

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-seventh Annual General Meeting of the Company will be held at 3.30 PM on Wednesday, 12th August 2020 through video conference to transact the following business:

1. To receive consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March 2020, together with the Directors' and Auditor's Report thereon; and
2. To appoint a Director in place of Mr. Akshay Rajan Raheja (DIN 00288397), who retires by rotation and being eligible, offers himself for re-appointment.

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

By Order of the Board

Indrani Ray
Company Secretary

23rd June 2020

NOTES:

1. In view of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 15th June 2020 (hereinafter referred to as "MCA circulars") permitted Companies to hold Annual General Meeting through Video Conference ("VC") without the physical presence of the members. In compliance with the MCA circulars, the Thirty-seventh Annual General Meeting ("AGM") is being held through Video Conference.
2. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the Thirty-seventh AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the Thirty-seventh AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
3. In accordance with MCA Circulars, the notice of the 37th AGM and the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and the Annual Report 2019-20 will also be available on the Company's website www.eihassociatedhotels.in and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited ("KFINTECH") <https://evoting.karvy.com>.

4. The Company has facilitated the Members to participate at the 37th AGM through the VC facility provided by KFINTECH. The instructions for participation through VC by Members are given separately. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
5. In addition to the above, the proceedings at the 37th AGM will be web-casted live for all the shareholders as on the cut-off date i.e. Tuesday, 4th August 2020. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the AGM from 3.30 PM (IST) onwards on Wednesday, 12th August 2020.
6. As per MCA circulars, Members attending the 37th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with the user id and password is given separately. The remote e-voting facility is in addition to e-voting that will take place at the 37th AGM being held through VC.
8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.
9. The Register of Shareholders of the Company will remain closed from 5th August 2020 to 7th August 2020, both days inclusive;
10. 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-off date i.e. Tuesday, 4th August 2020. A person, whose name is recorded in the register of members or in the list of beneficial owners provided by depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting, e-voting at the AGM.
11. The remote e-voting period shall commence at 10.00 a.m. on Sunday 9th August 2020 and will end at 5.00 p.m. on Tuesday, 11th August 2020. The remote e-voting module shall be disabled by KFINTECH at 5.00 p.m. on Tuesday, 11th August 2020. During the remote 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) is cast by the shareholders, he will not be allowed to change it subsequently.

12. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 4th August 2020 may obtain the login ID and password by sending an email to evoting@kfintech.com by mentioning his Folio No./ DP ID and Client ID. However, if a member is already registered with KFINTECH for remote e-voting, then he can use his existing user ID and password for casting his vote. If a member forgets his password, he can reset his password by using "Forget User Details/ Password" option available on <https://evoting.karvy.com>. If a member is holding shares in Physical mode and wishes to register/update his email id, he may kindly write to Investors Services Division of EIH Limited, the Company's Share Transfer Agent, on isdho@oberoigroup.com. If the member is holding shares in Demat mode and wishes to register/update his email id, he may kindly write to his respective Depository Participant (DP).
13. As required under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2, particulars relating to Mr. Akshay Raheja, Director, retiring by rotation and proposed to be re-appointed is given in the Annexure to this Notice.
14. 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 viz. EIH Limited, Investors Services Division ("ISD"), 7 Sham Nath Marg, Delhi- 110 054 in the prescribed statutory form SH-13. For any assistance, shareholders should get in touch with the ISD.
15. Members who hold shares in dematerialized form and wish to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant (DP) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number.
16. 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.
17. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.

18. The Board of Directors have appointed Ms. Indrani Ray, Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and e-voting at the AGM. Mr. Ajay Kumar Jain, Practicing Company Secretary, Jus & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
19. 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.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes 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 favor 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, www.eihassociatedhotels.in, and on the websites of Stock Exchanges, www.bseindia.com and www.nseindia.com

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFINTECH) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).
 - (A) In case a Member receives an email from KFINTECH [for Members whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 5371 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFINTECH for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system

will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" and click on 'EIH Associated Hotels Limited'.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Tuesday, 4th August 2020 under "FOR/AGAINST" or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- (B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in para 12 of the "Notes" and para (c) under the "Other Instructions" section below.
- II. Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
 - III. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFINTECH Website) or contact Mr. D.S. Nagaraja, Dy. Manager of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFINTECH's toll free No. 1800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date for e-voting i.e., Tuesday, 4th August 2020, or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL - MYEPWD <SPACE> IN12345612345678
Example for CDSL - MYEPWD <SPACE> 1402345612345678
Example for Physical - MYEPWD <SPACE>123456
 - ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call KFINTECH toll free number 1800- 3454-001 for any assistance.
 - iv. Member may send an e-mail request to einward.ris@kfintech.com However, KFINTECH shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC

1. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the “Event” and the “Name of the company” can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed on expiry of 15 minutes from schedule time of AGM.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC smoothly. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who may want to express their views or ask questions at the AGM may visit <https://evoting.karvy.com> and click on the tab “Post Your Queries Here” to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
7. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://evoting.karvy.com> and click on ‘Speaker Registration’ during the remote e-voting period. Members shall be provided a ‘queue number’ before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon (✓) on the left side of the screen to cast their votes.
9. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800-3454-001 or write to them at evoting@kfintech.com.

Annexure

**Details of the Directors seeking appointment/ re-appointment
at the 37th Annual General Meeting**

*[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on
General Meetings (SS-2)]*

Name of the Director	Mr. Akshay Rajan Raheja
DIN	00288397
Date of Birth (Age in years)	25/05/1982 (38 years)
Date of first appointment on the Board	28.05.2015
Expertise in specific functional areas	General Management
Qualifications	B. Com., M.B.A., Columbia Business School, New York
Designation	Director
Category of Directorship	Non-Executive Non-Independent
Shareholding in the Company	None
Relationship with other Directors, Manager and other Key Managerial Per- sonnel of the Company	Related to Mr. Rajan B.Raheja (father), Promoter
No. of Board Meetings attended/held during Financial Year 2019-20	2/4
Directorships held in other Companies	1. Hathway Cable & Datacom Limited 2. Raheja QBE General Insurance Co. Limited