

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

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) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter collectively referred to as “Listing Regulations”), the Company proposes to pass the following Resolutions by way of postal ballot/ remote e-voting:

- 1. Continuation of Mr. Prithviraj Singh Oberoi (DIN 00051894) as Non-executive Chairman on the Board of the Company, liable to retire by rotation, on and after 1st April 2019, notwithstanding that he has attained the age of 75 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 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Rules framed thereunder and Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded for continuation of Mr. Prithviraj Singh Oberoi (DIN 00051894) as the Non-executive Chairman on the Board of the Company on and after 1st April 2019, on the existing terms and conditions and liable to retire by rotation, notwithstanding that he has attained the age of 75 (seventy-five) years;

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.”

- 2. Re-appointment of Mr. Anil Kumar Nehru (DIN 00038849) as a Non-executive Independent Director on the Board of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2019 up to 31st March 2019, notwithstanding that he has attained the age of 75 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 Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and

Regulations 16 and 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded for re-appointment of Mr. Anil Kumar Nehru (DIN 00038849) as a Non-executive Independent Director on the Board of the Company for a second term of five (5) consecutive years with effect from 1st April 2019 up to 31st March 2024, on the existing terms and conditions, notwithstanding that he has attained the age of 75 (seventy-five) years;

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**

New Delhi
31st January 2019

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. This 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 1st February 2019.
3. The Board of Directors of the Company at its meeting held on 31st January 2019 appointed Mr. Asim Kumar Chattopadhyay, Practicing Company Secretary, 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 e-services 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, your 'initial password' is communicated to you on your postal address.

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.
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.

(B) The voting through Postal Ballot and remote e-voting period commences from 10.00 AM on 14th February 2019 and ends at 5.00 PM on 15th March 2019. The remote e-voting module will be disabled by NSDL for voting 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 “Downloads” 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 15th March 2019. 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, ie. 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 16th March 2019 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 Special Resolutions mentioned above shall be declared as passed on the last date of declaration of Result if the number of votes cast in favour is more than three times the number of votes cast against it.
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 and 110 of the Companies Act, 2013

Item No.1

Regulation 17(1A) was inserted in the Listing Regulations through SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with from 1st April 2019. This Regulation prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless a special resolution is passed to that effect, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Prithviraj Singh Oberoi (DIN 00051894) is above 75 years of age and therefore, his continuation as the Non-executive Chairman of the Company on and after 1st April 2019 would require approval of the Shareholders by special resolution.

Justification for the continuation of Mr. Oberoi as Non-executive Chairman of the Company

Mr. Prithviraj Singh Oberoi ("Mr. Oberoi") was appointed in the year 1988 as a Non-executive Chairman on the Board of the Company, liable to retire by rotation.

Mr. Oberoi is the son of Late Rai Bahadur Mohan Singh Oberoi, the founder of the Oberoi Group. Mr. Oberoi graduated with a degree in Hospitality from the University of Lausanne, Switzerland and has over 65 years of experience in the hospitality industry. Mr. Oberoi has been instrumental in pioneering the growth of the Company. He was awarded the "Padma Vibhushan", India's second highest civilian honour, in recognition of his exceptional service to the country in 2008. In 2001, His Majesty King Mohammed VI of Morocco awarded Mr. Oberoi the 'Grand Officer' of the Alalauoi Wissam, which is one of the highest civilian awards in Morocco, in recognition of Mr. Oberoi's contribution to tourism in Morocco and to Indo-Moroccan relations. Mr. Oberoi

was also conferred with a 'Lifetime Achievement Award' at the CNBC TV18 India Business Leader Awards 2007 for building a world-class hotel chain that caters to both luxury and business travelers and for shaping the hospitality industry of India.

Mr. Oberoi received the 'Outstanding Business Leader' award from the Associated Chambers of Commerce and Industry and Society of Indian Law Firms in September 2008. In November 2008, Mr. Oberoi was conferred a 'Lifetime Achievement Award' at the Ernst & Young Entrepreneur of the Year awards for redefining design standards in luxury hotels. In September 2009, Mr. Oberoi received the Lifetime Achievement Award at the first Economic Times TAAI Travel Awards 2009. These awards were organised by the Economic Times in association with the Travel Agents Association of India (TAAI). Mr. Oberoi was presented with the '2010 Corporate Hotelier of the World' award by HOTELS magazine in November 2010. This annual award is determined by votes cast by the readers of the magazine in more than 150 countries. The cover story of the November edition of the magazine referred to Mr. Oberoi as 'the founder father of modern luxury hospitality in India' and credited him with growing the Company 'into one of the world's most prestigious luxury hotel groups.'

Mr. P.R.S. Oberoi received the Lifetime Achievement Award for his outstanding contribution to Indian Hospitality Industry by Economic Times Awards for Corporate Excellence, 2012. Mr. Oberoi was conferred the Lifetime Achievement Award at ILTM (International Luxury Travel Market) held in Cannes in December 2012. The award was bestowed on Mr. Oberoi as a global recognition of his exceptional leadership, vision and contribution to develop The Oberoi Group as one of world's leading luxury hotel chains. The All India Management Association (AIMA) at a function held in New Delhi in February 2013 had conferred the Lifetime Achievement Award to Mr. P.R.S. Oberoi. In 2014, Mr. Oberoi was honoured with the prestigious Lifetime Achievement Award by Forbes India Leadership Awards, 2014. In 2016, Mr. Oberoi was voted amongst CNBC TV18's Top 15 Indian Business ICON. In 2016, Mr. Oberoi was conferred with the ET Bengal Visionary Award by The Economic Times Bengal Corporate Awards, 2016.

Keeping in view that Mr. Oberoi is a well-known 'Hotelier', having rich and varied experience in the Hotel Industry and guided the Company through three decades of diversification and growth to emerge as one of the World's leading luxury Hotel Brand, it would be in the interest of the Company to continue Mr. Oberoi as the Non-executive Chairman of the Company.

Item No. 2

In accordance with Section 149 of the Act and Rules made thereunder, Mr. Anil Kumar Nehru (DIN: 00038849) ("Mr. Nehru") was appointed in the year 2014 as an Independent Director on the Board of the Company to hold office for a term of 5 (five) consecutive years by passing an ordinary resolution.

Regulation 17(1A) was inserted in the Listing Regulations through SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from 1st April 2019. This Regulation prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Nehru is above 75 (seventy-five) years of age. Therefore, in accordance with Regulation 17(1A) of the Listing Regulations, Mr. Nehru cannot be appointed or re-appointed on or after 1st April 2019 unless a special resolution is passed by the Shareholders. The Board of Directors at its Board Meeting held on 31st January 2019, on the recommendation of the Nomination and Remuneration Committee, approved and recommended to the Shareholders for its approval by way of a special resolution, re-appointment of Mr. Anil Kumar Nehru (DIN: 00038849) as a Non-executive Independent Director on the Board of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2019 up to 31st March 2024, on the existing terms and conditions, notwithstanding that he has attained the age of 75 years.

Justification for the continuation of Mr. Nehru as Non-executive Independent Director

1. Mr. Nehru 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 has completed Executive Business Management courses from the Indian Institute of Management, Ahmedabad, Harvard University and Columbia University, United States of America. Mr. Nehru has over 25 years of experience in the chemical industry. Previously, he served as the Whole-time Director in Pfizer Limited.

2. Mr. Nehru has been associated with the Company since 22nd November 2004. Presently, Mr. Nehru is a member in two important committees of the Board, namely, the Audit Committee and the Nomination & Remuneration Committee. Mr. Nehru was appointed the Chairperson of the Audit Committee in the year 2014 for a term of two years and retired by rotation in 2016.
3. As Member of the Audit Committee, Mr. Nehru is instrumental in guiding and setting up the following:
 - (i) improvement in internal control procedures and processes;
 - (ii) effective close monitoring of the said internal control procedure and processes;
 - (iii) improvement and effective close monitoring of risk control matrix and processes;
 - (iv) effective close monitoring of the Whistle Blower mechanism;
 - (v) effective close monitoring of sexual harassment cases;
 - (vi) guiding the Managing Director, Internal Auditor and others involved in all the above;
4. As Member of the Nomination & Remuneration Committee, Mr. Nehru plays an important and effective role in the following:
 - (i) appointment and remuneration, if any, of executive director(s);
 - (ii) selection and appointment of non-executive directors;
 - (iii) selection and appointment of key managerial personnel core management team;
 - (iv) assessment of key managerial personnel and core management team and setting up processes and procedures for the same;
5. As Mr. Nehru is playing an important and effective role on all the above matters, it is in the best interest of the Company to continue the directorship of Mr. Nehru as a Non-executive Independent Director on the Board of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2019 up to 31st March 2024, notwithstanding that Mr. Nehru has attained the age of 75 years.

Nature of concern or interest and other particulars

1. Save and except Mr. Prithviraj Singh Oberoi and Mr. Vikramjit Singh who is a relative of Mr. Prithviraj Singh Oberoi, none of the other Directors/their relatives and Key Managerial Personnel/their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution No. 1.
2. Save and except Mr. Anil Kumar Nehru and his relatives, if any, none of the other Directors/their relatives and Key Managerial Personnel/their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution No. 2.
3. 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.
4. 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%
5. Other particulars as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in Annexure A to this Notice.

The Nomination & Remuneration Committee and the Board of Directors have recommended the above Resolutions for your approval.

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

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

New Delhi
31st January 2019

Indrani Ray
Company Secretary

EIH Associated Hotels Limited

A MEMBER OF THE OBEROI GROUP

INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT / CONTINUATION OF APPOINTMENT [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director & DIN	Date of Birth	Date of original appointment	Expertise in specific functional areas	Qualification	Directorships on other listed companies	Membership of Committees in other listed companies	Other Information	Disclosure of relationships between Directors <i>inter-se</i>
Mr. Prithviraj Singh Oberoi DIN 00051894	03.02.1929	07.10.1988	Over 65 years of experience in Hospitality Industry	Graduate in Hotel Management (Lausanne, Switzerland)	EIH Limited	None	Non-Executive Non-Independent Director Shares held 50820	Related to Mr. Vikramjit Singh Oberoi, Managing Director
Mr. Anil Kumar Nehru DIN 00038849	02.05.1941	22.11.2004	Over 25 years of experience in Chemical Industry	M.S. (M.I.T., USA), Executive MBA (IIM Ahmedabad, Cambridge, Harvard)	EIH Limited	EIH Limited - Audit Committee and Remuneration Committee	Non-Executive Independent Director Shares held Nil	None