

ElH Associated Hotels Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd (Forty Second) Annual General Meeting of the **ElH Associated Hotels Limited** will be held on Monday, 04th August 2025 at 04:30 P.M. (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2025 and the reports of the Board of Directors and Auditors, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the Financial Year ended 31st March 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT dividend at the rate of ₹ 3.50/- (Rupees Three and Fifty Paise only) per equity share of ₹ 10/- (Rupees Ten only) each fully paid up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended 31st March 2025 and the same be paid out of the profits of the Company."

3. To appoint Mr. Akshay Rajan Raheja (DIN: 00288397), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Akshay Rajan Raheja (DIN: 00288397), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. Approval of Material Related Party Transactions with ElH Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"), read with Section III-B of SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 ("SEBI Master Circular"), as updated from time to time, the applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Rules framed thereunder, other applicable laws/ provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transaction(s), based on the approval and recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with ElH Limited, a related party of the Company within the meaning of Section 2(76) of the Act, and Regulation 2(1) (zb) of the Listing Regulations, for purchase and sale of goods & services, sale of fixed assets and other income & expenses for an aggregate amount upto ₹ 140 Crore (Rupees One Hundred Forty Crore only) to be entered during Financial Year 2025-26, provided that such contract(s)/arrangement(s)/ transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing Director of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any duly constituted Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified, and confirmed in all respects".

5. Approval for re-appointment of Mr. Vikramjit Singh Oberoi (DIN 00052014) as Managing Director of the Company for a period of 5 (five) years

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 203, Schedule V and other applicable

provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded for reappointment of Mr. Vikramjit Singh Oberoi (DIN: 00052014) as the Managing Director for a period of five years with effect from 23rd June 2025.

RESOLVED FURTHER that Mr. Vikramjit Singh Oberoi will not receive any remuneration as the Managing Director of the Company, except sitting fee for attending the meetings of Board and committee thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution including execution of the Service Agreement with Mr. Vikramjit Singh Oberoi and authorized to amend the terms and conditions of the said re-appointment as may be agreed to between the Board of Directors and Mr. Vikramjit Singh Oberoi".

6. Appointment of M/s Chandrasekaran Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a term of upto 5 (Five) consecutive years, fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"), provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to appoint M/s Chandrasekaran Associates, Practicing Company Secretaries (Firm Registration No. P1988DE002500), as the Secretarial Auditor of the Company for term of five consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30 at a remuneration as set out in the statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

Date: 16th May 2025

Place: **Registered Office**
1/24 G.S.T Road
Meenambakkam,
Chennai – 600027
Tamil Nadu

By order of the Board of Directors

Tejasvi Dixit
Company Secretary
FCS:7164

NOTES:

1. In compliance with the Ministry of Corporate Affairs ("MCA") circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 25th September 2023 and 19th September 2024, (hereinafter referred to as "MCA circulars") and Securities and Exchange Board of India ("SEBI") circulars dated 12th May 2020, 15th January 2021, 07th October 2023 and 3rd October 2024 (hereinafter referred to as "SEBI circulars") permitted Companies to hold Annual General Meeting through video conference ("VC") / other audio visual means ("OAVM"), without the physical presence of the Members at a common venue, provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 42nd Annual General Meeting ("42nd AGM") is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. 1/24, G.S.T Road, Meenambakkam, Chennai, Tamil Nadu-600027.
2. Explanatory statement as required under Section 102 of the Companies Act, 2013, setting out the material facts and reasons in respect of the special businesses specified above is appended hereto.
3. As per the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 42nd AGM is being held through VC/OAVM as per the MCA circulars and SEBI circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 42nd AGM and hence the Proxy Form, Attendance Slip and route map of the venue of the meeting are not annexed to this Notice.
4. Corporate Members intending to send their authorized representatives to attend 42nd AGM are requested to send a duly certified copy of the Board resolution, authorizing the representative to attend and vote on their behalf at the AGM by e-mail to isdho@oberoigroup.com.
5. As required under the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, particulars relating to Mr. Vikramjit Singh Oberoi, retiring by rotation and proposed to be re-appointed are given in the Annexure to this Notice.
6. In accordance with MCA circulars and SEBI circulars the notice of the 42nd AGM and the Annual Report 2024-25 are being sent only by electronic mode to those members whose name is appearing in the Register of Members/Beneficial Owners as on cut-off date i.e., Friday, 04th July 2025. Members may please note that this Notice and the Annual Report will also be available on the Company's website <https://www.eihassociatedhotels.in/investors/annual-reports/>, the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of Central Depository Services Limited (CDSL) at www.evotingindia.com
7. The Company has facilitated the Members to participate at the 42nd AGM through VC/OAVM provided by CDSL. The instructions for participation through VC/OAVM by members are given separately. Participation at the AGM through VC/OAVM shall be allowed on a first-come-first-served basis. However, this rule would not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The Members will be able to attend the 42nd AGM through VC/OAVM or view the live webcast of the proceedings at the 42nd AGM provided by CDSL. The members can visit and login through their user id and password from 4.15 P.M. IST onwards on Monday, 04th August 2025.
9. As per MCA and SEBI circulars, members attending the 42nd AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. For details on login method of remote e-voting and e-voting at the AGM, please refer the instructions below under the head **"Instructions for Shareholders for E-voting And joining Virtual Meetings"**.
11. Members joining the meeting through VC/OAVM and who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. A member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM.
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 Monday, 28th July 2025. A person, whose name is recorded in the Register of Members or in the list of beneficial owners provided by depositories as on Monday, 28th July 2025 shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.

13. The remote e-voting period shall commence at 10.00 A.M. (IST) on Friday, 01st August 2025 and will end at 5.00 P.M. (IST) on Sunday, 03rd August 2025. The remote e-voting module shall be disabled by CDSL at 5.00 P.M. (IST) on Sunday, 03rd August 2025. During the remote e-voting period, the Members 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) is cast by the members, he/she will not be allowed to change it subsequently.
 14. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, 28th July 2025 may obtain the login ID and password by sending an email to isdho@oberoigroup.com or helpdesk.evoting@cdslindia.com by mentioning their folio No. /DP ID and Client ID. However, if the Member is already registered with CDSL for remote e-voting, then the Member can use his/her existing user ID and password for casting the vote. If the Member forgets the password, he/she can reset the password by using "Forgot User Details/Password" option available on www.evotingindia.com
 15. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 01st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical mode are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
 16. Members can contact the Company's RTA for assistance in this regard. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website under Investor relation at <https://www.eihassociatedhotels.in/investors/investor-services-and-contact/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 17. The Board of Directors have appointed Mr. Tejasvi Dixit, Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and e-voting at the 42nd AGM. Mr. Arun Kumar Gupta, Practicing Company Secretary of M/s. Arun Gupta and Associates, Company Secretaries has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the 42nd AGM in a fair and transparent manner.
 18. The resolutions pertaining to ordinary and special business mentioned above shall be declared as passed on the date of the Annual General Meeting if the number of votes cast in favour is more than the votes cast against.
 19. The scrutinizer shall after the conclusion of voting at the 42nd AGM unblock the votes cast through remote e-voting and e-voting during AGM 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 favor or against, if any, to the Chairman of the Meeting or any person authorised by him within two working days of conclusion of the Meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, www.eihassociatedhotels.in, on the websites of Stock Exchanges, www.bseindia.com, www.nseindia.com, website of CDSL at www.evotingindia.com and will be hosted on the notice board at the Registered Office of the Company.
 20. Members may note that the Board, at its meeting held on Friday, 16th May 2025, has recommended a final dividend of ₹ 3.50/- (Rupees Three and Fifty Paise only) per fully paid-up equity share of ₹ 10 each. For the purpose of payment of final dividend for Financial Year 2024-25, the Record date is fixed on Monday, 28th July 2025. The aforesaid dividend, once approved by the Members in this AGM, will be paid on or before Sunday, 31st August 2025.
- In accordance with the SEBI Circular, dividends, in respect of physical folios wherein KYC details are not updated before the record date, will be held back by the Company and an intimation shall be sent by the Company to such shareholders whose details are not registered that their payment is due and has been withheld. Further, the dividend will get credited to their bank account only after the KYC details are updated in the folio.
- (a) Members holding shares in physical form and who have yet to register / update their bank account details for electronic receipt of dividend amount directly into their bank accounts are requested to update their KYC and bank account details by submitting Forms ISR-1, ISR-2 and SH-13 along with the supporting documents to our RTA i.e. MUFG Intime India Private Limited at Nobel Heights, 1st floor, Plot no. NH-2 LSC, C-1, Block, Near Savitri Market Janakpuri, New Delhi – 110 058. The Forms are available on the Company's website at <https://www.eihassociatedhotels.in/investors/investor-services-and-contact/>.

- (b) Members holding shares in dematerialized mode are requested to get their bank account details registered/updated with their respective DP.

Refer to our e-mail communication to the Shareholders in respect of deduction of Tax at Source on Dividend under relevant provisions of the Income-Tax Act, 1961. Please provide necessary documents/information for claiming exemption from TDS on Dividend to be paid for the Financial Year ended 31st March 2025 on or before Friday 25th July 2025.

21. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent at delhi@in.mpms.mufg.com or to the Company at isdho@oberoigroup.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
22. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for electronic inspection. During the 42nd AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at isdho@oberoigroup.com.
23. Pursuant to SEBI Circulars has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
- Pursuant to SEBI circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 01st August 2025 at 10:00 A.M. (IST) and ends on Sunday, 03rd August 2025 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 28th July 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; isdho@oberoigroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting i.e. 2nd August, 2025** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting i.e. 2nd August, 2025** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company is engaged in owning luxury hotels under the 'Oberoi' and 'Trident' brands. The Company has entered into management agreements for managing its hotels, wherein the Company sources services and other goods from EIH Limited. This helps the Company to achieve commitments, quality and innovation and competitive pricing.

As per Section 188 of the Companies Act, 2013 ("the Act"), transactions with related parties which are on arm's length basis and in the ordinary course of business, are exempt from the obligation of obtaining approval of the members.

However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), if a company enters into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹ 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statement, whichever is lower, shall require prior approval of the Shareholders of the Company and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The said limits are applicable, even if the transactions are in the ordinary course of business and at arm's length.

As per the first proviso to amended Regulation 2(1)(zb) of the Listing Regulations, any person or entity forming a part of the promoter or promoter group of the Company and having a significant influence over the Company at any time during the immediate preceding financial year, hence it is a related party. Accordingly, EIH Limited is a related party of the Company.

As per the amended Regulation 2(1)(zc) of Listing Regulations, RPTs now include a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Further, all related party transactions have been unanimously approved by the Independent Directors of the Audit Committee after satisfying itself that the related party transactions are at arm's length, in the ordinary course of business and in the best interest of the Company. The Audit Committee reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The Company has in place a structured process for approval of material related party transactions. As per the process, necessary details for each of the related party transaction irrespective of their materiality threshold along with the justification are provided to the Audit Committee, which enables them to make decisions.

Once approved by shareholders, the transaction shall also be reviewed /monitored on an annual basis by the Audit Committee of the Company. Any subsequent material modification in the proposed transaction as per the Company's Policy on Related Party Transactions shall be placed before the Shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

It is hereby informed that the Company has a well-defined governance process and a policy for the Related Party Transactions undertaken by the Company and proposed related party transactions are being undertaken in terms of recommendation/approval of the Audit Committee and the Board at their meetings held on 15th May 2025 and 16th May 2025 respectively.

The Company proposes entering into transactions with EIH Limited up to an aggregate amount ₹ 140 Crore (Rupees One Hundred Forty Crore only) to be entered during Financial Year 2025-26. Since this is a material transaction as per the Company's policy on Related Party Transactions, the Company seeks approval from the members in line with Regulation 23 (4) of the Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with EIH Limited will continue to be in adherence with arm's length principle as per the Act and Listing Regulations, and reviewed by the Audit Committee.

Details of the proposed transactions between the Company and EIH Limited including the information pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 are as follows:

S. No.	Description	Details
1	Name of the related party and its relationship with the Company including nature of its concern or interest (financial or otherwise)	EIH Limited, a promoter group and enterprise having significant influence over the Company
2	Type, tenure, material terms and particulars of the proposed transaction	Purchase and sale of goods & services, sale of fixed assets and other income & expenses for the Financial Year 2025-26.
3	Value of the proposed transaction	Consolidated transaction of approx. ₹ 140.00 crores as follows: Income – ₹ 11.27 Crore Expenses – ₹ 128.73 Crore
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	32.79% (approx.) of turnover for the Financial Year 2024-25.
5	Details if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	Not Applicable
6	Justification as to why the RPT is in the interest of the Company;	EIH Limited operates and manages all the hotels of the Company. The Company pays a management fee and group advertising fee according to the management agreement and reimburses the salaries of executives deputed by the Operator. The Company also engages in various transactions with EIH Limited to ensure effective management and avail centralized support for strategic, managerial and corporate functions, including Sales, Marketing, Engineering, Household Maintenance, Distribution & Revenue Management, Corporate Affairs, Legal, Public Relations, and Corporate Finance. EIH Limited procures and supplies various products to the Company, these transaction will lead to synergies and cost efficiencies due to shared resources, expertise and infrastructure and integration of operations to increase business efficiency. These transactions will provide significant cost savings compared to transactions with third parties due to pre-negotiated terms and bulk dealings and Better Terms and Conditions. The Company is able to access specialized skills, knowledge, and technology within the group that might be difficult or expensive to procure externally and facilitate marketing due to leveraging established relationships and market knowledge. All transactions are in ordinary course of business and are at arm's length.
7	Any valuation or other external party report relied upon by the Company in relation to the transactions	Not Applicable
8	Any other information that may be relevant	Not Applicable

Save and except Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is in anyway concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 4 whether the entity is a related party to the particular transaction or not.

The Board recommends an ordinary resolution as set out in Item no. 4 of this notice for the approval of members.

Item No.5

Mr. Vikramjit Singh Oberoi (DIN: 00052014) was appointed as Managing Director of the Company for a period of five years with effect from 23rd June 2020 with the approval of the Shareholders of the Company. His current term of appointment expires on 22nd June 2025, by efflux of time.

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board") at their respective meetings held on 15th May 2025 and 16th May 2025 and subject to the your approval, has re-appointed, Mr. Vikramjit Singh Oberoi as Managing Director for a period of five years, with effect from 23rd June 2025.

Mr. Vikramjit Singh Oberoi confirmed that he shall adhere to the Company's code of conduct and satisfies all the conditions set out in Part-I of Schedule V and Section 196(3) of the Act for his reappointment. He has given his declaration that he is not disqualified from being reappointed as a Director in terms of Section 164(1) and 164 (2) of the Act.

Also, in compliance with the SEBI order dated 14th June 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 both dated 20th June 2018, this is to confirm that Mr. Vikramjit Singh Oberoi (DIN: 00052014) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Vikramjit Singh Oberoi shall exercise such powers and perform such duties as may, from time to time, be entrusted to and conferred upon him by the Board and as mentioned in his Service Agreement.

The services of Managing Director may be terminated upon serving a six months' written notice by either party or compensation in lieu thereof subject to Section 202 of the Act.

Brief resume and nature of expertise is given below:

Mr. Vikramjit Singh Oberoi holds a Bachelor's degree in science from Pepperdine University, United States and has over 39 years of experience in the hospitality industry. He is also on the Board of EIH Limited and other group companies.

Keeping in view that Mr. Vikramjit Singh Oberoi has rich and varied experience in the hospitality industry and guided the Company through more than three decades of diversification and growth to emerge as one of the World's leading luxury hotel brand, the Board of Directors are of the view that it would be in the interest of the Company to continue the services of Mr. Vikramjit Singh Oberoi in the Company.

The Resolution No. 5 and the explanatory statement on the said resolution may be treated as a written memorandum setting out the terms and conditions of re-appointment of Mr. Vikramjit Singh Oberoi under Section 190 of the Act.

The Resolution No. 5 being in the interest of the Company, have been approved by the Nomination and Remuneration Committee and the Board and recommended to the Shareholders for their approval by way of an Ordinary Resolution.

Item No. 6

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 15th May 2025 and 16th May, 2025 have approved and recommended the appointment of M/s Chandrasekaran Associates, a Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P1988DE002500) as Secretarial Auditors of the Company for a term of 5(Five) consecutive years commencing from Financial year 2025-26 to Financial Year 2029-30.

The annual fee of ₹4,00,000/- (Rupees Four Lakhs only), excluding applicable taxes and other out-of-pocket expenses is proposed in connection with the Secretarial Audit for Financial Year ending 31st March, 2026. The fees for subsequent years shall be determined by the Board, on the recommendation of the Audit Committee

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditor and as per the recommendations of the Audit Committee.

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations.

M/s Chandrasekaran Associates, Company Secretaries ("CACS"), located in New Delhi, is a firm of Company Secretaries having professional experience spanning over more than 36 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management, Representation services and Transaction Advisory Services to the Corporate world on various matters.

The firm has been providing consultancy and Secretarial Audit to reputed multinational companies, listed companies including part of NIFTY50 / SENSEX and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate, Insurance, Fast Moving Consumer Goods, Hotel, Travel,

Food, Hospital, Pharma, Media, Tobacco, Housing Finance, Banking, REIT, INVITS etc.

M/s. Chandrasekaran Associates have given their consent to act as Secretarial Auditor of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and the SEBI LODR Regulations.

They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and the SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

Nature of Concern or Interest and other particulars

1. Resolution nos. 1 to 6 are being recommended by the Management of the Company.
2. None of the Directors and the Key Managerial Personnel of the Company holds more than 2% of the shareholding in the Company as well as any other Public Company in which they may be Directors/Key Managerial Personnel and which may get affected.
3. Mr. Vikramjit Singh Oberoi and his relatives are interested in resolution no. 5.
4. In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mr. Akshay Rajan Raheja and Mr. Vikramjit Singh Oberoi are given in the **Annexure-I**.

Date: 16th May 2025

Place: **Registered Office**

1/24 G.S.T Road
Meenambakkam,
Chennai – 600027
Tamil Nadu

By order of the Board of Directors

Tejasvi Dixit

Company Secretary
FCS:7164

ANNEXURE-I

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

At the 42nd Annual General Meeting

[Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36 of the Listing Regulations]

Name of the Director	Mr. Akshay Rajan Raheja	Mr. Vikramjit Singh Oberoi
DIN	00288397	00052014
Date of Birth (Age)	25/05/1982 (42)	08/12/1963 (61)
Date of first appointment on the Board	28/05/2015	22.03.1997
Qualifications	B. Com., M.B.A., Columbia Business School, New York	B.Sc. (Hons)
Experience (years)	22	39
Brief Profile/ Nature of Expertise	Commerce graduate and Master of Business Administration (MBA). A well-known entrepreneur and expert in business administration.	As per explanatory statement
Terms and conditions of appointment / re-appointment along with details of remuneration to be paid	Re-appointment of Director retires by rotation. No remuneration to be paid except sitting fee.	Re-appointment as Managing Director. No remuneration to be paid except sitting fee.
Shareholding in the Company	20,000 Equity Shares	NIL
Remuneration last drawn, if applicable	Nil	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
No. of Board Meetings attended/held during Financial Year 2024-25	6 / 7	7/7
Directorships held in other Companies (excluding foreign Companies)	<ol style="list-style-type: none"> 1. Abu Developers Pvt. Ltd. 2. Arjun Housing Pvt. Ltd. 3. Amber Apartment Makers Pvt. Ltd 4. Bloomingdale Investment & Finance Pvt. Ltd. 5. Globus Stores Pvt. Ltd. 6. Hathway Cable & Datacom Ltd. 7. Hathway Investments Pvt. Ltd. 8. Kuntinandan Contractors & Developers Pvt. Ltd. 9. R Raheja Investments Pvt. Ltd. 10. Raheja QBE General Insurance Company Ltd. 11. Windsor Realty Pvt. Ltd. 12. Prism Johnson Ltd 13. Innovassynth Technologies (India) Ltd 14. Kuntiputra Properties Pvt Ltd 15. R. Raheja Properties & Developers Pvt. Ltd 16. Supreme Petrochem Limited 	<ol style="list-style-type: none"> 1. EIH Limited, 2. Mumtaz Hotels Limited, 3. Oberoi Kerala Hotels and Resorts Limited 4. Oberoi Hotels Private Limited 5. Oberoi Properties Private Limited 6. Oberoi Plaza Private Limited 7. Bombay Plaza Private Limited 8. Oberoi Leasing and Finance Co Private Limited 9. Oberoi Investments Private Limited 10. Oberoi Buildings & Investments Private Limited 11. Oberoi Holdings Private Limited 12. Avis India Mobility Solutions Private Limited
Chairmanship/ Membership of Committees in other Companies	<ol style="list-style-type: none"> 1. EIH Associated Hotels Limited Audit Committee- Member 2. Prism Johnson Limited Audit Committee- Member 3. Raheja QBE General Insurance Company Limited Corporate Social Responsibility Committee- Member Nomination & Remuneration Committee- Member 	<p>EIH Limited</p> <ul style="list-style-type: none"> - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee - Chairman - Authorization Committee-Member - Risk Management Committee - Member <p>Mumtaz Hotels Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Chairman <p>Oberoi Hotels Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Member
Name of Listed Company from where Director has resigned in last three years	None	None
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.	As per explanatory statement

Note: Details mentioned above are as on 16th May 2025