

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-fourth Annual General Meeting of the Company will be held at 3.30 P.M. on Friday, 4th August 2017, at the Company's Registered Office at Trident Chennai, 1/24 G.S.T. Road, Meenambakkam, Chennai- 600 027, to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2017 together with the Directors' Report and Auditor's Reports thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. S.S. Mukherji (DIN 00103770), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), M/s. Deloitte, Haskins & Sells LLP, Chartered Accountants (FRN 117366 W/W 100018) be and is hereby appointed as the Statutory Auditors of the Company to hold office for 5 (five) consecutive years from the conclusion of the 34th Annual general meeting till the conclusion of the 39th Annual General Meeting, subject to ratification at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company every year."

As Special Business

5. **Approve appointment of Mr. Surin Shailesh Kapadia as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Surin Shailesh Kapadia (DIN 00770828), be and is hereby appointed as an Independent Director of the Company for a term up to five consecutive years with effect from 5th August, 2016".

Registered Office
1/24 G.S.T Road
Meenambakkam
Chennai- 600 027

29th May 2017

By Order of the Board

Indrani Ray
Company Secretary

NOTES:

1. **A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Shareholder of the Company. The proxy form must be deposited in original with the Company at its Registered Office at 1/24, G.S.T.Road, Meenambakkam, Chennai- 600 027 no later than 48 hours before the commencement of the meeting. No photocopy/ scanned copy of a completed proxy form will be accepted.**
2. The Register of Shareholders of the Company will remain closed from Friday, 28th July, 2017 to Sunday, 30th July, 2017, both days inclusive;
3. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard (SS)-2 particulars relating to Mr. S.S. Mukherji, Director, retiring by rotation, and whose re-appointment is being proposed at the forthcoming Annual General Meeting, is given in the Annexure to this Notice. Also given on the Annexure are the particulars of Mr. Surin Shailesh Kapadia whose appointment as an Independent Director by the Board has to be approved at the forthcoming Annual General Meeting.
4. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any Shareholder wishing to avail of this facility may submit to the Company’s Share Transfer Agent, EIH Limited, Investors Services Division (“ISD”), 7 Sham Nath Marg, New Delhi-110 054, in the prescribed statutory form SH-13. For any assistance, Shareholders should get in touch with the ISD.
5. Shareholders are requested to notify immediately any change in their addresses to the Company’s Share Transfer Agent.
6. A Shareholder or his proxy will be required to produce at the entrance to the meeting hall, the attendance slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated attendance slips will be accepted. However, Shareholders who have received the Annual Report on e-mail can download and print the attendance slip themselves. These should be completed, signed and handed over at the entrance to the meeting hall. The validity of the attendance slip will, however, be subject to the Shareholder continuing to hold equity shares as on the date of the meeting.
7. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
9. Shareholders who have not registered their e- mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc, from the Company electronically.

10. (i) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing to the Shareholders, the remote e-voting facility at the 34th Annual General Meeting. The Company is offering remote e-voting option to all the Shareholders. For this purpose, the Company has signed an Agreement with National Securities Depository Limited (“NSDL”).
- (ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. For abundant clarity, in the event of poll, please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut of date. The poll process shall be conducted and the consolidated Scrutinizer Report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations.
11. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut of date i.e. Friday, 28th July 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners provided by depositories as on the cut off date i.e 28th July 2017 only shall be entitled to avail the facility of remote e-voting/ ballot voting.
13. The remote e-voting period shall commence at 9.00 am on Tuesday, 1st August 2017 and will end at 5.00 pm on Thursday, 3rd August 2017. The remote e-voting module shall be disabled by NSDL at 5.00 pm on 3rd August 2017. During the remote e-voting period, the Shareholders of the Company holding shares either in physical form or in demat form as on the cut-off date may cast their vote electronically provided once the vote on the Resolution(s) has been cast by the Shareholders, they will not be allowed to change it subsequently.
14. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares on the cut-off date i.e. Friday, 28th July 2017, may obtain the login ID and password by sending an email to isdho@oberoigroup.com; evoting@nsdl.co.in or asimsecy@gmail.com (“the Scrutinizer”) by mentioning their Folio No. / DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and password for casting your vote. If you forget your password, you can reset our password by using “Forget User Details/ Password” option available on www.evoting.nsdl.com.
15. **Process and Manner for Shareholders opting for remote e-voting is as under:**
 - (A) **In case of Shareholders receiving e-mail from NSDL:**
 - (a) Any member whose shares are in demat form and whose email address is registered with the Company/ Depository Participant(s) will receive an email from NSDL. Open e-mail and open PDF file viz. “remote

e-voting. pdf” which contains your user ID & password for remote e-voting. The file can be opened with your Client ID or Folio No. as password. Please note that the password is an initial password.

Note: Shareholder already registered with NSDL for e-voting will not receive the PDF file ‘remote e-voting”.

- (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (c) Click on “Shareholder – Login”.
 - (d) Put user ID and password as initial password noted in step (a) above. Click “Login”.
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
 - (g) Select Electronic Voting Event Number (EVEN) of EIH Associated Hotels Limited.
 - (h) Now you are ready for “e-voting” as “Cast Vote” page opens.
 - (i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (j) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (k) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (l) Corporate/Institutional shareholders (ie. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in
- (B) **In case of Shareholders receiving Notice by Post:**
- (i) Initial password is provided at the bottom of the attendance slip.
 - (ii) Please follow all steps from Sl. No.(b) to Sl. No.(l) above, to cast vote.
- (C) The voting through remote e-voting period commences from 9.00 am on 1st August 2017 and ends at 5.00 pm on 3rd August 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (D) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No. + Folio No.)

- (E) In case of any query, you may refer the “Frequently Asked Questions” (FAQs) for Shareholders and e-voting user manual for Shareholders available at the ‘downloads’ section of NSDL website www.evoting.nsdl.com.
- (F) Shareholders who forget the User details/password can use “Forget details/Password” “Physical User Reset Password” option available on www.evoting.nsdl.com.
16. The ordinary resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the votes cast against.
17. The Board of Directors have appointed Mr. Vikram Oberoi, Managing Director and Ms. Indrani Ray, Company Secretary as the persons responsible for the entire process of voting i.e. remote e-voting and voting at the AGM. Mr. Asim Kumar Chattopadhyay, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the Scrutinizer’s Report shall be placed on the website of the Company at www.eihassociatedhotels.in, NSDL at www.evoting.nsdl.com and Stock Exchanges at www.bseindia.com and www.nseindia.com.

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Chennai-600 027

29th May, 2017

By Order of the Board

Indrani Ray
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") RELATING TO SPECIAL BUSINESS:

Item No. 5

Mr. Surin Shailesh Kapadia, appointed as an Additional Director by the Board with effect from 5th August, 2016 pursuant to Section 161 of the Companies Act, 2013, read with Article 92 of the Articles of Association of the Company, will hold office up to the conclusion of the ensuing Annual General Meeting.

The Company has received from the Director, a declaration to the effect that he meets the "criteria of independence" as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Mr. Kapadia is an Independent Director within the meaning of Regulation 16 of the Listing Regulations.

The Company has also received a notice in writing, under the provisions of Section 160 of the Companies Act, 2013 from a Member along with a deposit of requisite fee proposing the candidature of Mr. Surin Shailesh Kapadia for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Board seeks approval of Members for the appointment of Mr. Kapadia as an Independent Director of the Company for a term up five consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

A copy of the draft letter for the appointment of Mr. Kapadia setting out the terms and conditions is available for inspection without any fee by the Members at the Company's Registered Office on all working days (except Saturday) between 11.00 am to 1.00 pm up to 28th July, 2017.

No Director, key managerial personnel or their relatives, except Mr. Surin Shailesh Kapadia to whom the Resolution relates, is interested or concerned in the Resolution.

The Board recommends the Resolution for the approval of the Members.

Registered Office
1/24 G.S.T Road
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Chennai- 600 027

29th May, 2017

By Order of the Board

Indrani Ray
Company Secretary

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(Pursuant to Regulation 36(3) of the Listing Regulations)**

Name of Director	Date of Birth	Date of Original Appointment	Expertise in specific Functional areas	Qualifications	Directorships in other Public Limited Companies	Membership of Committees in other Public Limited Companies	Other Information	Remarks
Mr. S.S. Mukherji	18.07.1948	07.10.1988	General Management	F.C.A., A.M.P (Harvard)	1. IIH Limited 2. The Bengal Club Limited 3. Oberoi Kerala Hotels and Resorts Limited	IIH Limited (a) Stakeholders Relationship Committee (b) Audit Committee	Non-executive Non Independent Director No. of shares held: 10,000	Retiring by rotation at the forthcoming Annual General Meeting
Mr. Surin Shailesh Kapadia	19.10.1980	05.08.2016	Finance & Taxation	F.C.A.	None	None	Non-executive Independent Director	Additional Director to be appointed as regular Director at the forthcoming Annual General Meeting