

**THE INDIAN HOTELS COMPANY LIMITED**

**Registered Office:** Mandlik House Mandlik Road Mumbai 400 001 India  
Tel 91 22 6639 5515 Fax 91 22 2202 7442  
E-mail : investorrelations@tajhotels.com

April 2, 2014

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort,

National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400 051

Dear Sirs,

**Re : Postal Ballot – Notice**

This is further to our letter dated March 27, 2014 for the Meeting of Board of Directors.

The Company proposes to obtain the consent of the Members by means of a Postal Ballot, for which the Company has determined April 4, 2014, as the cut-off date to ascertain the list of Members and the voting rights on the paid-up value of shares registered in the name of the Members on the date of dispatch of the notice.

Enclosed find certified true copy of the resolution of the Board of Directors and Calendar of Events for conducting Postal Ballot.

Kindly acknowledge the receipt.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Beejal Desai", written over a horizontal line.

**Beejal Desai**  
**Vice President – Legal & Company Secretary**

Encl : as above.



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**CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT  
 FOR SEEKING THE MEMBERS' APPROVAL UNDER SECTIONS 16 AND 94 OF THE  
 COMPANIES ACT, 1956 AND SECTIONS 13 AND 61 OF THE COMPANIES ACT, 2013**

No.	Events	Date
1.	Approve Notice, Explanatory Statement, Postal Ballot Form	27.03.2014
2.	Date on which consent given by the Scrutinizer to act as Scrutinizer	27.03.2014
3.	Date of Board Resolution authorising the Executive Directors along with the Company Secretary to be responsible for the entire poll process	27.03.2014
4.	Date of appointment of Scrutinizer	27.03.2014
5.	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form and Postage pre-paid self-addressed envelope	21.04.2014
6.	Release an advertisement in Newspapers giving the date of completion of despatch and the last date of receipt of ballot forms from the shareholders	23.04.2014
7.	Last date for receiving Postal Ballot papers by the Scrutinizer	21.05.2014
8.	Last date for submission of the Report to the Chairman by the Scrutinizer	23.05.2014
9.	Date of declaration of results by any of the Directors	23.05.2014
10.	Results to be displayed on Notice Board/release to the press/Stock Exchanges	23.05.2014
11.	Last date for filing of the Resolution with the Registrar of Companies	22.06.2014
12.	Date of signing of the minutes book in which the results of ballot is recorded	Within one month of 23.05.2014
13.	Date of returning the Ballot papers, register required to be maintained by the Scrutinizer and other related papers to the Managing Director and / or Executive Directors by the Scrutinizer	After the signing of Minutes by the Chairman as per Sl. No.11

For THE INDIAN HOTELS COMPANY LIMITED

**BEEJAL DESAI**

Vice President – Legal & Company Secretary



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### Resolution passed at the Meeting of the Board of Directors held on March 27, 2014

#### Issuance of Postal Ballot Notice

“**RESOLVED THAT** pursuant to the provisions of Section 192A of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), and Section 110 and other applicable provisions of the Companies Act, 2013, (the “**Companies Act**”) to the extent notified and in effect, as amended, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended or any other rules that may be prescribed under the Companies Act, 2013 or otherwise (the “**Postal Ballot Rules**”) and the Articles of Association of the Company, the approval of the Board be and is hereby accorded for the issuance of the notice of postal ballot to the members of the Company seeking their approval to transact the business set forth in the notice of postal ballot, the draft of which is placed before the meeting and initialed by the Chairman for the purpose of identification,

**RESOLVED FURTHER THAT** Mr. Raymond Bickson, Managing Director, Mr. Anil Goel, Executive Director- Finance and Mr. Beejal Desai, Vice-President - Legal and Company Secretary, be and are hereby severally authorized to decide, finalize the said notice of postal ballot in all respects and issue the same to all the members of the Company by such method as permitted by the said Postal Ballot Rules and to do all such acts and deeds incidental thereto,

**RESOLVED FURTHER THAT** Mr. Raymond Bickson, Managing Director, Mr. Anil Goel, Executive Director- Finance and Mr. Beejal Desai, Vice-President - Legal and Company Secretary, be and are hereby severally authorized to complete all necessary procedures / formalities and also sign and file with Registrar of Companies / Ministry of Company Affairs, documents / e-forms / statements / returns as envisaged under the Companies Act or under any other acts, rules and regulations as applicable for the time being in force, to give effect to the aforesaid Resolution.”

Certified true copy,

A handwritten signature in black ink, appearing to read "Beejal Desai", written over a horizontal line.

**BEEJAL DESAI**

Vice President – Legal & Company Secretary