

# EIH Associated Hotels Limited

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 41<sup>st</sup> (Forty First) Annual General Meeting of the **EIH Associated Hotels Limited** will be held on Monday, 05<sup>th</sup> August 2024 at 04:30 P.M. 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 31<sup>st</sup> March 2024 and the reports of the Board of Directors and Auditors, in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March 2024 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 a dividend on equity shares for the Financial Year ended 31<sup>st</sup> March 2024 and, in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** a dividend of Rs. 6/- (Rupees Six only) per equity share of Rs. 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 31<sup>st</sup> March 2024 and the same be paid out of the profits of the Company.”

3. To appoint a Director in place of Mr. Arjun Singh Oberoi (DIN: 00052106), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, 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. Arjun Singh Oberoi (DIN: 00052106), 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 EIH Limited**

To consider and if thought fit, 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/2023/120 dated 11<sup>th</sup> July 2023 (**“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 (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 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 EIH 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, fixed assets and other income & expenses for an aggregate amount upto Rs. 120 Crore (Rupees One Hundred Twenty Crore only) to be entered during Financial Year 2024-25, 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 of Capitalisation of the Reserves and issue of Bonus Shares to the Shareholders of the Company**

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 Section 63 and other applicable provisions of the Companies

Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (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), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India ("RBI"), and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company, subject to requisite approvals, consents, conditions and sanctions as may be considered necessary from appropriate authorities, adherence of terms and modifications, if any, as may be specified while according such approvals and based on the recommendation of the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this resolution), approval of the Members be and is hereby accorded for capitalization of a sum not exceeding Rs. 30,46,81,470/- (Rupees Thirty Crores Forty-Six Lakhs Eighty-One Thousand Four Hundred and Seventy only) from and out of the Securities Premium Account as per the audited accounts of the Company for the Financial Year ended 31<sup>st</sup> March 2024, for the purpose of issuance and allotment of fully paid up Bonus Equity Shares of Rs.10/- (Rupees Ten only) each, in the proportion of 1:1 i.e., 1 (One) fully paid-up bonus equity share of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each to the Equity Shareholders of the Company whose names appear in the Register of Members/Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the 'Record Date' i.e. Monday, 29<sup>th</sup> July 2024 and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up share capital of the Company held by each such Shareholder.

**RESOLVED FURTHER THAT** the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry same rights as the existing fully paid-up Equity Shares of the Company as on the Record Date.

**RESOLVED FURTHER THAT** the bonus equity shares so issued shall be treated for all purposes as an increase

in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of dividend.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees, and in case of Shareholders holding equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in case of Members holding equity shares in physical form, the entitled number of shares will be credited to the unclaimed suspense demat account maintained for this purpose.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus equity shares to the extent relate to Non Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors or any committee of the Board be and is hereby authorized to do all such acts, deeds and things including but not limited to applying/seeking necessary listing and trading approvals from the Stock Exchanges where the Shares of the Company are listed as per the Listing Regulations and other applicable laws, rules, regulations and guidelines; execution and filing of all such documents, instruments and writings as may be required; filing of any documents with the SEBI, Stock Exchanges, Depositories, Ministry of Corporate Affairs and/or any concerned authorities; to settle any question, difficulty or doubt that may arise in this regard and to do such other acts as it may deem necessary, proper or expedient to give effect to this resolution".

**6. Approval of appointment of Ms. Ameeta Aziz Parpia (DIN: 02654277) as Non-Executive Independent Director of the Company for a period of five consecutive years with effect from 24th May 2024**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, Regulation 17(1C), 25(2A) 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 thereof for the time being in force), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board, approval of Members be and is hereby accorded for appointment of Ms. Ameeta Aziz Parpia (DIN: 02654277), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16 (1) (b) of the Listing Regulations, in respect of whom the Company

has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as Non-executive Independent Director of the Company, not liable to be retire by rotation, for a period of 5 (five) consecutive years with effect from 24<sup>th</sup> May 2024.

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

Date: 14<sup>th</sup> June 2024

**Registered Office**

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

**By order of the Board of Directors**

**Tejasvi Dixit**  
Company Secretary

**NOTES:**

1. In compliance with the Ministry of Corporate Affairs ("MCA") circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and 25<sup>th</sup> September 2023, (hereinafter referred to as "MCA circulars") and Securities and Exchange Board of India ("SEBI") circulars dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021 and 07<sup>th</sup> October 2023 (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 41<sup>st</sup> Annual General Meeting ("41<sup>st</sup> AGM") is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
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 41<sup>st</sup> 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 41<sup>st</sup> AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
4. Corporate Members intending to send their authorized representatives to attend 41<sup>st</sup> 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](mailto:isdho@oberoigroup.com).
5. In accordance with MCA circulars and SEBI circulars the notice of the 41<sup>st</sup> AGM and the Annual Report 2023-24 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, 05<sup>th</sup> July 2024. 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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. The Company has facilitated the Members to participate at the 41<sup>st</sup> AGM through VC/OAVM provided by NSDL. 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.
7. The Members will be able to attend the 41<sup>st</sup> AGM through VC/OAVM or view the live webcast of the proceedings at the 41<sup>st</sup> AGM provided by NSDL. The members can visit and login through their user id and password from 4.15 P.M. IST onwards on 05<sup>th</sup> August 2024.
8. As per MCA and SEBI circulars, members attending the 41<sup>st</sup> AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 under the head "**How do I vote electronically using NSDL e-Voting system?**".
10. 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.
11. 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, 29<sup>th</sup> July 2024. A person, whose name is recorded in the Register of Members or in the list of beneficial owners provided by depositories as on Monday, 29<sup>th</sup> July 2024 shall be entitled to avail the facility of remote e-voting, e-voting at the AGM.
12. The remote e-voting period shall commence at 10.00 A.M. on Friday, 02<sup>nd</sup> August 2024 and will end at 5.00 P.M. on Sunday, 04<sup>th</sup> August 2024. The remote e-voting module shall be disabled by NSDL at 5.00

P.M. on Sunday, 04<sup>th</sup> August 2024. 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.

13. 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, 29<sup>th</sup> July 2024 may obtain the login ID and password by sending an email to [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their folio No. /DP ID and Client ID. However, if the Member is already registered with NSDL 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 "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
14. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 01<sup>st</sup> 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.

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 25<sup>th</sup> 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; subdivision/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.

15. 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 41<sup>st</sup> AGM. Mr. Arun Kumar Gupta, Practicing Company Secretary, M/s. Arun Gupta and Associates has been appointed as the scrutinizer to

scrutinize the remote e-voting and e-voting process at the 41<sup>st</sup> AGM in a fair and transparent manner.

16. Resolutions related to ordinary and special business as mentioned above will be considered passed on the date of the Annual General Meeting if the number of votes cast in favor exceeds the votes cast against. In the case of a special resolution, it will be deemed passed if the votes cast in favor are at least three times the votes cast against.
17. The scrutinizer shall after the conclusion of voting at the 41<sup>st</sup> 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 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](http://www.eihassociatedhotels.in), on the websites of Stock Exchanges, <https://www.bseindia.com/>, [www.nseindia.com](http://www.nseindia.com), website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be hosted on the notice board at the Registered Office of the Company.
18. Members may note that the Board, at its meeting held on 24<sup>th</sup> May 2024, has recommended a final dividend of Rs. 6/- (Rupees Six only) per fully paid-up equity share of Rs. 10 each. For the purpose of payment of final dividend for Financial Year 2023-24, the Record date is fixed on Monday, 29<sup>th</sup> July 2024. The aforesaid dividend, once approved by the Members in this AGM, will be paid on or before 31<sup>st</sup> August 2024.

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 be 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. Link Intime India Private Limited at Nobel Heights, 1<sup>st</sup> floor, Plot no. NH-2 LSC, C-1, Block, Near Savitri Market Janakpuri, New Delhi – 110058. 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 dated, 24<sup>th</sup> June 2024, 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 31<sup>st</sup> March 2024 on or before 31<sup>st</sup> July 2024.

19. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or to the Company at [isdho@oberoigroup.com](mailto: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.

20. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for inspection. During the 41<sup>st</sup> 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](mailto:isdho@oberoigroup.com).

21. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned 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>).

## HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?



The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:





- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886700 and 022-24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user

- id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  2. Members are encouraged to join the Meeting through Laptops with a good internet speed for better experience and to avoid any disturbance during the meeting
  3. 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.

#### **INSTRUCTIONS FOR ATTENDING/JOINING THE 41ST AGM THROUGH VC/OAVM ARE AS UNDER**

1. Member will be provided with a facility to attend the 41<sup>st</sup> AGM through VC/OAVM through the NSDL system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

**Questions prior to 41<sup>st</sup> AGM and Speaker registration:** Members who would like to express their views/ask questions prior to the 41<sup>st</sup> AGM/register themselves as Speaker may write to the [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com) by mentioning his/her name, folio / DP id and client id. "Post your Questions" and speaker registration shall commence on 01<sup>st</sup> August 2024 (10:00 a.m. IST) and close on 03<sup>rd</sup> August 2024 (5:00 p.m. IST). Please note that only questions of the members holding the shares as on cut-off date will be considered and those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the 41<sup>st</sup> AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 41<sup>st</sup> AGM.

**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(4) 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 Rs. 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, 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 periodic 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.

The Company proposes entering into transactions with EIH Limited up to an aggregate amount Rs. 120 Crore (Rupees One Hundred Twenty Crore only) to be entered during Financial Year 2024-25. 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/2023/120 dated 11<sup>th</sup> July 2023 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 and enterprise having significant influence over the Company
2	Type, tenure, material terms and particulars	Purchase and sale of goods & services, sale of fixed assets and other income & expenses for the Financial Year 2024-25.
3	Value of the transaction	Consolidated transaction would be approx. Rs. 120.00 crores as follows: Income – Rs. 8.64 Crore Expenses – Rs. 111.36 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	30.16% (approx.) of turnover for the Financial Year 2023-24.
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;	<p>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 &amp; Revenue Management, Corporate Affairs, Legal, Public Relations, and Corporate Finance.</p> <p>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.</p> <p>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.</p> <p>All transactions are in ordinary course of business and are at arm's length.</p>
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

In view of the excellent performance of the Company for the Financial Year ended 31<sup>st</sup> March 2024, accumulated reserves and to further enhance the value of the Shareholders, the Board of Directors in their meeting held on 14<sup>th</sup> June 2024 recommended, subject to your approval, capitalization of reserve by way of issue of bonus shares in the ratio of 1:1, i.e. One new fully paid-up equity share of Rs.10/- each every one existing fully paid-up equity share of Rs. 10/- each.

In accordance with the provisions of Section 63 of the Companies Act, 2013 read with the Rules framed thereunder and pursuant to the provision of the Articles of Association of the Company and SEBI Regulations approval of Shareholders is required by way of an ordinary resolution.

Record Date i.e. Monday, 29<sup>th</sup> July 2024 was fixed by the Board in this regard for allotment of new bonus equity shares, aggregating to Rs. 30,46,81,470/- (Rupees Thirty Crores Forty-Six Lakhs Eighty-One Thousand Four Hundred and Seventy only) divided into 3,04,68,147 (Three Crore Four Lakhs Sixty-Eight Thousand One Hundred Forty-Seven) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

The new bonus equity shares will be issued by capitalizing a sum not exceeding Rs. 30,46,81,470/- (Rupees Thirty Crores Forty-Six Lakhs Eighty-One Thousand Four Hundred and Seventy only) from and out of the Securities Premium Account as per the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March 2024.

The new bonus equity shares once allotted, shall rank pari-passu in all respects and carry same rights as the existing fully paid-up equity shares of the Company. Post the issue of the bonus shares, the issued and paid-up share capital of the Company will be Rs. 60,93,62,940/- (Rupees Sixty Crore Ninety-Three Lakhs Sixty-Two Thousand Nine Hundred Forty only) divided into 6,09,36,294 (Six Crore Nine Lakhs Thirty-Six Thousand Two Hundred Ninety-Four) Equity Shares of Rs.10/- (Rupees Ten only) each.

The relevant documents will be available for inspection by the Members in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 p.m., on all working days (except Saturdays, Sundays

and Public Holidays), up to the date of 41<sup>st</sup> AGM and are also available on the website of the Company <https://www.eihassociatedhotels.in/>

Save and except the above, none of the 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, except to the extent of their interest as shareholders of the Company or their respective relatives' interest as shareholders of the Company, or to the extent of the shareholding of the companies/institutions/trusts in which they are directors or members or trustees, with or without beneficial interest.

The Board recommends the ordinary resolution as set out in Item no. 5 of this notice for the approval of members.

#### ITEM NO. 6

Ms. Ameeta Aziz Parpia (DIN: 02654277) was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company for a period of five consecutive years with effect from 24<sup>th</sup> May 2024 subject to your approval.

Ms. Ameeta Aziz Parpia confirmed meeting the criteria for independence as prescribed under Section 149(6) of the Act and the Listing Regulations. The Nomination and Remuneration Committee and Board at their respective meetings held on 24<sup>th</sup> May 2024 after taking into account the declaration and consent received from Ms. Parpia, formed an opinion that Ms. Parpia confirms to the criteria of independence prescribed under the Act and SEBI Listing Regulations, is a person of integrity and possess relevant expertise, proficiency and experience to appointed as an Independent Director of the Company.

In accordance with the provisions of Section 149, 150, 152, Schedule IV of the Act and the Rules framed thereunder and Regulation 17(1C), 16(1) (b), 25(2A) and any other applicable provisions of the Listing Regulations, an Independent Director shall be appointed on the Board of the Company with the approval of Shareholders by way of a Special Resolution.

#### Brief resume and nature of expertise is given below:

Ms. Parpia holds a BA degree in Economics and Commerce from Jai Hind College, Mumbai. She is also an Advocate and Solicitor having passed the Solicitors examination conducted by the Bombay Incorporated Law Society in November 1990. She is a partner at Messrs. A. H. Parpia and Company, Advocates and Solicitors. Her area of practice is Conveyancing, which covers personal laws and property related advice and documentation. Ms. Parpia is a Trustee of the Sir Mathuradas Vissanji Female Education Trust, which runs a school named Vissanji Academy. She is also a Trustee in Supreme Foundation.

Ms. Parpia has given her declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and a declaration to the effect that

she is having valid registration with the Indian Institute of Corporate Affairs for inclusion of her name in the Data Bank as per the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules 2014.

Also, in compliance with the SEBI Order dated 14<sup>th</sup> 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 20<sup>th</sup> June 2018, this is to confirm that Ms. Ameeta Aziz Parpia has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received declaration from Ms. Ameeta Aziz Parpia stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

A copy of draft appointment letter of independent directors is available for inspection by the Members in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 Noon on all working days (except Saturdays, Sundays and Public Holidays), up to the last date of remote e-voting and is also available at the website of the Company [www.eihassociatedhotels.in](http://www.eihassociatedhotels.in).

Date: 14<sup>th</sup> June 2024

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

No Director, Key Managerial Personnel and their relatives, other than Ms. Ameeta Aziz Parpia, is concerned or interested in Resolution no. 6, proposing her appointment as Non-executive Independent Directors for a term of five consecutive years.

The Resolution No. 6 being in the interest of the Company, has been approved by the Nomination and Remuneration Committee and the Board and recommended to the Shareholders for their approval as a Special 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. In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mr. Arjun Singh Oberoi and Ms. Ameeta Aziz Parpia are given in the **Annexure-I**.

**By order of the Board of Directors**

**Tejasvi Dixit**  
Company Secretary



## ANNEXURE-I.

## DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

## AT THE 41ST ANNUAL GENERAL MEETING

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

Name of the Director	Mr. Arjun Singh Oberoi	Ms. Ameeta Aziz Parpia
<b>DIN</b>	00052106	02654277
<b>Date of Birth (Age)</b>	21/12/1966 (57)	22/02/1965 (59)
<b>Date of first appointment on the Board</b>	13/03/2023	24/05/2024
<b>Qualifications</b>	B.Sc. (Economics) from the University of Buckingham, United Kingdom	BA degree in Economics and Commerce, LLB
<b>Experience</b>	35 years	34 years
<b>Brief Profile/ Nature of Expertise</b>	Mr. Arjun Singh Oberoi has rich and varied experience in the hospitality industry and guided the group companies through more than three decades of diversification and growth to emerge as one of the world's leading luxury hotel brand.	Ms. Ameeta Aziz Parpia is an Advocate and Solicitor having passed the Solicitors examination conducted by the Bombay Incorporated Law Society in November 1990 and partner in Messrs. A. H. Parpia and Company, Advocates and Solicitors having area of practice is Conveyancing which covers personal laws and property related advice and documentation.
<b>Terms and conditions of appointment / re-appointment along with details of remuneration to be paid</b>	Re-appointment of Director retires by rotation. No remuneration to be paid except sitting fee.	Appointment of Non-Executive Independent Director. No remuneration to be paid except sitting fee.
<b>Shareholding in the Company</b>	Nil	Nil
<b>Remuneration last drawn, if applicable</b>	Nil	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None	None
<b>No. of Board Meetings attended/held during Financial Year 2023-24</b>	5 / 5	N.A.
<b>Directorships held in other Companies (excluding foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. EIH Limited</li> <li>2. Mashobra Resort Limited</li> <li>3. Oberoi Kerala Hotels and Resorts Limited</li> <li>4. Mumtaz Hotels Limited</li> <li>5. Oberoi Properties Private Limited</li> <li>6. Oberoi Lutyens Private Limited</li> <li>7. Oberoi Hotels Private Limited</li> <li>8. Oberoi Plaza Private Limited</li> <li>9. Bombay Plaza Private Limited</li> <li>10. Oberoi Leasing and Finance Co Private Limited</li> <li>11. Oberoi Investments Private Limited</li> <li>12. Oberoi Buildings &amp; Investments Private Limited</li> <li>13. Oberoi Holdings Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Supreme Petrochem Limited</li> <li>2. Raheja QBE General Insurance Company Limited</li> <li>3. Hathway Cable and Datacom Limited</li> <li>4. Hathway Digital Limited</li> <li>5. The Supreme Industries Limited</li> <li>6. Prism Johnson Limited</li> </ol>

<b>Name of the Director</b>	<b>Mr. Arjun Singh Oberoi</b>	<b>Ms. Ameeta Aziz Parpia</b>
<b>Chairmanship/ Membership of Committees in other Companies</b>	<ol style="list-style-type: none"> <li>1. Mashobra Resort Limited- Corporate Social Responsibility Committee - Chairperson</li> <li>2. EIH Limited               <ol style="list-style-type: none"> <li>a. Audit Committee - Member</li> <li>b. Stakeholders' Relationship Committee - Member</li> <li>c. Nomination and Remuneration Committee - Member</li> <li>d. Corporate Social Responsibility Committee - Member</li> <li>e. Authorisation Committee - Chairperson</li> <li>f. Risk Management Committee - Member</li> </ol> </li> <li>3. Mumtaz Hotels Limited - Corporate Social Responsibility Committee - Member</li> <li>4. Oberoi Hotels Private Limited - Corporate Social Responsibility Committee - Member</li> </ol>	<ol style="list-style-type: none"> <li>1. Prism Johnson Limited               <ol style="list-style-type: none"> <li>a. Stakeholders' Relationship Committee - Chairperson</li> <li>b. Nomination and Remuneration Committee - Chairperson</li> <li>c. Audit Committee - Chairperson</li> <li>d. Risk Management Committee - Member</li> <li>e. Corporate Social Responsibility Committee - Member</li> </ol> </li> <li>2. Supreme Petrochem Limited               <ol style="list-style-type: none"> <li>a. Stakeholders' Relationship Committee - Member</li> <li>b. Nomination and Remuneration Committee - Member</li> <li>c. Audit Committee - Member</li> <li>d. Finance Committee - Member</li> <li>e. Corporate Social Responsibility Committee - Member</li> </ol> </li> <li>3. Raheja QBE General Insurance Company Limited               <ol style="list-style-type: none"> <li>a. Audit Committee - Chairperson</li> <li>b. Corporate Social Responsibility Committee - Member</li> <li>c. Nomination and Remuneration Committee - Chairperson</li> </ol> </li> <li>4. Hathway Cable and Datacom Limited               <ol style="list-style-type: none"> <li>a. Stakeholders' Relationship Committee - Chairperson</li> <li>b. Audit Committee - Member</li> <li>c. Risk Management Committee - Chairperson</li> </ol> </li> <li>5. Hathway Digital Limited               <ol style="list-style-type: none"> <li>a. Audit Committee -Member</li> <li>b. Corporate Social Responsibility Committee - Member</li> <li>c. Nomination and Remuneration Committee - Chairperson</li> </ol> </li> <li>6. The Supreme Industries Limited               <ol style="list-style-type: none"> <li>a. Audit Committee -Member</li> <li>b. Nomination and Remuneration Committee - Member</li> <li>d. Stakeholders' Relationship Committee - Member</li> </ol> </li> </ol>
<b>Name of Listed Company from where Director has resigned in last three years</b>	None	None
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N.A.	As per explanatory statement