

EIH Associated Hotels Limited

A MEMBER OF THE OBEROI GROUP

CIN: L92490TN1983PLC009903

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

Telephone : 91-44-2234-4747 Facsimile:91-44-2234 6699

Kolkata Office: 4, Mangoe Lane, Kolkata – 700 001

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Website: www.eihassociatedhotels.in

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POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013 read with
The Companies (Management and Administration) Rules, 2014]*

To the Members,

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company proposes to pass the following Resolutions by way of postal ballot/remote e-voting:

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

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read together with Schedule V and the rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and the 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 basis of recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the re-appointment of Mr. Vikramjit Singh Oberoi (DIN 00052014) as the Managing Director of the Company for a further period of 5 (five) years effective 23rd June 2020, be and is hereby approved;

RESOLVED FURTHER that Mr. Vikramjit Singh Oberoi will not receive any remuneration as the Managing Director of the Company;

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this Resolution.”

2. Approval for re-appointment of Ms. Radhika Vijay Haribhakti (DIN 02409519) as Non-executive Independent Director for a second term of 5 (five) consecutive years

To consider and if thought fit, to pass with or without modification(s), 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, the

Articles of Association of the Company and Regulations 16, 17, 17A 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 basis of recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Ms. Radhika Vijay Haribhakti (DIN 02409519) be and is hereby re-appointed as Non-executive Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective 22nd May 2020;

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this Resolution.”

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

By order of the Board of Directors
For **EIH Associated Hotels Limited**

5th May 2020

Indrani Ray
Company Secretary

NOTES AND INSTRUCTIONS:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of the business specified above is appended hereto.
2. The Notice is being sent to all the shareholders whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 8th May 2020.
3. The Board of Directors of the Company, at its meeting held on 5th May 2020 appointed Mr. Ajay Kumar Jain, Practicing Company Secretary of Jus & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in accordance with law and in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is also offering remote e-voting facility to all its shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating remote e-voting and is pleased to offer e-voting facility as an alternative to its shareholders to enable them cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms.
5. A. The instructions for remote e-voting are as under:

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 :

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. 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, 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.co.in mentioning your demat account number /folio number, your PAN, your name and your registered address.
 - 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.

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.

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

(B) The voting through Postal Ballot and remote e-voting period commences from 10.00 AM on 23rd May 2020 and ends at 5.00 PM on 21st June 2020. The remote e-voting module will be disabled by NSDL thereafter.

(C) 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.

6. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent to all those shareholders who have registered their e-mail IDs with the Company/ Depositories in electronic mode i.e. by e-mail through NSDL and to others by post/courier along with Postal Ballot Form. Shareholders have an option to vote either through remote e-voting or through Postal Ballot Form. Shareholders who have not received the Postal Ballot Form can download Ballot Form from the link www.evoting.nsdl.com or www.eihassociatedhotels.in or write to the Company for obtaining duplicate Postal Ballot Form.
7. The shareholders desiring to exercise their votes by physical postal ballot are requested to carefully read the instructions printed in the attached Postal Ballot Form. Such Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The Postal Ballot Form duly completed and signed should be returned in enclosed self-addressed postage prepaid envelope to the Scrutinizer so as to reach the Scrutinizer before the close of working hours, on or before 5.00 PM on 21st June 2020. The consent or otherwise received after the said date will be treated as if reply from the shareholder has not been received. Incomplete, unsigned, improperly ticked Postal Ballot will be rejected.
8. The shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
9. If any shareholder has voted differentially in both physical as well as electronic mode, vote cast by way of remote e-voting only will be considered valid.
10. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast through Postal Ballot Forms and e-voting.
11. The Results of Postal Ballot will be announced by the Company on 22nd June 2020 at 5.00 PM. The Results will be put up at the Notice Board at the Registered Office of the Company at 1/24 G.S.T. Road, Meenambakkam, Chennai – 600027 and will also be published in newspapers and communicated to stock exchanges where the shares of the Company are listed. The result will also be placed on the Company's website www.eihassociatedhotels.in
12. The Resolutions mentioned above shall be declared as passed on the date of declaration of result if assented to by requisite majority.
13. The Board of Directors have appointed Mr. Vikramjit Singh Oberoi Managing Director and Ms. Indrani Ray, Company Secretary as the persons responsible for the entire postal ballot process. For any query(ies)/grievance(s) relating to remote e-voting, please contact Investor Services Division on 011-2389 0505 or email at isdho@oberoigroup.com.
14. All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11.00 AM to 1.00 PM up to the date of closure of the Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (THE “LISTING REGULATIONS”)

Item No. 1

Members of the Company vide Resolution dated 7th August 2015 had re-appointed Mr. Vikramjit Singh Oberoi as the Managing Director (DIN 00052014) of the Company for a tenure of five years effective 23rd June 2015. His present tenure as Managing Director, therefore, expires on 22nd June 2020. The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, at its Meeting on 5th May 2020, re-appointed Mr. Vikramjit Singh Oberoi for another period of five years effective from 23rd June 2020. This re-appointment is subject to approval of the shareholders. Mr. Vikramjit Singh Oberoi is the Managing Director and Chief Executive Officer in EIH Limited. He will not draw any remuneration from the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for the approval of the Members.

Save and except Mr. Vikramjit Singh Oberoi and Mr. Prithviraj Singh Oberoi, Chairman of the Company, who is a relative of Mr. Vikramjit Singh Oberoi, none of the other Directors/their relatives and Key Managerial Personnel/their relatives may be deemed to be concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out in Item No.1 of this Notice.

Pursuant to the provisions of Section 190 of the Companies Act, 2013 this may be treated as an abstract of the terms of the appointment of Mr. Vikram Oberoi as the Managing Director of the Company and the Memorandum of Interest of the Directors of the Company in such appointment.

Item No. 2

Ms. Radhika Vijay Haribhakti (DIN: 02409519) was appointed as Non-executive Independent Director on the Board of the Company on 22nd May 2015 to hold office for a term of 5 (five) consecutive years from the date of appointment. Her current tenure as Independent Director, therefore, expires on 21st May 2020.

In accordance with the provisions of Sections 149, 152 read with Schedule IV of the Act and the read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), 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 Ms. Radhika Vijay Haribhakti will expire on 21st May 2020, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, at its Meeting on 5th May 2020, re-appointed Ms. Haribhakti for a second term of 5 (Five) consecutive years effective from 22nd May 2020. This re-appointment is subject to approval of the Shareholders by way of a special resolution in accordance with sub-section (10) of Section 149 of the Act.

Ms. Haribhakti is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has also received declaration from Ms. Haribhakti that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 read with Schedule IV to the Act, Regulation 16(1)(b) and 25(8) of the Listing Regulations.

In the opinion of the Board, Ms. Radhika Vijay Haribhakti fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

A copy of draft letter of appointment of Ms. Haribhakti setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays) between 11.00 AM to 1.00 PM up to the date of closure of the Postal Ballot.

The Board recommends the Special Resolution as set out in Item No. 2 of this Notice for the approval of the Members.

Other than Ms. Radhika Vijay Haribhakti, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 2 of this Notice.

A brief profile of Ms. Radhika Vijay Haribhakti is given below:

Ms. Radhika Vijay Haribhakti has over 30 years of experience in Commercial and Investment Banking with Bank of America, JM Morgan Stanley, DSP Merrill Lynch and RH Financial Services. She is the founder Director of RH Financial Services, a boutique Financial Advisory Firm. Ms. Haribhakti is closely associated with issues of Financial Inclusion & Women Empowerment and is the former Chairperson of Friends of Women's World Banking (FWWB) and Swadhaar Finaccess. She has served on CII's National Committee on Women Empowerment and the Governing Council of Citigroup Micro Enterprise Award. Ms. Haribhakti is a commerce graduate from Gujarat University and holds a Post Graduate Diploma in Management (Finance) from Indian Institute of Management, Ahmadabad.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings on 5th May 2020, noted that Ms. Radhika Vijay Haribhakti is a highly renowned professional in her field of expertise. The Company and the Board has immensely benefitted from her vast experience, knowledge and strategic insights on various matters relating to Company's business. Considering the contribution of Ms. Haribhakti 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 her as Non-executive Independent Directors for a second term of 5 (five) consecutive years.

Nature of concern or interest and other particulars

1. None of the Directors and Key Managerial Personnel of the Company hold more than 2% of the shareholding in the Company as well as any other public limited company in which they may be Directors/Key Managerial personnel and which may get affected.
2. 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%
3. Particulars relating to re-appointment of Mr. Vikramjit Singh Oberoi and Ms. Radhika Vijay Haribhakti as required to be disclosed by the Act, the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI are appended as an Annexure to this Notice.
4. The Nomination and Remuneration Committee and the Board of Directors have approved and recommended to shareholders, the re-appointment of Mr. Vikramjit Singh Oberoi as Managing Director of the Company for a period of 5 (five) years effective 23rd June 2020 and Ms. Radhika Vijay Haribhakti as Non-executive Independent Director on the Board for a second term of 5 (five) consecutive years effective 22nd May 2020.

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

By order of the Board of Directors
For EIH Associated Hotels Limited

5th May 2020

Indrani Ray
Company Secretary

INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS)-2]

Name of Director & DIN	Date of Birth	Date of original appointment on the Board	Expertise in specific functional areas	Qualification	Directorships on other public companies	Chairmanship/ Membership of Committees in other public companies	Other Information	Remarks
Mr. Vikramjit Singh Oberoi DIN 00052014	08.12.1963	22.03.1997	Travel, Tourism & Hospitality	B.Sc. (Hons.)	1) ElH Limited 2) Mumtaz Hotels Limited 3) Mashobra Resort Limited 4) Oberoi Kerala Hotels and Resorts Limited	1) Stakeholders Relationship Committee - ElH Limited 2) Corporate Social responsibility Committee - ElH Limited - Mumtaz Hotels Limited - Mashobra Resort Limited 3) Authorisation Committee - ElH Limited	<ul style="list-style-type: none"> Executive Director designated Managing Director Related to Mr. Prithviraj Singh Oberoi, Chairman, within the meaning of Companies Act, 2013 Shares held - Nil Number of Board Meetings attended / held during the year: 4/4 	<ul style="list-style-type: none"> Present tenure as Managing Director expires on 22.06.2020 Proposed for being re-appointed for a fresh five year term effective 23.06.2020 without any remuneration
Ms. Radhika Vijay Haribhakti DIN 02409519	20.12.1957	08.08.2014	Commercial and Investment Banking, Microfinance, Financial Inclusion, Women Empowerment and Corporate Social Responsibility	P.G.D.M (Finance), IIM Ahmedabad	1) Navin Fluorine International Limited 2) Rain Industries Limited 3) Mahanagar Gas Limited 4) ICRA Limited	1) Stakeholders Relationship Committee - Navin Fluorine International Limited 2) Audit Committee - Rain Industries Limited - ICRA Limited - Navin Fluorine International Limited - Mahanagar Gas Limited	<ul style="list-style-type: none"> Non-executive Independent Director Not related to any director within the meaning of Companies Act, 2013 Shares held - Nil Number of Board Meetings attended / held during the year: 3/4 	<ul style="list-style-type: none"> Present term as Independent Director expires on 21.05.2020 Proposed for being re-appointed for a second term of five years effective 22.05.2020