

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 192A of the Companies Act, 1956 read with the Companies (Passing of the resolution by Postal Ballot) Rules, 2011 and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time on the Ordinary Resolutions under the provisions of Sections 16 and 94 of the Companies Act, 1956 and other applicable provisions, if any, 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), Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, to the extent notified and in effect for (1) Re-classification of the Authorized Share Capital and (2) Amendment to the Memorandum of Association of the Company, as set out in the Notice dated March 27, 2014, were declared on May 23, 2014 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. S.M. Korde	Scrutiniser for the Postal Ballot

The Company had, on April 21, 2014, completed dispatch to all its Members, a Notice dated March 27, 2014, under Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011 and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, for obtaining the consent of the Members to the following Resolutions by means of a Postal Ballot :

THE INDIAN HOTELS COMPANY LIMITED

Ordinary Resolution :

Item No. 1 – Re-classification of the Authorized Share Capital

“**RESOLVED THAT** pursuant to the provisions of Sections 16 and 94 of the Companies Act, 1956 and other applicable provisions, if any, 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), Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, to the extent notified and in effect, (the “Companies Act”) and subject to the approval of the shareholders of the Company, the authorized share capital of the Company comprising of ₹ 2,000,000,000 divided into 1,000,000,000 Equity Shares of ₹ 1 each and 10,000,000 cumulative redeemable preference shares of ₹100 each be and is hereby reclassified into 2,000,000,000 equity shares of ₹ 1 each aggregating to ₹ 2,000,000,000 with power to increase, reduce, divide and/or sub-divide the share capital of the Company or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

THE INDIAN HOTELS COMPANY LIMITED

Item No. 2 - Amendment to the Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Sections 16 and 94 and other applicable provisions, if any, 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), Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, to the extent notified and in effect and subject to the approval of the Members of the Company, the Memorandum of Association be and is hereby altered, pursuant to which Clause V of the Memorandum of Association stands deleted and stands replaced with the following:

‘The authorised share capital of the Company is ₹ 2,000,000,000 (Rupees Two Hundred Crores only) comprising of 2,000,000,000 (Two Hundred Crores) equity shares of ₹ 1 each.’

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

The Scrutinizer, Mr. S. M. Korde, had carried out the scrutiny of all the Postal Ballot forms received upto the close of business hours on May 21, 2014 and had submitted his report dated May 23, 2014 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:

	Resolution No. 1		Resolution No. 2	
	No. of Shares	% to Votes	No. of Shares	% to Votes
Valid votes in favour of the Resolution	40,57,13,248	99.92	40,53,75,277	99.92
Valid votes against the Resolution	3,40,590	0.08	3,16,982	0.08

THE INDIAN HOTELS COMPANY LIMITED

Accordingly, the Ordinary Resolutions No.1 and 2 as set out in the Notice dated March 27, 2014, were duly approved vide a Postal Ballot by the requisite majority of the Members.

Chairman

Place : Mumbai