



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

August 12, 2015

BSE Limited

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

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Dear Sirs,

Sub: Disclosure under Clause 35A of Voting Results at the Annual General Meeting

Pursuant to Clause 35A of the Listing Agreement, please find below the details of the voting results at the 114th Annual General Meeting (AGM) of the Company, held on August 10, 2015 as per the format as prescribed under the said clause.

Date of AGM	August 10, 2015
Total Number of Shareholders as on cut-off date August 3, 2015	1,35,802
No. of Shareholders present in the meeting either in person or through proxy: - Promoter and Promoter Group - Public	13 731
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Mode of Voting	Remote E-voting, Physical Ballot & E-poll at the AGM

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THE INDIAN HOTELS COMPANY LIMITED
(Agenda-wise)

Item No.	Details of the Agenda	Resolution required (Ordinary / special)	Mode of voting (Show of hands/Poll / Postal ballot/E-voting)	Remarks
1	<p>To receive, consider and adopt:</p> <p>a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Auditors thereon.</p>	Ordinary	Remote E-voting, Physical Ballot and E-poll	This resolution was passed with the requisite majority
2	To appoint a Director in place of Mr. Shapoor Mistry (DIN: 00010114) who retires by rotation and is eligible for re-appointment.	Ordinary	Remote E-voting, Physical Ballot and E-poll	This resolution was passed with the requisite majority
3	Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.	Ordinary	Remote E-voting, Physical Ballot and E-poll	This resolution was passed with the requisite majority

4	Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director of the Company.	Ordinary	Remote E-voting, Physical Ballot and E-poll	This resolution was passed with the requisite majority
5	Appointment of Mr. Gautam Banerjee (DIN: 03031655) as an Independent Director of the Company.	Ordinary	Remote E-voting, Physical Ballot and E-poll	This resolution was passed with the requisite majority
6	Creation of charge	Special	Remote E-voting, Physical Ballot and E-poll	This resolution was passed with the requisite majority

The Scrutinizer's Report on the combined voting results is also enclosed. This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours sincerely,


BEEJAL DESAI
 Vice President - Legal & Company Secretary

Encl: ala



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

Report of Scrutinizer

(In Form No. MGT-13)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Cyrus P. Mistry
Chairman
The Indian Hotels Company Limited

114th Annual General Meeting of the Equity
Shareholders of The Indian Hotels Company Limited
Held on Monday, August 10, 2015 on 3.00 p.m., at Birla Matushri Sabhagar,
19, Sir Vithaldas Thackersey Marg, Mumbai — 400 020.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting, physical ballot forms and e-voting in person at the venue pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

I was appointed as Scrutinizer for the purpose of the voting by remote e- voting, by lodging ballot forms and physically through electronic tablets on the day of the Meeting on the under mentioned Resolution(s), placed for consideration at the 114th Annual General Meeting of the Shareholders of The Indian Hotels Company Limited, (collectively referred to as 'Poll') held on Monday, August 10, 2015 at 3.00 p.m., at Birla Matushri Sabhagar 19, Sir Vithaldas Thackersey Marg, Mumbai - 400 020 and submit my report as under:

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) and the Rules framed thereunder and as required under the Listing Agreement, the Company had provided e-voting and physical ballot facility to its Shareholders. The remote e-voting period commenced on August 7, 2015 (9:00 a.m. IST) and ended on August 9, 2015 (5:00 p.m. IST). The last date for submitting duly completed physical ballots by the Shareholders was also August 9, 2015 (5:00 p.m. IST).

After the time fixed by the Chairman for closing of the poll through electronic tablets at the Annual General Meeting, the reports were generated.

Subsequently, the votes cast were reconciled with the records received from Central Depository Services (India) Limited and Karvy Computershare Private Limited and the records maintained by the Company and the authorizations / proxies lodged with the Company.



The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.

The result of the Poll is as under:

Resolution 1:

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Auditors thereon.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1,094	57,83,52,244	100% (Rounded-off)

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	6,683	0.00% (Rounded-off)

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
16	7,17,557



Resolution 2:

To appoint a Director in place of Mr. Shapoor Mistry (DIN: 00010114) who retires by rotation and is eligible for re-appointment.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
999	51,50,31,627	89.06%

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
108	6,32,94,886	10.94%

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
27	7,49,971

Resolution 3:

Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1,075	57,24,93,915	98.99%



(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
31	58,34,078	1.01%

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
28	7,48,491

Resolution 4:

Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director of the Company

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1,072	57,83,12,125	100% (Rounded-off)

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	15,066	0.00% (Rounded-off)

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
29	7,49,293



Resolution 5:

Appointment of Mr. Gautam Banerjee (DIN: 03031655) as an Independent Director of the Company.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1,072	57,83,21,296	100% (Rounded-off)

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	6000	0.00% (Rounded-off)

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
28	7,49,188

Resolution 6:

Creation of charge.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1,035	57,59,46,049	99.59%



(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
53	23,49,186	0.41%


(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
46	7,81,249

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for each Resolution is enclosed.

Thanking You,

Yours Faithfully


Shreepad M. Korde
C.P. No. 1079

Place: Mumbai

Dated: August 11, 2015

For The Indian Hotels Company Limited



Cyrus P. Mistry
Chairman

THE INDIAN HOTELS COMPANY LIMITED
COMBINED VOTING REGISTER - MEETING DATE: 10/08/2015

BALLOT PAPERS SUMMARY															
BALLOT STATUS	MEMBER'S VOTES			PROXY VOTES			REPS. OF BODY CORPORATE'S VOTES			JOINT HOLDERS VOTES			TOTAL VOTES		
	No. of Cases	No. of Votes	% of Voting	No. of Cases	No. of Votes	% of Voting	No. of Cases	No. of Votes	% of Voting	No. of Cases	No. of Votes	% of Voting	No. of Cases	No. of Votes	% of Voting
RECEIVED	1141	496656563	85.765				6	82431316	14.235				1147	579087879	100.000
VALID	1123	496645168	85.763				6	82431316	14.235				1129	579076484	99.998
INVALID	18	11395	0.002										18	11395	0.002

VOTES CASTED SUMMARY															
RESOLUTION(S)	VOTES IN FAVOUR			VOTES AGAINST			VOTES ABSTAIN			TOTAL VOTES			RESOLUTION STATUS		
	No. of Cases	No. of Votes	% of Voting	No. of Cases	No. of Votes	% of Voting	No. of Cases	No. of Votes	% of Voting	No. of Cases	No. of Votes	% of Voting	Type	Passing %	Status
1. To receive, consider & adopt: (a)The Audited Financial Statements of the Co. for the F.Y. March 31, 2015 (b)The Audited Consolidated Financial Statements of the Co. for the F.Y. March 31, 2015. 2. To appoint a Director in place of Mr. Shapoor Mistry who retires by rotation and is eligible for re-appointment. 3. Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration. 4. Appointment of Ms. Vibha Paul Rishi as an Independent Director of the Company. 5. Appointment of Mr. Gautam Banerjee as an Independent Director of the Company. 6. Creation of Charge.	1094	578352244	99.875	24	6683	0.001	16	717557	0.124	1129	579076484	100.000	Ordinary	> 50%	Passed
	999	515031627	88.940	108	63294886	10.930	27	749971	0.130	1129	579076484	100.000	Ordinary	> 50%	Passed
	1075	572493915	98.863	31	5834078	1.007	28	748491	0.129	1129	579076484	100.000	Ordinary	> 50%	Passed
	1072	578312125	99.868	33	15066	0.003	29	749293	0.129	1129	579076484	100.000	Ordinary	> 50%	Passed
	1072	578321296	99.870	34	6000	0.001	28	749188	0.129	1129	579076484	100.000	Ordinary	> 50%	Passed
	1035	575946049	99.459	53	2349186	0.406	46	781249	0.135	1129	579076484	100.000	Special	>= 75%	Passed



DATE:

PLACE:

PREPARED BY:

CHECKED BY:

AUTHORISED BY:

THE INDIAN HOTELS COMPANY LIMITED
COMBINED VOTING REGISTER - MEETING DATE: 10/08/2015

Details for reporting as per Clause 35A of listing agreement based on result of voting

Resolution No. 1									
To receive, consider & adopt: (a)The Audited Financial Statements of the Co. for the F.Y. March 31, 2015. (b)The Audited Consolidated Financial Statements of the Co. for the F.Y. March 31, 2015.									
Promoter/Public	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]	$[3]=([2]/[1])\times 100$	[4]	[5]	$[6]=([4]/[2])\times 100$	$[7]=([5]/[2])\times 100$		
Promoter and Promoter Group	303066224	303066224	100.000	303066224	0	100.000	0.000		
Public - Institutional holders	342330418	271236332	79.232	271236332	0	100.000	0.000		
Public - Others	162071411	4056371	2.503	4049688	6683	99.835	0.165		
Total	807468053	578358927	71.626	578352244	6683	99.999	0.001		

Resolution No. 2									
To appoint a Director in place of Mr. Shapoor Mistry who retires by rotation and is eligible for re-appointment.									
Promoter/Public	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]	$[3]=([2]/[1])\times 100$	[4]	[5]	$[6]=([4]/[2])\times 100$	$[7]=([5]/[2])\times 100$		
Promoter and Promoter Group	303066224	303066224	100.000	303066224	0	100.000	0.000		
Public - Institutional holders	342330418	271236332	79.232	207946459	63289873	76.666	23.334		
Public - Others	162071411	4023957	2.483	4018944	5013	99.875	0.125		
Total	807468053	578326513	71.622	515031627	63294886	89.056	10.944		

Resolution No. 3									
Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.									
Promoter/Public	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]	$[3]=([2]/[1])\times 100$	[4]	[5]	$[6]=([4]/[2])\times 100$	$[7]=([5]/[2])\times 100$		
Promoter and Promoter Group	303066224	303066224	100.000	303066224	0	100.000	0.000		
Public - Institutional holders	342330418	271236332	79.232	265407384	5828948	97.851	2.149		
Public - Others	162071411	4025437	2.484	4020307	5130	99.873	0.127		
Total	807468053	578327993	71.622	572493915	5834078	98.991	1.009		

Resolution No. 4									
Appointment of Ms. Vibha Paul Rishi as an Independent Director of the Company.									
Promoter/Public	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]	$[3]=([2]/[1])\times 100$	[4]	[5]	$[6]=([4]/[2])\times 100$	$[7]=([5]/[2])\times 100$		
Promoter and Promoter Group	303066224	303066224	100.000	303066224	0	100.000	0.000		
Public - Institutional holders	342330418	271236332	79.232	271236332	0	100.000	0.000		
Public - Others	162071411	4024635	2.483	4009569	15066	99.626	0.374		
Total	807468053	578327191	71.622	578312125	15066	99.997	0.003		

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Resolution No. 5	Appointment of Mr. Gautam Banerjee as an Independent Director of the Company.						
Promoter/Public	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]	$[3]=([2]/[1])\times 100$	[4]	[5]	$[6]=([4]/[2])\times 100$	$[7]=([5]/[2])\times 100$
Promoter and Promoter Group	303066224	303066224	100.000	303066224	0	100.000	0.000
Public - Institutional holders	342330418	271236332	79.232	271236332	0	100.000	0.000
Public - Others	162071411	4024740	2.483	4018740	6000	99.851	0.149
Total	807468053	578327296	71.622	578321296	6000	99.999	0.001

Resolution No. 6	Creation of Charge.						
	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
Promoter/Public	[1]	[2]	$[3]=([2]/[1])\times100$	[4]	[5]	$[6]=([4]/[2])\times100$	$[7]=([5]/[2])\times100$
Promoter and Promoter Group	303066224	303066224	100.000	303066224	0	100.000	0.000
Public - Institutional holders	342330418	271236332	79.232	268920406	2315926	99.146	0.854
Public - Others	162071411	3992679	2.464	3959419	33260	99.167	0.833
Total	807468053	578295235	71.618	575946049	2349186	99.594	0.406

- Excludes Equity shares lying to the credit of the Unclaimed Suspense Account in respect of which on which voting rights have been frozen, in terms of Clause 5A(ii)(d) of the listing agreement

DATE: 11/8/2015
PLACE: Mumbai