



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 25, 2016

The General Manager,
Corporate Relations Department
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, 'G' Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400051

Dear Sirs,

Sub: Disclosure of voting results at the 115th Annual General meeting (AGM) of the Company held on August 23, 2016

This has reference to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Members at the 115th AGM of the Company held on August 23, 2016 at 3 p.m at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400020, transacted and approved all the items of business contained in the Notice of the AGM with the requisite majority.

The details of the combined voting results (i.e. the results of remote e-voting together with that of the e-voting conducted at the AGM) in the format prescribed under Regulation 44 (3) of the Listing Regulations alongwith the Scrutinizer's Report are enclosed as **Annexure I** and **Annexure II** respectively.

You are requested to kindly take the same on record.

Yours sincerely,

BEEJAL DESAI

Vice President - Legal & Company Secretary

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	23/08/2016
Total number of shareholders on record date	137082
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	182
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	No arrangement was made for VC
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	To receive consider and adopt (a) the Audited Financial Statements of the Company for the F.Y. March 31, 2016 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, 2016 together with the Report of the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Category		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		382400080	100.000	382400080	0	100.000	0.000
	Poll							
	Postal Ballot (if applicable)							
	Total	382400080	382400080	100.000	382400080	0	100.000	0.000
Public - Institutions	E-Voting		350400329	89.260	350400329	0	100.000	0.000
	Poll							
	Postal Ballot (if applicable)							
	Total	392560875	350400329	89.260	350400329	0	100.000	0.000
Public - Non Institutions	E-Voting		4153520	1.938	4153520	268	99.994	0.006
	Poll							
	Postal Ballot (if applicable)							
	Total	214308326	4153520	1.938	4153520	268	99.994	0.006
Total		989269281	736953929	74.495	736953661	268	100.000	0.000





Resolution No. 2		(Ordinary)								
To declare a dividend on Equity Shares for the financial year 2015-16										
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 [3]=([2]/[1])*100	No. of Votes-in favour	[4]	No. of Votes-against	[5]	% of votes in favour on votes polled [6]=([4]/[2])*100	% of votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		382400080	100.000	382400080		0		100.000	0.000
	Poll									
	Postal Ballot (if applicable)									
	Total	382400080	382400080	100.000	382400080		0		100.000	0.000
Public - Institutions	E-Voting		351887364	89.639	351887364		0		100.000	0.000
	Poll									
	Postal Ballot (if applicable)									
	Total	392560875	351887364	89.639	351887364		0		100.000	0.000
Public - Non Institutions	E-Voting		4153489	1.938	4153169		320		99.992	0.008
	Poll									
	Postal Ballot (if applicable)									
	Total	214308326	4153489	1.938	4153169		320		99.992	0.008
Total		989269281	738440933	74.645	738440613		320		100.000	0.000

Resolution No. 3		(Ordinary)								
To appoint a Director in place of Mr. Cyrus P. Mistry (DIN:00010178) who retires by rotation and is eligible for re-appointment.										
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 [3]=([2]/[1])*100	No. of Votes-in favour	[4]	No. of Votes-against	[5]	% of votes in favour on votes polled [6]=([4]/[2])*100	% of votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		382400080	100.000	382400080		0		100.000	0.000
	Poll									
	Postal Ballot (if applicable)									
	Total	382400080	382400080	100.000	382400080		0		100.000	0.000
Public - Institutions	E-Voting		351887364	89.639	344003025		7884339		97.759	2.241
	Poll									
	Postal Ballot (if applicable)									
	Total	392560875	351887364	89.639	344003025		7884339		97.759	2.241
Public - Non Institutions	E-Voting		4149852	1.936	4037363		112489		97.289	2.711
	Poll									
	Postal Ballot (if applicable)									
	Total	214308326	4149852	1.936	4037363		112489		97.289	2.711
Total		989269281	738437296	74.645	730440468		7996828		98.917	1.083



Resolution No. 4		(Ordinary)											
Whether promoter/ promoter group are interested in the agenda/resolution?		Ratification of appointment of Statutory Auditors of the Company											
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	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		382400080	100.000	382400080	0	100.000	0.000					
	Poll												
	Postal Ballot (if applicable)												
	Total	382400080	382400080	100.000	382400080	0	100.000	0.000					
Public - Institutions	E-Voting		351887364	89.639	339391477	12495887	96.449	3.551					
	Poll												
	Postal Ballot (if applicable)												
	Total	392560875	351887364	89.639	339391477	12495887	96.449	3.551					
Public - Non Institutions	E-Voting		4148770	1.936	4035986	112784	97.282	2.718					
	Poll												
	Postal Ballot (if applicable)												
	Total	214308326	4148770	1.936	4035986	112784	97.282	2.718					
Total		989269281	738436214	74.645	725827543	12608671	98.293	1.707					

Resolution No. 5		(Ordinary)											
Whether promoter/ promoter group are interested in the agenda/resolution?		Appointment of Dr N S Rajan as a Non-Executive Director of the Company											
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	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		382400080	100.000	382400080	0	100.000	0.000					
	Poll												
	Postal Ballot (if applicable)												
	Total	382400080	382400080	100.000	382400080	0	100.000	0.000					
Public - Institutions	E-Voting		351887364	89.639	345757521	6129843	98.258	1.742					
	Poll												
	Postal Ballot (if applicable)												
	Total	392560875	351887364	89.639	345757521	6129843	98.258	1.742					
Public - Non Institutions	E-Voting		4144952	1.934	4027455	117497	97.165	2.835					
	Poll												
	Postal Ballot (if applicable)												
	Total	214308326	4144952	1.934	4027455	117497	97.165	2.835					
Total		989269281	738432396	74.644	732185056	6247340	99.154	0.846					



Resolution No. 6		(Ordinary)		Re-appointment of Mr. Anil P. Goel as a Whole-time Director 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$			
Promoter and Promoter Group		382400080	100.000	382400080	0	100.000	0.000			
E-Voting										
Poll										
Postal Ballot (if applicable)										
Total	382400080	382400080	100.000	382400080	0	100.000	0.000			
Public - Institutions		351887364	89.639	349639361	2248003	99.361	0.639			
E-Voting										
Poll										
Postal Ballot (if applicable)										
Total	392560875	351887364	89.639	349639361	2248003	99.361	0.639			
Public - Non Institutions		4146115	1.935	4016463	129652	96.873	3.127			
E-Voting										
Poll										
Postal Ballot (if applicable)										
Total	214308326	4146115	1.935	4016463	129652	96.873	3.127			
Total	989269281	738435559	74.644	736055904	2377655	99.678	0.322			

Resolution No. 7		(Ordinary)		Re-appointment of Mr. Mehemoth S. Kapadia as a Whole-time Director 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$			
Promoter and Promoter Group		382400080	100.000	382400080	0	100.000	0.000			
E-Voting										
Poll										
Postal Ballot (if applicable)										
Total	382400080	382400080	100.000	382400080	0	100.000	0.000			
Public - Institutions		351887364	89.639	349654026	2233338	99.365	0.635			
E-Voting										
Poll										
Postal Ballot (if applicable)										
Total	392560875	351887364	89.639	349654026	2233338	99.365	0.635			
Public - Non Institutions		4148115	1.936	4013896	134219	96.764	3.236			
E-Voting										
Poll										
Postal Ballot (if applicable)										
Total	214308326	4148115	1.936	4013896	134219	96.764	3.236			
Total	989269281	738435559	74.645	736068002	2367557	99.679	0.321			

Resolution No. 8	(Special)	Private placement of Non-Convertible Debentures													
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		382400080	100.000	382400080	0	100.000	0.000							
	Poll														
	Postal Ballot (if applicable)														
	Total	382400080	382400080	100.000	382400080	0	100.000	0.000							
Public - Institutions	E-Voting		351887364	89.639	350320963	1566401	99.555	0.445							
	Poll														
	Postal Ballot (if applicable)														
	Total	392560875	351887364	89.639	350320963	1566401	99.555	0.445							
Public - Non Institutions	E-Voting		4153401	1.938	4090234	63167	98.479	1.521							
	Poll														
	Postal Ballot (if applicable)														
	Total	214308326	4153401	1.938	4090234	63167	98.479	1.521							
Total		989269281	738440845	74.645	736811277	1629568	99.779	0.221							

- Excludes 4, 734 Equity shares lying to the credit of the Unclaimed Suspense Account in respect of which voting rights have been frozen, in terms of Clause 5A(ii)(d) of the listing agreement

DATE: August 23, 2016

PLACE: Mumbai





Seeta Sadan, Bal Govinddas Road, Mumbai - 400 016. Tel.: 24228039 • Mobile : 9833748505

Report of Scrutinizer

To,
Mr. Cyrus Mistry - Chairman
The Indian Hotels Company Limited
Mandlik House, Mandlik Road
Colaba, Mumbai 400 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted in compliance with 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 and voting by tablet based electronic system at the Annual General Meeting (AGM) of The Indian Hotels Company Limited held on Tuesday, August 23, 2016 at 3.00 p.m.

I, Shreepad M. Korde, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of The Indian Hotels Company Limited (CIN L74999MH1902PLC000183) having its registered office at Mandlik House, Mandlik Road, Mumbai- 400001, pursuant to Section 108 of the Companies Act, 2013 ("the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions moved at the 115th AGM of The Indian Hotels Company Limited held on Tuesday, August 23, 2016 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 23, 2016.

The Notice dated May 18, 2016 alongwith statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions moved at the AGM of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting by tablet based electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the Company holding shares on the "cut-off" date of August 16, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday August 19, 2016 at 9:00 a.m. (IST) and ended on Monday August 22, 2016 at 5:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting by tablet based electronic voting system at the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by tablet based electronic voting system at the AGM in respect of the said Resolutions.

Resolution 1:

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016 together with the Report of the Auditors thereon.

(i) Votes in favor of the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
448	73,69,53,661	100.00

(ii) Votes against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	268	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 2:

To declare a dividend on Equity Shares for the financial year 2015/16

(i) Votes in favor of the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
451	73,84,40,613	100.00

(ii) Votes against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	320	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 3:

To appoint a Director in place of Mr. Cyrus P. Mistry (DIN:00010178) who retires by rotation and is eligible for re-appointment.

(i) Votes in favor of the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
436	73,04,40,468	98.92

(ii) Votes against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
15	79,96,828	1.08



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 4:

Ratification of appointment of Statutory Auditor 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
427	72,58,27,543	98.29

(ii) Votes against the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
23	1,26,08,671	1.71

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 5:

Appointment of Dr. N. S. Rajan (DIN 07339365) as a Non-Executive Director of the Company.

(i) Votes in favor of the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
433	73,21,85,056	99.15



(ii) Votes against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	62,47,340	0.85

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 6:

Re-appointment of Mr. Anil P. Goel (DIN 00050690) as a Whole-time Director of the Company.

(i) Votes in favor of the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
421	73,60,55,904	99.68

(ii) Votes against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	23,77,655	0.32

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



Resolution 7:

Re-appointment of Mr. Mehernosh S. Kapadia (DIN 00050530) as a Whole-time Director of the Company.

(i) Votes in favor of the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
419	73,60,68,002	99.68

(ii) Votes against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	23,67,557	0.32

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 8:

Private placement of Non-Convertible Debentures

(i) Votes in favor of the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
421	73,68,11,277	99.78

(ii) Votes against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	16,29,568	0.22




(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

You are requested to declare the Voting Results accordingly.

Thanking You,

Yours Faithfully,


Shreepad M. Korde
C.P. No. 1079



For **The Indian Hotels Company Limited**



Cyrus P. Mistry
Chairman
(DIN 00010178)

Place: Mumbai

Dated: August 24, 2016