

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the Company will be held at 3.30 P.M. on Tuesday, 30th July, 2019, at the Company's Registered Office at Trident Chennai, 1/24 G.S.T. Road, Meenambakkam, Chennai-600 027, to transact the following business:

### As Ordinary Business:

1. To adopt the Audited Financial Statement for the year ended 31st March, 2019 together with the Directors' and Auditor's Reports thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. S.S. Mukherji (DIN 00103770), who retires by rotation and being eligible, offers himself for re-appointment.

### As Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder and regulations 16,17 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. L. Ganesh (DIN: 00012583), be and is hereby re-appointed as a Non-executive Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 8th August, 2019;

RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules framed thereunder and regulations 16, 17 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Sudipto Sarkar (DIN: 00048279), be and is hereby re-appointed as a Non-executive Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 8th August, 2019;

RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

28th May, 2019

By Order of the Board

Indrani Ray  
Company Secretary

**NOTES:**

1. **A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a shareholder of the Company. The proxy form must be deposited in original with the Company at its Registered Office at 1/24, G.S.T.Road, Meenambakkam, Chennai-600 027 no later than 48 hours before the commencement of the meeting. No photocopy/ scanned copy of a completed proxy form will be accepted.**
2. An explanatory statement as required under Section 102 of the Companies Act, 2013, in respect of the business specified above is appended hereto.
3. The Register of shareholders of the Company will remain closed from Tuesday, 23rd July, 2019 to Thursday, 25th July, 2019, both days inclusive;
4. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard (SS)-2 particulars relating to Mr. S.S. Mukherji (DIN: 000103770), Director, retiring by rotation, and whose re-appointment is being proposed at the forthcoming Annual General Meeting, are given in the Annexure to this Notice. Also included in the Annexure are particulars of Independent Directors who are proposed to be reappointed for the second term of five consecutive years.
5. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any Shareholder wishing to avail of this facility may submit to the Company’s Share Transfer Agent, EIH Limited, Investors Services Division (“ISD”), 7 Sham Nath Marg, New Delhi-110 054, in the prescribed statutory form SH-13. For any assistance, Shareholders should get in touch with the ISD.
6. Shareholders are requested to notify immediately any change in their addresses to the Company’s Share Transfer Agent.
7. 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.
8. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. 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.
10. Shareholders who have not registered their e- mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc, from the Company electronically.
11. (i) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing to the Shareholders, the remote e-voting facility at the 36th Annual General Meeting. The Company

is offering remote e-voting option to all the Shareholders. For this purpose, the Company has signed an Agreement with National Securities Depository Limited (“NSDL”).

- (ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. For abundant clarity, in the event of poll, please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut of date. The poll process shall be conducted and the consolidated Scrutinizer Report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations.
12. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
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 on the cut of date i.e. Monday, 22nd July, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners provided by depositories as on the cut off date i.e 22nd July, 2019 only shall be entitled to avail the facility of remote e-voting / ballot voting.
14. The remote e-voting period shall commence at 10.00 AM on Saturday, 27th July, 2019 and will end at 5.00 PM on Monday, 29th July, 2019. The remote e-voting module shall be disabled by NSDL at 5.00 pm on 29th July, 2019. During e-voting period, the Shareholders of the Company holding shares either in physical form or in demat form as on the cut-off date may cast their vote electronically provided once the vote on the Resolution(s) has been cast by the Shareholders, they will not be allowed to change it subsequently.
15. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares on the cut-off date i.e. Monday, 22nd July, 2019, may obtain the login ID and password by sending an email to [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com); [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [corporate@jurisprudentconsulting.in](mailto:corporate@jurisprudentconsulting.in) (“the Scrutinizer”) by mentioning their Folio No. / DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and password for casting your vote. If you forget your password, you can reset our password by using “Forget User Details / Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. **Process of voting electronically on NSDL e-Voting system:**  
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:  
**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**  
**Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **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 ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL.	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
c) For Members holding shares in Physical Form.	16 Digit Beneficiary ID
	For example if your Beneficiary ID is 12***** then your user ID is 12*****
	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***

1. Your password details 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, your 'initial password' is communicated to you on your postal address.

2. 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.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  4. Now, you will have to click on "Login" button.
  5. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [corporate@jurisprudentconsulting.in](mailto:corporate@jurisprudentconsulting.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

16. The Ordinary Resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the votes cast against. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in favour is more than three times the number of votes cast against it.
17. The Board of Directors have appointed Mr. Vikram Oberoi, Managing Director and Ms. Indrani Ray, Company Secretary as the persons responsible for the entire process of voting i.e. remote e-voting and voting at the AGM. Mr. Shankar Tayal, Practicing Company Secretary from Jus & Associates, Company Secretaries, 22 Inder Enclave, Paschim Vihar, New Delhi – 110 087, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company at [www.eihassociatedhotels.in](http://www.eihassociatedhotels.in), NSDL at [www.evoting.nSDL.com](http://www.evoting.nSDL.com) and Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item Nos. 4 and 5**

Mr. L. Ganesh (DIN: 00012583) and Mr. Sudipto Sarkar (DIN: 00048279) were appointed as Independent Directors on the Board of the Company on 8th August 2014 to hold office for a term of 5 (five) consecutive years from the date of appointment.

In accordance with the provisions of Sections 149, 152 read with Schedule IV of the Act and the Rules framed thereunder and Regulation 16 of the Listing Regulations, an Independent Director can hold office for a term of up to 5 (five) consecutive years on the board of a company and can be re-appointed for one more term of 5 (five) consecutive years with the approval of Shareholders by way of a special resolution.

As the current term of 5 years of Mr. L. Ganesh and Mr. Sudipto Sarkar will expire on 8th August, 2019, re-appointment of Mr. L. Ganesh and Mr. Sudipto Sarkar for a second term of 5 years effective from 8th August, 2019 would require approval of the Shareholders by way of a special resolution in accordance with sub-section (10) of Section 149 of the Act.

Brief resume and nature of expertise of the aforesaid Non-executive Independent Directors are given below:

**Mr. L. Ganesh** 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. Mr. Ganesh has over 35 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. Mr. Ganesh 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. Sudipto Sarkar** is a graduate in Mathematics from Presidency College, Calcutta and obtained his TRIPOS in law from Jesus College, Cambridge. Mr. Sarkar completed his post-graduation in law also from Jesus College, Cambridge and was called to the Bar from Gray's Inn, London. A noted lawyer and author of several authoritative legal text books, Mr. Sarkar, as a practicing Senior Advocate, specializes in the areas of corporate law and Intellectual Property Rights.

The Nomination and Remuneration Committee and the Board at its respective meetings held on 28th May, 2019, noted that the above Non-executive Independent Directors are highly renowned professionals drawn from diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's functioning and its decision making process. The Company and the Board has immensely benefitted from their vast experience, knowledge and strategic insights on various matters relating to Company's business. Considering the enormous contributions of the Directors to the functioning and performance of the Company, the Board is of the unanimous view that it will be in the interest of the Company to re-appoint them as Non-executive Independent Directors for a second term of 5 (five) consecutive years.

Taking into consideration the outcome of the performance evaluation report of the aforesaid two Independent Directors, the Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, have approved and recommended to shareholders re-appointment Mr. L. Ganesh and Mr. Sudipto Sarkar as Non-executive Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years from the respective expiry date of their current term.

Mr. L. Ganesh and Mr. Sudipto Sarkar have given their consent to act as Non-executive Independent Directors of the Company and have also furnished necessary declarations to the Board that they meet the criteria of independence as per Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations.

**Nature of Concern or Interest and other particulars**

- 1) No Director, Key Managerial Personnel and their relatives, other than Mr. L. Ganesh and Mr. Sudipto Sarkar, are concerned or interested in Resolution nos. 4 and 5 respectively proposing their re-appointment Non-executive Independent Directors for a second term of 5 (five) consecutive years.
- 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) The extent of shareholding interest of the Promoters of the Company in EIH Limited exceeding 2% of the paid-up capital of that company are as follows:  
Oberoi Hotels Private Limited – 14.63%  
Oberoi Holdings Private Limited – 5.85%
- 4) In accordance with regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mr. L.Ganesh and Mr. Sudipto Sarkar, are given in the Annexure.
- 5) The Nomination and Remuneration Committee and the Board of Directors have approved and recommended to shareholders re-appointment of Mr. L. Ganesh and Mr. Sudipto Sarkar as Non-executive Independent Directors on the Board for a second term of 5 (five) consecutive years.

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

By Order of the Board

Indrani Ray  
Company Secretary

28th May, 2019

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT  
AT THE FORTHCOMING ANNUAL GENERAL MEETING  
[Pursuant to 36(3) of the Listing Regulations & Secretarial Standard - 2]**

Name of Director	Date of Birth (Age)	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorships in other Public Limited Companies	Membership of committee in other Public Limited Companies	Other Information	Remarks
Mr. S.S. Mukherji	18.07.1948	07.10.1988	General Management	F.C.A., A.M.P (Harvard)	1. EIH Limited 2. Oberoi Kerala Hotels and Resorts Limited	EIH Limited (a) Stakeholders Relationship Committee (b) Audit Committee	Non-executive Non Independent Director No. of shares held: 10,000	Retiring by rotation at the forthcoming Annual General Meeting
Mr. L. Ganesh	18.03.1954	23.03.1994	General Management	A.C.A., MBA	1. Rane Holdings Limited 2. Rane Engine Valve Limited 3. Rane Brake Lining Limited 4. Rane (Madras) Limited 5. EIH Limited	1. Rane Holdings Limited (a) Audit Committee (b) Stakeholders Relationship Committee 2. Rane Engine Valve Limited (a) Stakeholders Relationship Committee 3. Rane Brake Lining Limited (a) Audit Committee (b) Stakeholders Relationship Committee 4. EIH Limited (a) Audit Committee	Non-executive Independent Director No. of shares held: Nil	Proposed to be reappointed for a second term of five consecutive years effective 8th August, 2019
Mr. Sudipto Sarkar	21.03.1946	28.03.2009	General Management & Corporate Law	B.SC (Math. Hons); Law (Tripos) Cambridge, UK; Of Grays Inn-Barrister-at-Law	1. Triveni Engineering and Industries Limited 2. Vesuvius Limited 3. EIH Limited	1. Vesuvius Limited (a) Audit Committee (b) Stakeholders Relationship Committee 2. EIH Limited (a) Audit Committee	Non-executive Independent Director No. of shares held: Nil	Proposed to be reappointed for a second term of five consecutive years effective 8th August, 2019