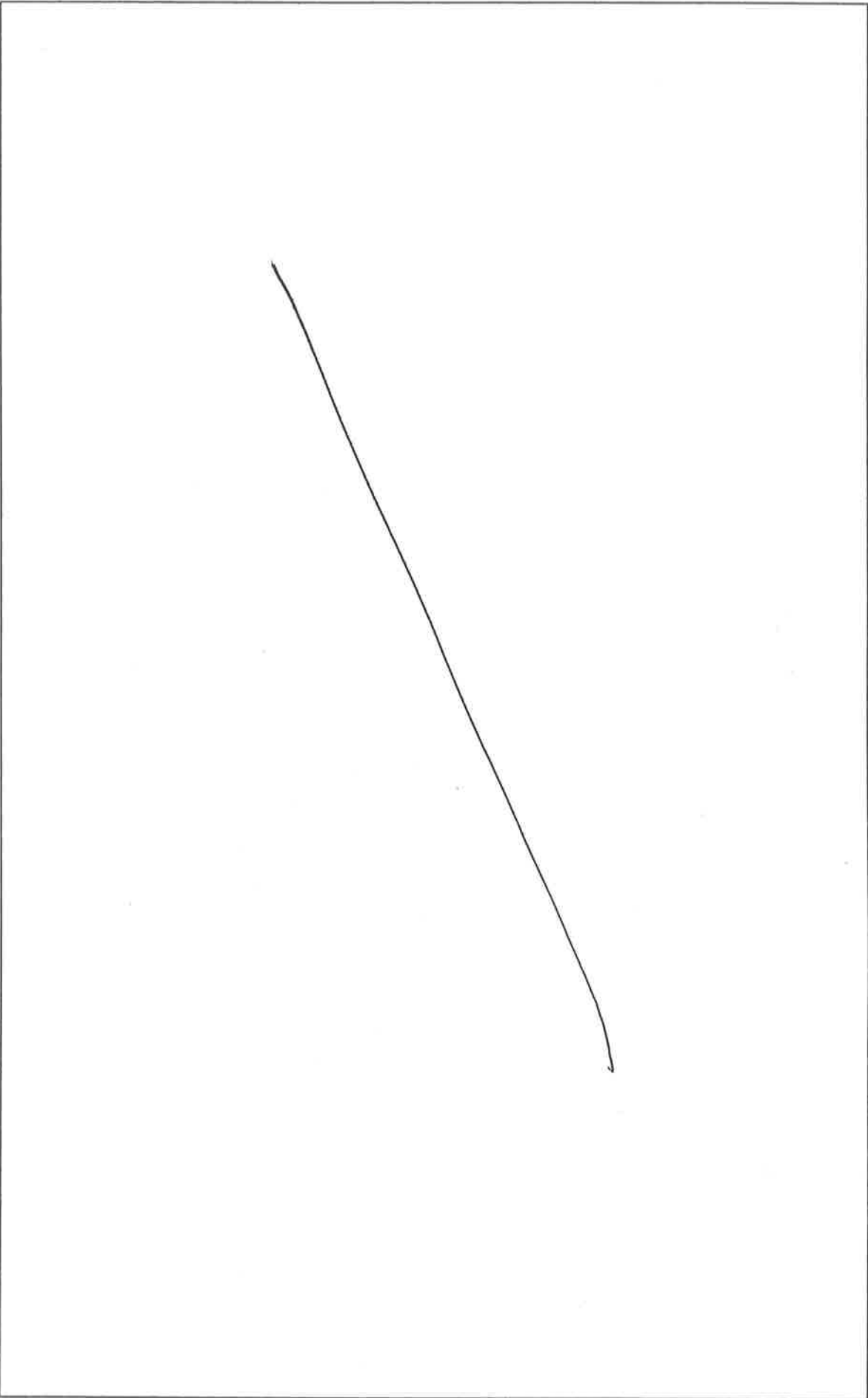
Place: Mumbai
Date: July 7, 2016



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