

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-first Annual General Meeting of the Company will be held at 3.30 P.M. on Friday, 8th August, 2014, at Trident, 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027 to transact the following business:

As Ordinary Business

1. To adopt the Audited Accounts of the Company for the year ended 31st March, 2014, together with the Directors' and Auditor's Reports.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. P.R.S. Oberoi, who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint Auditors and to fix their remuneration.

As Special Business

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules there under, Mr. L. Ganesh be and is hereby appointed as an “Independent Director” of the Company for a period of 5 (five) consecutive years, and shall not retire by rotation”.

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules there under, Mr. Anil Nehru be and is hereby appointed as an “Independent Director” of the Company for a period of 5 (five) consecutive years, and shall not retire by rotation”.

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules there under, Mr. Sudipto Sarkar be and is hereby appointed as an “Independent Director” of the Company for a period of 5 (five) consecutive years, and shall not retire by rotation”.

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules there under, Mr. Rajesh Kapadia be and is hereby appointed as an “Independent Director” of the Company for a period of 5 (five) consecutive years, and shall not retire by rotation”.

9. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all Resolutions passed earlier in this regard, the Board of Directors of the Company (“the Board”) be and is hereby authorised, pursuant to Section 180(1)(c) of the Companies Act, 2013 (“the Act”), to borrow monies for the purpose of the business of the Company, notwithstanding that the monies so borrowed, together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate for the time being of the Paid-up Capital of the Company and its Free Reserves, which expression is defined under Section 2(43) of the Companies Act, 2013, but such that the total amount of monies to be so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed ₹ 400 crores (Rupees four hundred crores);

RESOLVED FURTHER THAT the Board be and is hereby also empowered and authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem fit and proper to give effect to this Resolution, including if and where necessary, enabling creation of such mortgage(s) and/or charge(s) on the whole or substantially the whole of all or any of the undertaking(s) of the Company, as contemplated under Section 180(1)(a) of the Act and further, to perfect and execute all requisite documents or writings as are or may be required to give effect to this Resolution.”

**Registered Office:
1/24, G.S.T. Road
Meenambakkam
Chennai 600 027**

29th May, 2014

By Order of the Board

**Indrani Ray
Company Secretary**

NOTES:

1. **A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Shareholder of the Company. The proxy form must be deposited in original with the Company at its Registered Office at 1/24, G.S.T. Road, Meenambakkam, Chennai – 600027 no later than 48 hours before the commencement of the meeting. No photocopy/ scanned copy of a completed Proxy Form will be accepted.**
2. (a) The Register of Shareholders of the Company will remain closed from Friday, 25th July, 2014 to Friday, 8th August, 2014, both days inclusive;
(b) The Dividend, if declared, will be paid on Saturday, 9th August, 2014 to those Shareholders whose names will appear in the Register of Shareholders as at close of business on Thursday, 24th July, 2014.
3. As required under the provisions of Clause 49 IV(G)(i) of the Listing Agreement, particulars relating to Mr. P.R.S. Oberoi, Director retiring by rotation, and whose re-appointment is being proposed at the forthcoming Annual General Meeting, is enclosed in the Annexure to this Notice. Also included in the Annexure are particulars of Independent Directors who are proposed to be appointed. Company has received notice(s) in writing from Shareholder(s) under Section 160 of the Companies Act, 2013 alongwith the requisite fee proposing the candidature for the appointment of aforesaid Independent Directors.
4. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination form in respect of their shareholdings. Any Shareholder wishing to avail of this facility may submit to the Company's Share Transfer Agent, EIH Limited, Investors Services Division, 4, Mangoe Lane, Kolkata- 700 001 the prescribed Statutory Form SH-13. For any assistance, Shareholders should get in touch with the Investors Services Division of the Company's Share Transfer Agent.
5. Shareholders are requested to notify immediately any change in their addresses to the Company's Share Transfer Agent, EIH Limited, Investors Services Division, 4, Mangoe Lane, Kolkata- 700 001
6. A Shareholder or his Proxy will be required to produce at the entrance to the meeting hall, the Attendance Slip sent herewith, duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips will be accepted. However, Shareholders who have received the Annual Report on e-mail can download and print the Attendance Slip themselves. These should be completed, signed and handed over at the entrance to the meeting hall. The validity of the Attendance Slip will, however, be subject to the Shareholder continuing to hold equity shares as on the date of the meeting.
7. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
8. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Shareholders have been provided e-voting facility to exercise their right to vote at the General Meeting by electronic means. The Company is offering e-voting option to all the Shareholders. For this purpose, the Company has signed an Agreement with National Securities

Depository Limited (“NSDL”) for facilitating e-voting to enable Shareholders cast their votes for all the items of business in the Notice electronically.

9. The Instructions for e-voting is as under:
 - (A)(1) In case of Shareholders receiving e-mail from NSDL:
 - a. Open e-mail and open PDF file viz. “EIHAHL e-voting pdf” with your Client ID or Folio No. as password. The PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
 - c. Click on “Shareholder-login”
 - d. Enter user ID and password as initial password noted in step (a) above. Click “Login”
 - e. The password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please make a note of your new password. It is strongly recommended not to share your password with any other persons and take utmost care to keep your password confidential.
 - f. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
 - g. Select E Voting Event Number (EVEN) of EIH Associated Hotels Limited.
 - h. Now you are ready for “e-voting” as “Cast Vote” page opens.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders and bodies corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the scrutinizer through e-mail at asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (2) In case of Shareholders received physical copy of Notice by post/courier [Shareholders whose e-mail IDs are not registered with the Company/ Depository Participant(s)]:
 - (i) User ID and password are provided in the attendance slip;
 - (ii) Please follow all steps from Sr. No.(a) to (l) as mentioned in (1) above, to cast your vote.

- (B) The e-voting period starts from Friday 1st August, 2014 and ends on the close of Sunday, 3rd August. The e-voting module will be disabled by NSDL for voting thereafter.
 - (C) If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.
 - (D) 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 “downloads” section of NSDL website at www.evoting.nsdl.com.
 - (E) The results of the voting on the Resolutions will be announced by the Company either at the Annual General Meeting of the Company on Friday, 8th August, 2014 at the meeting venue or after the meeting (in case a poll is held at the meeting). The result will also be published in newspapers and communicated to the stock exchanges where the shares of the Company are listed. The result will also be put on the Company’s website www.eihassociatedhotels.in
10. The Ordinary Resolutions mentioned above shall be declared as passed on the date of declaration of result if the number of votes cast in favour is more than the votes cast against.
 11. The Special Resolution mentioned above shall be deemed to be passed on the date of declaration of result if the number of votes cast in favour is three times the votes cast against.
 12. The Board of Directors have appointed Mrs. Indrani Ray, Company Secretary as the person responsible for the entire e-voting process and Mr. Asim Kumar Chattopadhyay, Practicing Company Secretary as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 13. The e-voting shall remain open for 3 days from Friday, 1st August, 2014 to Sunday, 3rd August, 2014. During e-voting period, the Shareholders of the Company holding shares either in physical form or in dematerialised form as on the Record Date may cast their vote electronically provided once the vote on the Resolution(s) is cast by the Shareholder, he will not be allowed to change it subsequently.
 14. In case of Shareholders who are entitled to vote but have not been able to exercise their right to vote by electronic means, in the larger interest of the Shareholders, the Chairperson of the Company may order a poll on his own motion or on demand at the meeting in terms of Section 109 of the Companies Act, 2013 for all the businesses specified in the Notice. For abundant clarity, in the event of poll, please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the meeting. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company. The poll process shall be conducted and the scrutinizer’s report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
 15. All documents referred to in the Notice and the accompanying Explanatory Statement including the draft letter of appointment proposed to be issued to the “independent directors” shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. up to the date of the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) RELATING TO SPECIAL BUSINESS:**Items No. 5, 6, 7 and 8**

Mr. L. Ganesh, Mr. Anil Nehru, Mr. Sudipto Sarkar and Mr. Rajesh Kapadia have been acting as Independent Directors on the Board of the Company since 23rd March, 1994, 22nd November, 2004, 28th March, 2009 and 29th June, 2009 respectively. All the above Independent Directors were appointed pursuant to Clause 49 of the Equity Listing Agreement.

Sub-section (10) of Section 149 of the Companies Act (“the Act”) requires appointment of Independent Directors who shall hold office for a term of up to 5 (five) consecutive years on the Board of a company and shall be eligible for re-appointment on passing a Special Resolution by the Company. Sub-section (11) of the said Section provides that no Independent Director shall hold office for more than 2 (two) consecutive terms.

In view of the above, the aforesaid Independent Directors who are already on the Board of the Company, need to be appointed for a period of 5 years from the date of the Annual General Meeting, *ie.* 8th August, 2014. The Board at its Meeting held on 29th May, 2014 after obtaining declaration of independence from the aforesaid Directors and after satisfying itself about the independence of the aforesaid Directors in accordance with Section 149(6) of the Act and the Listing Agreement, recommended the appointment of the aforesaid Directors as Independent Directors on the Board for a term of 5 (five) consecutive years.

Brief resumé and nature of expertise of the aforesaid Independent Directors are given below:

Mr. L. Ganesh

Mr. Lakshminarayan Ganesh is an Independent Director on the Board of the Company. He is an Associate Member of the Institute of Chartered Accountants of India. Mr. Ganesh holds a Bachelor’s degree in Commerce from Madras University and a Masters’ degree in Business Administration from the Pennsylvania State University, United States. Presently, Mr. Ganesh serves as the Chairman of the Rane Group. He has over 32 years of experience in the automotive industry and has previously served as the President of the Automotive Component Manufacturers Association of India and also as the President of the Madras Management Association. He has also been the Chairman of the Confederation of Indian Industry, Southern Region and is currently the Honorary Consul for New Zealand in South India.

Mr. Anil Nehru

Mr. Anil Kumar Nehru is an Independent Director on the Board of the Company. He holds a Bachelor’s degree in Science and a Master of Sciences degree in Chemical Engineering from the Massachusetts Institute of Technology, United States. Mr. Nehru had completed Executive Business Management courses from the Indian Institute of Management, Ahmadabad, Harvard University and Columbia University, United States of America. Mr. Nehru has over 25 years of experience in the chemical industry. Previously, he has served as a whole time director for Pfizer Limited.

Mr. Sudipto Sarkar

Mr. Sudipto Sarkar is an Independent Director on the Board of the Company. He is Senior Counsel at the High Court of Judicature at Calcutta. Mr. Sarkar holds a Bachelor’s degree in Mathematics from Calcutta University. He obtained his Tripos, MA, LL.M as well as

post graduation in law from Jesus College, Cambridge University and is a Barrister-at-Law of the Gray's Inn, London. He has around 42 years of experience as a practicing lawyer. He is a practicing Senior Counsel specializing in the corporate and intellectual property laws.

Mr. Rajesh Kapadia

Mr. Rajesh Kapadia is an Independent Director on the Board of the Company. He holds a Bachelor's degree in Commerce from the University of Bombay. He is a member of the Institute of Chartered Accountants of India. He is the managing partner of G.M. Kapadia & Company and the proprietor of Kapadia Associates. Mr. Kapadia was formerly the President of the Bombay Chartered Accountants Society and was a member of the Director Taxation Committee of the Indian Merchants' Chamber. He has over 27 years of experience as a practicing Chartered Accountant.

Other particulars of the aforesaid Directors as required under the provisions of Clause 49(IV)(G)(i) of the Listing Agreement are given in Annexure to the Notice.

None of the Directors of the Company, other than the aforesaid Independent Directors are concerned or interested in their respective Resolutions for appointment as Independent Director.

The Board recommends the appointment of the aforesaid Independent Directors for a term of 5(five) consecutive years from the date of the Annual General Meeting.

Item No. 9

An Ordinary Resolution passed by the Company at its Twenty-third Annual General Meeting held on 31st July, 2006 (being Resolution under item number 4 therein) *inter alia*, authorised the Board of Directors of the Company ("the Board") pursuant to Section 293(1)(d) of the Companies Act, 1956 read with Article 58 of its Articles of Association, to borrow monies in excess of the aggregate of the Company's Paid-up capital and Free Reserves subject to a ceiling of ₹ 300 crores.

The overall borrowing limit needs to be increased from the present ₹ 300 crores to ₹ 400 crores in view of additional fund requirements of the Company envisaged for the current and future financial years.

Pursuant to Section 180 (1)(c) of the Companies Act, 2013, the Board of Directors shall exercise borrowing powers in excess of its Paid-up Capital and Free Reserves only with the consent of the Company by passing a Special Resolution at a Meeting of the Shareholders.

Should the creation of mortgage(s) and/or charge(s) on the whole or substantially the whole of the Undertaking(s) of the Company as contemplated under Section 180(1)(a) of the Companies Act, 2013 be called for, the consent of the Shareholders is also being sought for creation of such mortgage(s) and/or charge(s).

The Resolution under item no. 9 of the accompanying Notice is being proposed to be passed by the Shareholders as a Special Resolution in the aforesaid context.

The Board recommends the Resolution for acceptance.

No Director has any concern or interest in the Resolution.

**INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49(V)(G)(i) OF THE LISTING AGREEMENT)**

Name of Director	Date of Birth	Date of Appointment	Expertise in specific Functional areas	Qualifications	Directorships in other Public Limited Companies	Membership of Committees in other Public Limited Companies	Other Information	Remarks
Mr. P.R.S. Oberoi	03.02.1929	07.10.1988	Hospitality	Graduate in Hotel Management (Lusanne, Switzerland)	<ol style="list-style-type: none"> EIH Limited Mercury Travels Limited Mumtaz Hotels Limited Mercury Himalayan Explorations Limited Oberoi Kerala Hotels and Resorts Limited Golden Jubilee Hotels Limited 	<p>EIH Limited</p> <ul style="list-style-type: none"> Investors Grievances Committee 	<ul style="list-style-type: none"> Non-executive Non-independent Director Shares held: 50,820 Related to Mr. Vikram Oberoi, Managing Director 	Retiring by rotation at the forthcoming Annual General Meeting
Mr. L. Ganesh	18.03.1954	23.03.1994	General Management	B.Com., A.C.A., M.B.A.	<ol style="list-style-type: none"> EIH Limited JMA Rane Marketing Limited Kar Mobiles Limited Rane Brake Lining Limited Rane Engine Valve Limited Rane Holdings Limited Rane (Madras) Limited Rane NSK Steering Systems Limited Rane TRW Steering Systems Limited SasMos HET Technologies Limited 	<p>A. Kar Mobiles Limited</p> <ul style="list-style-type: none"> Investors Service Committee <p>B. Rane Brake Lining Limited</p> <ul style="list-style-type: none"> Audit Committee Investors Service Committee <p>C. Rane Engine Valve Limited</p> <ul style="list-style-type: none"> Investors Service Committee <p>D. Rane Holdings Limited</p> <ul style="list-style-type: none"> Audit Committee Investors Service Committee <p>E. Rane NSK Steering Systems Limited</p> <ul style="list-style-type: none"> Audit Committee <p>F. Rane TRW Steering Systems Limited</p> <ul style="list-style-type: none"> Audit Committee 	<p>Non-executive Independent Director</p> <p>Shares held: Nil</p>	-

Mr. Anil Nehru	02.05.1941	22.11.2004	General Management Former Wholetime Director, Pfizer Limited	M.S.(MIT,USA)	1. EIH Limited 2. Ayurvvet Limited 3. Sanat Products Limited 4. Rane Holdings Limited	A. EIH Limited • Audit Committee B. Ayurvvet Limited • Audit Committee C. Rane Holdings Limited • Investors Service Committee • Audit Committee	• Independent Director • Shares held: Nil	-
Mr. Sudipta Sarkar	21.03.1946	28.03.2009	General Management and Corporate Law	B.Sc. (Maths,Hons) Law (Tripos) Cambridge,UK; Of the Grays Inn-Barrister- at-Law	1. Vesuvius India Limited 2. JSW Steel Limited 3. Eveready Industries India Limited 4. McNally Bharat Engg. Co. Ltd	A. Vesuvius Limited • Audit Committee • Share Transfer Committee B. JSW Steel Limited • Audit Committee C. Eveready Industries India Ltd. • Audit Committee	• Non-executive Independent Director • Shares held: Nil	-
Mr. Rajesh Kapadia	02.11.1956	29.06.2009	Finance and Accounts	B.Com(Hons.), F.C.A.	1. AsianetSatellite Communications Limited 2. Exide Industries Limited 3. Goldiam International Limited 4. Goldiam Jewellery Limited 5. Exide Life Insurance Co. Ltd. 6. Prism Cement Limited 7. Raheja QBE General Insurance Co. Ltd.	A. Asianet Satellite Communications Limited • Audit Committee B. Exide Industries Limited • Audit Committee C. Goldiam International Ltd. • Audit Committee D. Prism Cement Limited • Audit Committee • Shareholders/Investor Committee E. Raheja QBE General Insurance Co. Ltd. • Audit Committee F. Exide Life Insurance Co. Ltd. • Audit Committee	• Non-Executive Independent Director • Shares held: Nil	-