

November 30, 2015

The General Manager
The Bombay Stock Exchange Limited
Listing Operations
P.J. Towers
Dalal Street
Mumbai- 400 001

Kind Attn: Mr. Lalit Phatak, Assistant Manager

Dear Sir,

Re: Further information requested in relation to Scheme of Arrangement submitted under Clause 24(f) of the Listing Agreement

This has reference to our application dated October 21, 2015, under Clause 24(f) of the Listing Agreement, in relation to the proposed amalgamation of the Lands End Properties Private Limited, a wholly owned subsidiary, (“LEPPL” or the “Transferor Company”) with The Indian Hotels Company Limited (“Company” or the “Transferee Company”), by way of a court approved scheme of arrangement between LEPPL, the Company and their respective shareholders and creditors under the provisions of Sections 391 to 394 of the Companies Act, 1956, read with Section 52 of the Companies Act, 2013, Section 78 and Sections 100 to 103 of the Companies Act, 1956 (“Scheme” or “Draft Scheme of Arrangement”).

In connection with the above application for the Scheme and as requested *vide* your email dated November 27, 2015, please see below the information requested in respect of the following matters:

a) Pre and post shareholding pattern in specified format:

The pre-Scheme and post-Scheme shareholding pattern of the Transferor Company and the Transferee Company, in the specified format, is enclosed herewith as **Annexure A**.

b) Details of directors and promoters of companies involved in the Scheme:

The details of the directors and promoters of the Transferor Company and the Transferee Company respectively, have been enclosed herewith as **Annexure B**.



c) Undertaking regarding non-issuance/re-issuue of shares not covered in Scheme:

We hereby confirm that The Indian Hotels Company Limited, the Transferee Company in the proposed Scheme will not issue/ reissue any shares, not covered under the Draft Scheme of Arrangement. Pursuant to the Scheme, a wholly owned subsidiary of the Transferee Company, will be amalgamated with the Transferee Company, and consequently equity shares held by the Transferee Company in the Transferor Company will stand cancelled and no new shares shall be issued or payment made in cash or kind whatsoever by the Transferee Company.

d) Undertaking regarding no outstanding instruments convertible into equity shares:

We hereby confirm that, as on date of our application, i.e., October 21, 2015, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Transferee Company, at any future date, except as set out herein below and in paragraph 2(b)(ii) of the Scheme.

The Company has issued 18,18,01,228 compulsorily convertible debentures (“CCDs”) of INR 55 each, aggregating to INR 999.91 crores, where each CCD is automatically and compulsorily convertible into 1 equity share of face value of INR 1 each at a premium of INR 54 per share upon the expiry of 18 months from the date of allotment of the CCD, i.e. on March 1, 2016. The CCDs are listed on the BSE Limited and the National Stock Exchange of India Limited.

Pursuant to the Scheme, a wholly owned subsidiary of the Transferee Company, will be amalgamated with the Transferee Company, and consequently equity shares held by the Transferee Company in the Transferor Company will stand cancelled and no new shares shall be issued or payment made in cash or kind whatsoever by the Transferee Company.

e) Applicability of para 5.16(a) of SEBI Circulars

Pursuant to the applicability of paragraph 5.16(a)(iii) of the SEBI Circular CIR/CFD/DIL/5/2013 dated February 4, 2013, read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (“**SEBI Circulars**”), the Scheme (as mentioned in paragraph 18(a)(ii) thereof) is conditional upon approval by the majority of the public shareholders of the Company, through postal ballot and e-voting, as the Company has acquired the equity shares of LEPPL, by paying consideration in cash or in kind in the past to one or more shareholders of LEPPL who fall into the category of ‘Promoter /Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the Company’ and such subsidiary, i.e., LEPPL is being merged with the Company under the Scheme.



Please see attached the following documents in respect of the above:

- (i) A certified copy of the extract of the resolution of the board of directors of LEPL dated October 14, 2015, taking on record the transfer of equity shares of LEPL from erstwhile shareholders to the Company, whereby LEPL become a wholly owned subsidiary of the Company, is enclosed herewith as **Annexure C**;
- (ii) A copy of the our letter dated April 9, 2015, intimating you that the Board of Directors of the Company had accorded its approval for the acquisition by the Company of 80.1% equity stake in LEPL for an aggregate consideration not exceeding INR 17 crores; is enclosed herewith as **Annexure D**; and
- (iii) A copy of our letter dated October 14, 2015, further intimating you that the Company on October 14, 2015 had completed the purchase of 80.1% equity stake of LEPL from the erstwhile shareholders of LEPL and the board of directors of LEPL having recorded and registered the transfer of shares on October 14, 2015, is enclosed herewith as **Annexure E**.

Please revert should you require any further clarifications in relation to the Scheme.

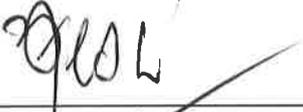
We would be obliged if you could grant your approval to Scheme at your earliest convenience.

Thanking you.

Yours faithfully,

For The Indian Hotels Company Limited,





Beejal Desai
Vice President- Legal & Company Secretary

Encl: as above



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

Pre and Post Arrangement Shareholding Pattern

Sr No.	Description	Transferor company				Transferee company													
		Lands End Properties Private Ltd		The Indian Hotels Company Ltd		Lands End Properties Private Ltd		The Indian Hotels Company Ltd											
		Pre-arrangement No. of shares	%	Post-arrangement No. of shares	%	Pre-arrangement No. of shares	%	Post-arrangement No. of shares	%										
1	Indian																		
(a)	Individuals/ Hindu Undivided Family	0	0	NA	NA	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Names of individuals...																		
(b)	Central Government/ State Government(s)	0	0	NA	NA	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	1,00,00,000	100	NA	NA	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53
(d)	Financial Institutions/ Banks	0	0	NA	NA	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Names of each category	0	0	NA	NA	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Others	0	0	NA	NA	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub Total(A)(1)	1,00,00,000	100	NA	NA	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53	303066224	37.53
2	Foreign																		
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	NA	NA	0	0	0	0	0	0	0	0	0	0	0	0	0	0



(b)	Bodies Corporate	0	0	NA	NA	0	0	0	0
(c)	Institutions	0	0	NA	NA	0	0	0	0
(d)	Any Others	0	0	NA	NA	0	0	0	0
	Sub Total(A)(2)	0	0	NA	NA	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	1,00,00,000	100	NA	NA	303066224	37.53	303066224	37.53
(B)	Public shareholding								
1	Institutions								
(a)	Mutual Funds/ UTI	0	0	NA	NA	80720965	10.00	80720965	10.00
(b)	Financial Institutions / Banks	0	0	NA	NA	87939021	10.89	87939021	10.89
(c)	Central Government/ State Government(s)	0	0	NA	NA	1032	0.00	1032	0.00
(d)	Venture Capital Funds	0	0	NA	NA	0	0	0	0
(e)	Insurance Companies	0	0	NA	NA	28448870	3.52	28448870	3.52
(f)	Foreign Institutional Investors	0	0	NA	NA	138685202	17.18	138685202	17.18
(g)	Foreign Venture Capital Investors	0	0	NA	NA	0	0	0	0
(h)	Any Other	0	0	NA	NA	0	0	0	0
(h-1)	Foreign Financial Institutions / Banks	0	0	NA	NA	5951	0.00	5951	0.00



	Sub-Total (B)(1)	0	0	NA	NA	335801041	41.59	335801041	41.59
2	Non-institutions								
(a)	Bodies Corporate	0	0	NA	NA	37009029	4.58	37009029	4.58
(b)	Individuals	0	0	NA	NA	0	0	0	0
	Individuals -i.								
1	Individual shareholders holding nominal share capital up to Rs 1 lakh					112548297	13.94	112548297	13.94
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.					11538566	1.43	11538566	1.43
(c)	Any Other	0	0	NA	NA	0	0	0	0
(c-i)	Trusts	0	0	NA	NA	104766	0.01	104766	0.01
(c-ii)	Directors & their Relatives	0	0	NA	NA	157225	0.02	157225	0.02
(c-iii)	Foreign Nationals & Non-Resident Indians	0	0	NA	NA	4554473	0.56	4554473	0.56
(c-iv)	Clearing Members	0	0	NA	NA	164185	0.02	164185	0.02
(c-v)	Hindu Undivided Family	0	0	NA	NA	2358111	0.29	2358111	0.29
	Sub-Total (B)(2)	0	0	NA	NA	168434652	20.86	168434652	20.86
(B)	Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	NA	NA	504235693	62.45	504235693	62.45
	TOTAL (A)+(B)	1,00,00,000	100	NA	NA	807301917	99.98	807301917	99.98



(C)	Shares held by Custodians and against which DIRs have been issued	0	0	NA	NA	170870	0.02	170870	0.02
	GRAND TOTAL (A)+(B)+(C)	1,00,00,000	100	NA	NA	807472787	100.00	807472787	100.00

For THE INDIAN HOTELS CO. LTD.


BEEJAL DESAI
Vice President Legal & Company Secretary



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

Details of Directors of The Indian Hotels Company Limited as on November 30, 2015

Name of Directors	Residential Address	Unique Identification No.	Date of Birth	Nationality
Mr. Cyrus Mistry <i>Non-Executive Director & Chairman</i>	Sterling Bay, 103, Walkeshwar Road, Mumbai – 400 006. Tel: 66657180	AERPMP9037N (PAN)	July 4, 1968	Irish
Mr. K.B. Dadiseth <i>Independent Director</i>	8A, Maneck, L.D. Ruparel Marg, Nepeansea Road, Mumbai – 400006 Tel: 23517060	AAEPD8257E (PAN)	December 20, 1945	Indian
Mr. Deepak Parekh <i>Independent Director</i>	9, Darbhanga Mansion, 12, Carmichael Road, Mumbai 400026 Tel: 22850000	AAOPP9668B (PAN)	October 18, 1944	Indian
Mr. Shapoor Mistry <i>Non Executive Director</i>	Sterling Bay, 103, Walkeshwar Road, Mumbai – 400 006. Tel: 22875407	AAEPM2061M (PAN)	September 6, 1964	Irish
Mr. Nadir Godrej <i>Independent Director</i>	40 D, B. G. Kher Marg, Malabar Hill, Mumbai – 400 005 Tel: 25188010	AADPG7643Q (PAN)	August 26, 1951	Indian
Ms. Ireena Vittal <i>Independent Director</i>	A 2, 1202, World Spa East Sector 30/41, Gurgaon 122001 Mob: 08800090178	AADPV1333J (PAN)	October 2, 1968	Indian
Mr. Gautam Banerjee <i>Independent Director</i>	10 Cornwall Gardens, Singapore 269639 Mob: +91 9920877688	AUEPB3698A (PAN)	October 21, 1954	Singaporean
Ms. Vibha Paul Rishi <i>Independent Director</i>	812, Aralias, Golf Link, DLF City V, Gurgaon-122002 Mob: +91 965 092 0779	AAKPR1495E (PAN)	June 19, 1960	American (with effect from Feb 20, 2015)
Dr. N. S. Rajan * <i>Non Executive Director</i>	B-302 Central Park I, Sector 42, Near DLF Golf Course, Gurgaon, Haryana 122 002. Tel: 0124 4052978	ADCPR7692A (PAN)	November 11, 1961	Indian
Mr. Rakesh Sarna <i>Managing Director & CEO</i>	Taj Wellington Mews Luxury Residences, 33, Nathalal Parekh Marg, Mumbai- 400 001 Tel : 61371920	FTLPS3991H (PAN)	March 29, 1957	American
Mr. Anil P. Goel <i>Executive Director & CFO</i>	93 A, Maker Tower, 9 th Floor, Cuffe Parade, Mumbai – 400 005 Tel : 61371926	AGFPG3207N (PAN)	May 20, 1957	Indian
Mr. Mehernosh Kapadia <i>Executive Director – Corporate Affairs</i>	29, Wodehouse Apartment, 1 st Floor, Wodehouse Road Colaba, Mumbai 400001 Tel : 61371686	AAHPK3023A (PAN)	May 22, 1953	Indian

* Appointed w.e.f. November 27, 2015

BEEJAL DESAI

Vice President - Legal & Company Secretary





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

Details of Promoters of the Company as on November 30, 2015:

Sr. No.	Promoters	Address	Contact Nos.	CIN	PAN Details	No. of Shares
1	Lady Tata Memorial Trust	Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400001	022 66658282	NA	AAATL00528	17728200
2	Sir Dorabji Tata Trust	Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400001	022 66658282	NA	AAATS0494G	50221040
3	Sir Ratan Tata Trust	Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400001	022 66658282	NA	AAATS1013P	11023220
4	Tata Sons Limited	Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400001	022 66658282	U99999MH1917PLC000478	AAACT4060A	202052004
5	Tata Investment Corporation Limited	Elphinstone Building, 2 nd floor, 10 Veer Nariman Road, Near Horniman Circle, Mumbai-400001	022 6665 7186	L67200MH1937PLC002622	AAACT4120F	9894060
6	Ewart Investments Limited	Mulla House, 4 th floor, 51 Mahatma Gandhi Road, Fort Mumbai - 400001	022 66657194	U74999MH1922PLC001030	AAACE2546C	1318543
7	Tata Chemicals Limited	Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400001	022 66658282	L24239MH1939PLC002893	AAACT4059M	7271666
8	Tata Global Beverages Limited	1 Bishop Lefory Road, Kolkata - 700020	022 6636 6700	L15491WB1962PLC031425	AAABCT0602K	1687742
9	Tata Industries Limited	Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400001	022 66658282	U44003MH1945PLC004403	AAACT14058L	452571
10	Tata Capital Limited	Tower A, 1101, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013	022 66069000	U65990MH1991PLC060670	AADCP9147P	12000
11	Oriental Hotels Limited	Paramount Plaza, 2 nd floor, 47 Mahatma Gandhi Road, Nungambakkam, Chennai - 600034	044 66172835	L55101TN1970PLC005897	AAACO0728N	511836
12	Taida Trading & Industries Limited	Mandlik House, Mandlik Road, Mumbai - 400001	022 66395515	U13100MH1959PLC011396	AAACT1683P	127768
13	Taj Madurai Limited	Paramount Plaza, 2 nd floor, 47 Mahatma Gandhi Road, Nungambakkam, Chennai - 600034	044 66172835	U55101TN1990PLC018883	AAACT1242N	765574



LANDS END PROPERTIES PRIVATE LIMITED

Registered Office: Mandlik House, Mandlik Road, Colaba, Mumbai 400 001.

Tel.: +91-22-6639 5515 Fax: +91-22-2202 7442

CIN U70100MH2009PTC197920

List of Directors of Lands End Properties Private Limited as on November 30, 2015

DIN Number	Name of Director	Residential Address	Designation
01942405	Mr. R. H. Parekh	402 Purnima-Saurabh, Plot No. 57, Sector 29, Vashi, Navi Mumbai, 400705, Maharashtra, India.	Non-Executive Director
03326335	Mr. Ashok Binnani	D-101, 1 st Floor, Palm Court Complex, Link Road, Malad- West, Mumbai, 400064, Maharashtra, India.	Non-Executive Director
06872883	Mr. Kishor Kulkarni	Flat No. A-4, Blossom CHS, N. Datta Marg, Andheri (W), 400053, Maharashtra, India.	Independent Director
01147657	Ms. Aban Rupa	05, 2nd Floor, Sharifa Mension, Swami Gyanjivandas, Dadar(E), Mumbai, 400014, Maharashtra, India.	Independent Director

**Certified True Copy,
For Lands End Properties Private Limited**

**Rashna Master
Company Secretary**

LANDS END PROPERTIES PRIVATE LIMITED**Registered Office:** Mandlik House, Mandlik Road, Colaba, Mumbai 400 001.

Tel.: +91-22-6639 5515 Fax: +91-22-2202 7442

CIN U70100MH2009PTC197920

Details of Promoters of Lands End Properties Private Limited as on November 30, 2015

Name of the Promoter	CIN	Registered Office Address	Holding
The Indian Hotels Company Limited	L74999MH1902PLC000183	Mandlik House, Mandlik Road, Mumbai 400 001	100%

**Certified True Copy,
For Lands End Properties Private Limited**



**Rashna Master
Company Secretary**

LANDS END PROPERTIES PRIVATE LIMITED

Registered Office: Mandlik House, Mandlik Road, Colaba, Mumbai 400 001.

Tel.: +91-22-6639 5515 Fax: +91-22-2202 7442

CIN U70100MH2009PTC197920

RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY ON OCTOBER 14, 2015**To note and take on record the transfer of shares of the Company**

The Directors took note of the following transfer of shares which was effected on October 14, 2015:

DP ID	Name of Transferor	No. of shares	Name of Transferee
IN301549	Taida Trading and Industries Limited	40,30,000	The Indian Hotels Company Limited
IN300360	Oriental Hotels Limited	19,90,000	The Indian Hotels Company Limited
IN303542	Tata Capital Financial Services Limited	19,90,000	The Indian Hotels Company Limited

**Certified True Copy,
For Lands End Properties Private Limited**



**Ms. Rashna Master
Company Secretary**


THE INDIAN HOTELS COMPANY LIMITED

CIN: L74999MH11902PLC000183

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

April 9, 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,

Pursuant to Clause 36 of the Listing Agreement, we wish to inform you that the Board of Directors have at their meeting held earlier today accorded their approval to the proposed acquisition by the Company of the balance 80.1% equity stake in Lands End Properties Private Limited (LEPPL), for an aggregate consideration not exceeding ₹ 17 crores thereby making LEPPL a 100% subsidiary of the Company. Pursuant to the foregoing, ELEL Hotels & Investments Limited, the licensee of the erstwhile hotel Sea Rock site, will become a subsidiary of the Company.

You are requested to kindly take the same on record.

Thanking you,

Yours sincerely,

BEEJAL DESAI
Vice President - Legal & Company Secretary

cc : The Secretary – London Stock Exchange Ltd





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

October 14, 2015

The Department of Corporate Services

BSE Limited

1st floor, Rotunda Building

B.S. Marg, Fort, Mumbai – 400 001

Stock Code: 500850

The Listing Department

National Stock Exchange of India Limited

Exchange-Plaza, Bandra Kurla Complex

Bandra (E), Mumbai – 400 051

Symbol: IndHotel

Dear Sir,

Sub: Intimation under Clause 36 of the Listing Agreement

As intimated to you by way of our letter dated April 9, 2015, the Board of Directors of The Indian Hotels Company Limited (the “Company”) had accorded its approval for the acquisition by the Company of 80.1% equity stake in Lands End Properties Private Limited (“LEPPL”) for an aggregate consideration not exceeding INR 17 crores.

We wish to inform you that on October 14, 2015 the Company has completed the purchase of 80.1% equity stake of LEPPL from the erstwhile shareholders of LEPPL and [the Board of Directors of LEPPL have recorded and registered the transfer of shares on October 14, 2015. Pursuant to this purchase, LEPPL has become a wholly owned subsidiary of the Company.

You are requested to kindly take the same on record.

Thanking you,
Yours sincerely,

For The Indian Hotels Company Limited

BEEJAL DESAI

Vice President – Legal & Company Secretary



LANDS END PROPERTIES PRIVATE LIMITED

Registered Office: Mandlik House, Mandlik Road, Mumbai 400 001.

Tel.: +91-22-6639 5515 Fax: +91-22-2202 7442

CIN : U70100MH2009PTC197920

October 14, 2015

The Department of Corporate Services**BSE Limited**1st floor, Rotunda Building

B.S. Marg, Fort, Mumbai – 400 001

ISIN No: INE776K07013

Dear Sir,

Sub: Notification as per Clause 19 of the Listing Agreement for Debt Securities

We wish to inform you that the Board of Directors of Lands End Properties Private Limited (the "Company") has at its meeting held today, taken on record and registered the transfer of 80.1% of the equity shareholding of the Company from the erstwhile shareholders of the Company to The Indian Hotels Company Limited ("IHCL"). Pursuant to this transfer, the Company has become a wholly owned subsidiary of IHCL.

You are requested to kindly take the same on record.

Thanking you,
Yours sincerely,**For Lands End Properties Private Limited****DIRECTOR**