



## ORIENTAL HOTELS LIMITED

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

OHL:SEC:Postal Ballot:2022/2023

March 31, 2023

The Manager – Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1 G  
Block, Bandra Kurla Complex  
Bandra (E), Mumbai : 400051  
Symbol : ORIENTHOT

The Manager – Listing Department  
Bombay Stock Exchange Ltd.  
II Floor, New Trading Ring  
Rountana Building P J Towers,  
Dalal Street, Mumbai : 400001  
Scrip Code : 500314

Dear Sir,

**Subject: Postal Ballot Notice - Intimation Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

With reference to the captioned subject, please find enclosed the Postal Ballot Notice dated January 23, 2023, seeking the approval of members of the Company for the following special businesses:

Srl. No.	Particulars	Type of Resolution
1.	To approve the re-appointment of Mr. Harish Lakshman (DIN: 00012602) as an Independent Director of the Company for a further period of 5 years w.e.f. May 9, 2023	Special

In terms of the Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021 and No.20/21 dated December 8, 2021 and No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the ‘MCA Circulars’), the above resolution is proposed to be passed through postal ballot, only by way of electronic voting (‘E-voting’).

The Postal Ballot Notice is being sent by electronic mode only to those Members whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, March 24, 2023 and in compliance with the MCA Circulars, hard copy of the said Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Postal Ballot Notice.



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The Postal Ballot Notice will be available on the website of the Company [www.orientalhotels.co.in](http://www.orientalhotels.co.in). The Company has engaged the services of NSDL to provide E-voting facility to all the Members of the Company.

Please note that the remote E-voting period commences from **Monday, April 3, 2023 @9:00 am** (IST) and will be closed on **Tuesday, May 2, 2023 @ 5:00 pm** (IST).

We request you to please take the same on record.

Thanking you,

Yours faithfully,

**For ORIENTAL HOTELS LIMITED**

**S Akila**  
**Company Secretary**

Encl.: as above

# ORIENTAL HOTELS LIMITED

CIN : L55101TN1970PLC005897

Regd. Office: 'Taj Coromandel' No.37, Mahatma Gandhi Road, Chennai - 600 034.

Phone No. : 044 - 66002827. Fax No. : 044 - 28254447.

Email: [ohlshares.mad@tajhotels.com](mailto:ohlshares.mad@tajhotels.com), Website : [www.orientalhotels.co.in](http://www.orientalhotels.co.in)

## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of The Companies (Management and Administration) Rules, 2014]*

E-Voting starts on	E-voting ends on
April 03, 2023 at 9.00 a.m. (IST)	May 02, 2023 at 5.00 p.m (IST)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/21 dated December 8, 2021 and No.11/2022 dated December 28, 2022 in view of the COVID-19 pandemic (**'the relevant Circulars'**), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means (**remote e-voting**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (**DP's**). Accordingly, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them cast their votes electronically instead of submitting postal ballot form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members.

The Notice is also available on the website of the Company <https://orientalhotels.co.in/>

Members desiring to exercise their vote through the remote e-voting facility are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting their votes not later than 5:00 pm (IST) on May 2, 2023. The remote e-voting facility will be disabled by NSDL thereafter and voting shall not be allowed beyond the said date and time.

The Board of Directors has appointed Mrs. Deepa V Ramani, Partner of KSM Associates, Practicing Company Secretaries (Membership No. **FCS 5574**, CP No. **8760**) as the Scrutinizer for conducting the Postal Ballot, through remote e-voting process, in a fair and transparent manner.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit her report to the Chairman of the Company or to any other person authorized by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at <https://orientalhotels.co.in/>, the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the Stock Exchanges where the equity Shares of the Company are listed viz. BSE Limited (**'BSE'**) and The National Stock Exchange of India Limited (**'NSE'**) and be made available on their respective websites viz. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

#### **SPECIAL BUSINESS:**

##### **1. Re-appointment of Mr. Harish Lakshman (DIN: 00012602) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Harish Lakshman (DIN: 00012602), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 09, 2018 upto May 8, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendations of the Nomination and Remuneration of Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing from May 9, 2023 through May 8, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of directors or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution".

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') read with Section 110 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. The Brief Profile and other required information about the appointment of Director pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is annexed to this Notice.
3. In compliance with the MCA circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and, Central Depository Services Limited (CDSL) and the Company's Registrar and Share Transfer Agent ('RTA') as on Friday, March 24, 2023 ("Cut-off Date") and whose e-mail addresses are registered with the Company/ Depositories/RTA or who will register their e-mail address in accordance with the process outlined in this Notice. Only those Members whose names are appearing in the Register of Members/list of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution as set out in this Postal Ballot Notice. The instructions for remote e-voting are mentioned in Note No.10 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. The remote e-voting shall commence on Monday, April 03, 2023 at 09:00 a.m. India Standard Time ('IST') and will close on Tuesday May 02, 2023 at 05:00 p.m. (IST). During this period, the Members of the Company holding shares either in physical form or dematerialised form,

as on the Cut-off Date, may cast their vote electronically. The remote e-voting module will be disabled for voting by NSDL thereafter. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.orientalhotels.co.in](http://www.orientalhotels.co.in), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their request at [Ohlshares.mad@tajhotels.com](mailto:Ohlshares.mad@tajhotels.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. May 2, 2023.
9. The resolution, if passed by the requisite majority will be deemed to have been passed on the last date specified for E-voting i.e. Tuesday, May 02, 2023. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting.
10. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period commences on Monday, April 03, 2023 at 09:00 A.M. (IST) and ends on Tuesday, May 02, 2023 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, March 24, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, Friday, March 24, 2023.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*




### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting</b></li> </ol>

	<p><b>service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period..</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able</li> </ol>

	to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Logging Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or or contact at toll free no. 1800 22 55 33.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.  
How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [evoting.ksmassociates@gmail.com](mailto:evoting.ksmassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Prajakta Pawle, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [Ohlshares.mad@tajhotels.com](mailto:Ohlshares.mad@tajhotels.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [Ohlshares.mad@tajhotels.com](mailto:Ohlshares.mad@tajhotels.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors  
For **Oriental Hotels Limited**

**S Akila**  
Company Secretary  
ACS 15861

**Date:** January 23, 2023  
**Place:** Chennai



**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013  
setting out all the material facts relating to the Special Business as setout in this Notice**

**The following Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:**

**Item No. 1**

Mr. Harish Lakshman (DIN: 00012602) was appointed as an Independent Director of the Company at the 48<sup>th</sup> Annual General Meeting of the Company held on Wednesday, July 25, 2018 for a period of five consecutive years, commencing from May 9, 2018 upto May 8, 2023, (both days inclusive) and is eligible to be re-appointed as an ID for a second term on the Board of the Company.

Based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board, at its meeting held on January 23, 2023, proposed the re-appointment of Mr. Harish Lakshman as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from May 9, 2023 through May 8, 2028 (both days inclusive).

With over 26 years of industry experience, Mr. Harish Lakshman has held various positions in the areas of marketing, operations, business development overseas and other corporate functions. Mr. Harish Lakshman currently spearheads the future growth plan of Rane Group.

Mr. Harish Lakshman is an active member of several industrial associations and government panels and has played a key role as President of Automotive Component Manufacturers Association of India (ACMA) for the period 2013-14. He has also served as Chairman of CII – Young Indians (Chennai Chapter).

Mr. Harish Lakshman was identified and recognised by Economic Times as one among the top 40 under forty India's Business Leaders in 2014. He is an avid runner and a fitness enthusiast.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Lakshman's qualifications and the rich experience in the above mentioned are as meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Harish Lakshman continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Harish Lakshman confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Harish Lakshman has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Harish Lakshman has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Harish Lakshman has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Harish Lakshman has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Harish Lakshman is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed to this Notice.

In the opinion of the Board, Mr. Harish Lakshman fulfills the conditions specified in the Act and the Rules made thereunder and the SEBI Listing Regulations, and that he is independent of the Management. The terms and conditions of re-appointment of Mr. Harish Lakshman as an Independent Director would be available for inspection to the Members on sending a request along with their DP/ Client ID or folio number from their registered email address to the company at Ohlshares.mad@tajhotels.com and are also uploaded on the website of the Company at [www.orientalhotels.co.in](http://www.orientalhotels.co.in).

In terms of Sections 149, 152 and other applicable provisions of the Act, read with schedule IV of the Act and the Rules made thereunder and in terms of the applicable SEBI Listing Regulations, the re-appointment of Mr. Harish Lakshman as an Independent Director of the Company for a second term commencing May 9, 2023 through May 8, 2028 is being placed before the shareholders for their approval by way of a Special Resolution.

The Board recommends the Special Resolution set forth in Item No.1 of the accompanying Notice for the approval of the members.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Harish Lakshman and his relatives, to whom the resolution relates, are concerned or interested in the Resolution set out at Item No.1 of the of the accompanying Notice.

By Order of the Board of Directors  
For **Oriental Hotels Limited**

**S Akila**  
**Company Secretary**  
**ACS 15861**

**Date:** January 23, 2023

**Place:** Chennai

## ANNEXURE

**Brief Profile of the Director being Appointed / Re-Appointed, as set out in this Notice, in terms of Regulation 36(3) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and The Secretarial Standards on General Meetings (SS-2), issued by the Institute of The Company Secretaries of India.**

<b>Name</b>	<b>Mr. Harish Lakshman</b>
DIN	00012602
Designation	Independent Director
Date of Birth & Age	February 12, 1974 – 49 years
Expertise in specific functional areas	Wide experience in Business Management. (Refer Explanatory Statement for Item No.1 of the Notice)
Qualification	B.Tech Mechanical Engineering BITS, Pilani, MBA from Krannert School of Management at Purdue University, USA
Terms and Conditions of appointment / re-appointment	Not liable to retire by rotation
Details of Remuneration sought to be paid	Sitting Fees and Commission
Listed entities in which the director has resigned in the past three years	Nil
Date of first appointment	May 09, 2018
Shares held in the Company	Nil
Directorship in other Companies (as on <b>January 12, 2023</b> )	(1) Rane Engine Valve Ltd (2) Rane Holdings Limited (3) Rane Brake Lining Limited (4) Rane (Madras) Limited (5) Rane NSK Steering Systems Pvt Ltd (6) ZF Rane Automotive India PvtLtd (7) Savithur Enterprises Pvt Ltd (8) RT Automotive Safety Systems Pvt Ltd (9) HL Hill Station Properties Pvt Ltd (10) Rane T4U Pvt Ltd (11) Young Presidents Organisation (Chennai Chapter)
Chairman/Member of the Committees of other Companies on which he is a Director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on <b>January 12, 2023</b> )	<b>Stakeholder's Relationship Committee</b> <b>Chairperson:</b> Rane (Madras) Limited Rane Break Lining Limited <b>Member:</b> Rane Holdings Limited <b>Audit Committee</b> <b>Member :</b> Rane NSK Steering Systems Pvt Ltd

During the financial year till January 2023, Mr. Harish Lakshman was paid ₹3.60 lakhs towards sitting fees for attending meetings of the Board and the Committee of the Company.

By Order of the Board of Directors  
For **Oriental Hotels Limited**

**S Akila**  
**Company Secretary**  
**ACS 15861**

**Date:** January 23, 2023

**Place:** Chennai