

EIH ASSOCIATED HOTELS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd (Forty Third) Annual General Meeting ("AGM") of the **EIH Associated Hotels Limited** will be held on Tuesday, 04th August 2026 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 31st March 2026 and the reports of the Board of Directors and Auditors thereon, 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 2026 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 31st March 2026 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 2026 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, 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 and Article of Association of the Company, Mr. Arjun Singh Oberoi (DIN: 00052106), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Approval of the appointment of Mr. Atul Hiralal Shah (DIN: 02538052) as a Non-Executive Independent Director of the Company**

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), the Articles of Association of the the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Atul Hiralal Shah (DIN: 02538052), who has submitted a declaration that he 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 his 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 20th June 2026.

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".

5. **Approval of Material Related Party Transactions with EIH 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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 ("SEBI Master Circular") and Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), 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(s) 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 EIH Limited, promoter company and 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 and fixed assets and other income & expenses for an aggregate amount upto ₹ 1,400 Million (Rupees one thousand four hundred million only) for a period commencing from the date of this 43rd Annual General Meeting ('AGM') up to the date of 44th AGM to be held in calendar year 2027 subject to a maximum period of fifteen months, 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 and confirmed in all respects".

6. Payment of Commission to Non-Executive Independent Directors

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 read with Schedule IV

and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, and Regulation 17(6)(a) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded for payment of Commission to the Non-Executive Independent Directors of the Company, for a period of five financial year commencing from 1st April 2026, of such sum not exceeding one percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the Commission payable to each Non-Executive Independent Director shall not exceed ₹ 12,50,000/- (Rupees twelve lakhs fifty thousand only) per annum.

RESOLVED FURTHER THAT the Commission to each Non-Executive Independent Director shall be payable after the conclusion of each financial year.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Date: 15th June 2026

Place: New Delhi

Registered Office

1/24 G.S.T Road
Meenambakkam,
Chennai - 600027
Tamil Nadu
CIN:L92490TN1983PLC009903
Website www.eihassociatedhotels.in
Email id:isdho@oberoigroup.com

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 and 22nd September 2025, (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 holding of the Annual General Meeting through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. Accordingly in compliance with the provisions of Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 43rd Annual General Meeting (the "43rd 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-600027, Tamil Nadu.
2. The Members will be able to attend the 43rd AGM through VC/OAVM or view the live webcast of the proceedings of the AGM provided by NSDL. The Members can visit and login through their user id and password from 4.15 P.M. IST onwards on Tuesday, 04th August 2026.
3. Explanatory statements 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.
4. 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 43rd 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 43rd AGM and hence the Proxy Form, Attendance Slip and route map of the venue of the meeting are not annexed to this Notice.
5. Institutional shareholders / corporate shareholders intending to send their authorised representatives to attend the 43rd AGM are requested to send a duly certified copy of the Board resolution, authorising the representative to attend and vote on their behalf at the AGM by e-mail at isdho@oberoigroup.com.
6. In accordance with MCA circulars and SEBI circulars the notice of the 43rd AGM and the Annual Report 2025-26 are being sent only by electronic mode to those members whose name is appearing in the Register of Members/Beneficial Owners as on Friday, 3rd July 2026. 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 National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/>
7. The Company has facilitated the Members to participate at the 43rd 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.
8. In case of joint holders, the Members whose name appears as the first holders in the order of names as per the Register of Members of the Company as on the Tuesday, 28th July 2026 ("Cut-off date") will be entitled to vote.
9. As required under Regulation 36(3) of the Listing Regulations and Secretarial Standards- 2, particulars relating to Mr. Arjun Singh Oberoi and Mr. Atul Hiralal Shah are given in the Annexure to this Notice.
10. As per MCA and SEBI circulars, members attending the 43rd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. 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 members for E-voting and joining Virtual Meetings**".
12. 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.
13. 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 Tuesday, 28th July 2026 ("Cut-off date"). A person, whose name is recorded in the Register of Members or in the list of beneficial owners provided by depositories as on Cut-off date shall be entitled to avail the facility of remote e-voting, e-voting at the AGM.
14. The remote e-voting period shall commence at 10.00 A.M. (IST) on Saturday, 1st August 2026 and will end at 5.00 P.M. (IST) on Monday, 3rd August 2026.

The remote e-voting module shall be disabled by NSDL at 5.00 P.M. (IST) on Monday, 3rd August 2026. 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.

15. 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 may obtain the login ID and password by sending an email to isdho@oberoigroup.com or 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 their vote. If the Member forgets the password, he/she can reset the password by using "Forget User Details/Password" option available on <https://www.evoting.nsdl.com/>.
16. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly, members holding equity shares in physical mode are urged to have their shares dematerialised so as to be able to freely transfer them and participate in corporate actions.

However, SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30th January 2026, has opened a special window for a period of one year from 05th February 2026 to 04th February 2027 to facilitate transfer of shares in physical mode. This facility is available only to those shareholders/ investors who had executed the transfer deeds before 1st April, 2019 but were not lodged/ rejected/ returned/ not attended due to deficiency in the documents/process or otherwise. The transfer deed must be accompanied with Original shares certificate(s), Transfer deed executed prior to April 01, 2019 KYC documents, Latest Client Master List ("CML"), not older than 2 months, of the demat account, duly attested by the Depository Participant; Undertaking cum Indemnity or proof of acquisition.

During this special window, the securities transferred shall be credited only in dematerialised form and shall be subject to a lock-in period of one year from the date of registration of transfer. During the lock-in period, such securities shall not be transferred, lien-marked, or pledged. Shareholders/investors are requested to follow the prescribed transfer-cum-demat process. Requests involving disputed ownership or shares that have already been transferred to the Investor Education and Protection Fund (IEPF) shall not be considered. For any query, you can contact our Registrar and Transfer Agents ("RTA") at delhi@in.mpms.mufg.com and Company at isdho@oberoigroup.com.

17. Members may please note that SEBI vide its Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2025

dated 6th February 2026 has mandated the listed companies to issue securities in dematerialised 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 www.eihassociatedhotels.in it may be noted that any service request can be processed only after the folio is KYC Compliant.

18. 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 43rd AGM. Mr. Arun Kumar Gupta, Proprietor 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 43rd AGM in a fair and transparent manner.
19. The resolutions relating to the ordinary and special business set out above shall be considered as passed on the date of the Annual General Meeting, provided that in the case of an ordinary resolution, the votes cast in favour exceed the votes cast against, and in the case of a special resolution, the votes cast in favour are at least three times the votes cast against.
20. The scrutinizer shall after the conclusion of voting at the 43rd 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, on the websites of Stock Exchanges, www.bseindia.com, www.nseindia.com, website of NSDL at www.evoting.nsdl.com. and will be hosted on the notice board at the Registered Office of the Company.
21. Members may note that the Board, at its meeting held on Friday, 22nd May 2026, 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 FY 2025-26, the Record date is fixed as Tuesday, 28th July 2026. The aforesaid dividend, once approved by the Members in this AGM, will be paid on or before Monday, 31st August 2026.

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 dematerialised 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, 2025. Please provide necessary documents/information for claiming exemption from TDS on Dividend to be paid for the Financial Year ended 31st March 2026 on or before 15th July 2026.

22. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA 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 also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
23. Members may note that, The Investor Education and Protection Fund Authority (IEPF), Ministry of Corporate Affairs has launched a second '100 days' campaign - "Saksham Niveshak" effective from 01st April 2026 till 09th July 2026. As per the directives of the IEPF Authority, Company, has initiated the 100 days campaign - "Saksham Niveshak", for all our shareholders whose dividends remained unclaimed.

All Shareholders are requested to update your 'Know Your Customer' (KYC) details such as PAN, Email Address, Contact Number, Address, Bank Details and Nomination etc., in order to ensure timely receipt of the dividends declared by the Company directly to your bank accounts and preventing transfer of such dividends and shares to the IEPF.

Shareholders holding shares in demat mode may approach their respective Depository Participants (DP) for updating the KYC. For any query, you can contact our RTA at delhi@in.mpms.mufg.com and Company at isdho@oberoigroup.com.

24. 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 43rd 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.
25. 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 MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, 1st August 2026 at 10:00 A.M. and ends on Monday 3rd August 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 28th July 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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 9th December 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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 & voting during the meeting Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "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 i.e. NSDL 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 & voting during the meeting. If you are 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 CDSL website www.cdslindia.com and click on login & New System Myeasi 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & 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. 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 evoting@nsdl.com or call at 022 - 4886 7000
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

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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.com 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to aruncs.gupta@gmail.com with a copy marked to evoting@nsdl.com. 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 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 or call on: 022 - 4886 7000 or send a request to pallavid@nsdl.com at evoting@nsdl.com

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
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. 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 02nd August 2026 mentioning their name, demat account number/folio number, email id, mobile number at isdho@oberoigroup.com. Shareholders who may prefer not to speak during the AGM but wish to share their queries may submit them in advance atleast 2 before the AGM 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.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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.
8. 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.

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

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee Mr. Atul Hiralal Shah (DIN:

02538052) was appointed as an Additional Director under the category of Non-Executive Independent Director by the Board of Directors with effect from 20th June 2026.

Mr. Atul Hiralal Shah is proposed to be appointed as a Non-Executive Independent Director for a term of 5 (five) consecutive years w.e.f 20th June 2026 and he will not be liable to retire by rotation.

In accordance with the provisions of Sections 149, 150, 152, 160, 161, Schedule IV of the Act and the Rules framed thereunder and Regulation 17(1C), 16(1)(b), 25(2A) 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.

Mr. Atul Hiralal Shah has given his consent in form DIR-2 to act as Director in terms of Section 152(5) of the Act and declaration in form DIR-8 that he is not disqualified from being appointed as a Director in terms of Section 164(1) and 164(2) of the Act. The Company has received declaration from Mr. Atul Hiralal Shah stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

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. Atul Hiralal Shah has not been debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Company has received a notice in writing by a member proposing Mr. Shah's candidature under Section 160(1) of the Act.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Atul Hiralal Shah possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company.

A copy of draft appointment letter of independent directors is available for inspection by the Members in physical or electronic form between 10.00 A.M. to 12.00 P.M., 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.

Mr. Atul Hiralal Shah is interested in the resolution set out in the Notice with regard to his appointment. The relatives of Mr. Atul Hiralal Shah may deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, 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.

Brief resume and nature of expertise:

Mr. Atul Hiralal Shah is a fellow member of the Institute of Chartered Accountants of India and the Joint

Managing Partner of M/s G. M. Kapadia & Co., Chartered Accountants. He is the head of the Firm's Assurance and Corporate Laws Practice and has over 35 years of experience in the conduct of a variety of audits for the varied clients of the firm. He also spearheads the Firm's accounting and compliance practice and is primarily responsible for the conduct of due diligence reviews and all matters relating to corporate laws. Mr. Atul Hiralal Shah is also a qualified systems auditor.

Mr. Shah is actively involved in various professional development activities and has presented papers on topics of professional interest. He was co-opted as a member on Expert Advisory Committee and as an invitee to the Accounting Standard Board of the Institute of Chartered Accountants of India.

In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mr. Shah is given in the **Annexure 1**.

The Board recommends a special resolution as set out in Item no. 4 of this notice for the approval of the Members.

Item No. 5

The Company is engaged in the business of developing and owning luxury hotels under the 'Oberoi' and 'Trident' brands. The Company has entered into agreements with EIH Limited ("EIH"), a related party of the Company, for management and operation of its hotels, wherein the Company procure/sell services and other goods from / to EIH. 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 transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed the prescribed threshold of turnover on basis of latest audited financial statements as specified in Schedule XII of Listing Regulations 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 Regulation 2(1)(zb) of the Listing Regulations, any person or entity forming part of the promoter or promoter group of the Company shall be deemed to be a related party. Accordingly, EIH Limited, being the promoter of the Company, is a related party of the Company.

As per the provisions of Regulation 23 (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) read with "Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval

of RPT ("RPT Industry Standards"), The Company has provided the Audit Committee with the relevant details of the proposed RPTs. The said details are provided in **Annexure - II**.

The Audit Committee, after reviewing all necessary information, has granted approval for entering into the RPTs with EIH. The Audit Committee has also reviewed and noted the certificate provided by the Managing Director and CFO of the Company as required under the RPT Industry Standards while recommending the transaction to the Board and the members for approval.

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 respective meetings.

The Company proposes to enter into transactions with EIH up to an aggregate amount ₹ 1,400 Million (Rupees one thousand four hundred million only) to i.e. above the threshold of material related party transactions for a period commencing from the date of this 43rd Annual General Meeting ('AGM') up to the date of 44th AGM to be held in calendar year 2027 subject to a maximum period of fifteen months. Since this is 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 will continue to be in adherence with arm's length principle as per the Act and Listing Regulations, and reviewed by the Audit Committee. The pricing for the proposed transactions is determined based on established internal benchmarking mechanisms, comparable third-party arrangements and cost-sharing methodologies, as applicable basis the nature of each transaction. The Audit Committee has reviewed the pricing framework, commercial rationale and underlying assumptions and is satisfied that the transactions are at arm's length and in the ordinary course of business. The transactions will be monitored and reviewed periodically, including category-wise utilisation, in accordance with the Company's RPT Policy.

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, except to the extent of their shareholding, if any, in the Company.

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. 5 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. 5 of this notice for the approval of members.

Item No. 6

The Board of Directors of the Company comprises Executive Directors, Non-Executive Non-Independent Directors and Independent Directors. These Directors are distinguished individuals of eminence, possessing rich experience and expertise across diverse fields. They play a pivotal role in enhancing the effectiveness of the Board by bringing independent judgment on matters relating to strategy, performance, resource management, financial reporting, governance standards and overall conduct of the Company.

In recent years, the roles, responsibilities and statutory obligations of Directors have increased substantially. This has necessitated a significantly higher level of time commitment, attention and expertise from the Directors to ensure effective oversight and governance of the Company's affairs.

Pursuant to Section 197 of the Companies Act, 2013 ("the Act"), a company may pay commission to its Non-Executive Directors, subject to approval of the Members. Further, Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that the fees and compensation payable to Non-Executive Directors, including Independent Directors, shall be subject to approval of the Members of the Company.

In view of the above, it is considered appropriate to remunerate the Non-Executive Independent Directors by way of commission, commensurate with the responsibilities, time commitment and contributions made by them towards the growth and governance of the Company.

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("Board"), considered and approved, subject to the approval of the Members, the payment of commission to the Non-Executive Independent Directors of the Company, for a period of 5 financial years commencing from 1st April 2026, of such sum not exceeding one percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The Commission payable to each Non-Executive Independent Director (present and future) shall not exceed ₹ 12,50,000 (Rupees twelve lakh fifty thousand only) per annum.

The payment of commission shall be in addition to the sitting fees payable for attending meetings of the Board and its Committees, and reimbursement of expenses incurred for participation in such meetings of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company.

Except the Non-Executive Independent Directors of the Company and their respective relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested,

financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

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

Date: 15th June 2026

Place: New Delhi

Registered Office

1/24 G.S.T Road
Meenambakkam,
Chennai - 600027
Tamil Nadu
CIN:L92490TN1983PLC009903
Website www.eihassociatedhotels.in
Email id:isdho@oberoigroup.com

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 Mr. Atul Hiralal Shah are given in the **Annexure-I**.

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 43rd 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	Mr. Atul Hiralal Shah
DIN	00052106	02538052
Date of Birth (Age)	21/12/1966 (59 years)	14/10/1962 (63 years)
Date of first appointment on the Board	13.03.2023	20.06.2026
Qualifications	B.Sc.	Chartered Accountant
Experience	37 years	35 years
Brief Profile, nature of expertise and justification for appointment	Expert in strategising and development of new hotel projects and execution of the projects and overall general administration and corporate governance	As per explanatory statement of item no. 4
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	As per explanatory statement of item no. 4
Terms and conditions of appointment / re-appointment along with details of remuneration to be paid	Re-appointment of Director retires by rotation and no remuneration is being proposed to be paid except sitting fees	Appointment as a Non- Executive Independent Director for a term of five (5) consecutive years, not liable to retire by rotation. He will be paid sitting fee and commission, if any, approved by shareholders.
Shareholding in the Company	NIL	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 FY 2025-26	7 / 7	Not Applicable
Directorships held in other Companies (excluding foreign Companies)	<ol style="list-style-type: none"> 1. EIH Limited 2. Svara 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 	Tick Mark Process Solution Private Limited

Note: Details as on 15th June 2026.

Name of the Director	Mr. Arjun Singh Oberoi	Mr. Atul Hiralal Shah
Chairmanship/ Membership of Committees in other Companies	<ol style="list-style-type: none"> 1. EIH Limited <ol style="list-style-type: none"> a. Stakeholders' Relationship Committee - Member b. Corporate Social Responsibility Committee - Member c. Authorisation Committee - Member d. Risk Management Committee - Member e. Audit Committee - Member f. Nomination and Remuneration Committee - Member 2. Oberoi Hotels Private Limited - Corporate Social Responsibility Committee - Member 3. Svara Hotels Limited - Corporate Social Responsibility Committee - Member 	
Name of Listed Company from where Director has resigned in last three years	None	None

Annexure II

The details as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

A(1). Basic details of the related party

S. No.	Particulars of the information	Details of Transactions
1.	Name of the related party	EIH Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Accommodation, Food & Beverage and Other Services

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Details of Transactions
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>EIH Limited is a promoter of the Company</p> <p>Not Applicable</p> <p>Not applicable</p> <p>36.81% (Direct)</p>

A(3). Details of previous transactions with the related party

S. No.	Particulars of the information	Details of Transactions	
		Particulars	FY 2025-26 (₹ in Million)
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Income	111.02
		Expenditure	919.74
		Total	1,030.76
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Details of transactions	
		Particulars	FY 2025-26 (₹ in Million)
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	₹ 1,400 Million	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	34.72% (On basis of Standalone Turnover as Consolidation is not applicable)	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4.51%	
6.	Financial performance of the related party(consolidated) for the immediately preceding financial year:	Turnover	31,057.43
		Profit After Tax	6,572.93
		Net worth	54,093.08

A(5). Basic details of the proposed transaction

S. No.	Particulars of the proposed transaction	Type and Details of proposed transaction			
		Income		Expenditure	
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods	Sale of services	Any other transaction	Purchase of fixed assets
2.	Details of each type of the proposed transaction	Inter Hotel Transfer of Goods	Room, F&B, Laundry and Other Services, Temporary Deployment of Resources, Loyalty programme - Redemption of Points	Collections, Commission (Credit Card) on online payments, Reimbursement and rent for apartment and office space	Transfer of Capital Assets
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year (FY 2026-27)			
4.	Whether omnibus approval is being sought?	Yes			

S. No.	Particulars of the information	Type and Details of proposed transaction	
		Income	Expenditure
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 200.00 Million	₹ 1,200.00 Million
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>EIH Limited, a globally recognised chain of luxury hotels, has established a strong international reputation in the hospitality industry. As a seasoned hotel operator, EIH possesses the requisite expertise, skills, and operational competence in managing and operating luxury hotel properties.</p> <p>The Company's transactions with EIH Limited provide significant operational and strategic advantages. EIH contributes industry-leading expertise and standardised operating procedures, which enhance service quality and the overall guest experience. This, in turn, supports higher occupancy levels, improved revenue generation, and strengthens the market positioning of the Company's hotel properties.</p> <p>Furthermore, the Company benefits from EIH Limited's centralised systems, procurement efficiencies, well-established marketing networks, and customer loyalty programs. These enable cost optimisation and provide access to a broader customer/vendor base.</p> <p>The arrangement ensures professional management and operational efficiency, allowing the Company to focus on asset ownership while leveraging EIH Limited's proven capabilities in hotel operations.</p> <p>Overall, these transactions facilitate sustained business growth, improved profitability, and long-term value creation for the Company.</p>	
7.	Details of the promoter(s)/ director(s) / KMP	Mr. Arjun Singh Oberoi -Chairman	
	a. Name of the director/ KMP	Mr. Vikramjit Singh Oberoi - Managing Director	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1.15%	0.90%
8.	A copy of the valuation or other external party report, if any.	Not Applicable	
9.	Other information relevant for decision making.	Not Applicable	

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Details of transaction
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price.	The pricing for the proposed transactions is determined based on established internal benchmarking mechanisms, comparable third-party arrangements and cost-sharing methodologies, as applicable, basis the nature of each transaction.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable