

# EIH LIMITED

## Notice of Annual General Meeting

**NOTICE** is hereby given that the 75<sup>th</sup> (Seventy Fifth) Annual General Meeting of **EIH Limited** will be held on Wednesday, 6th August, 2025 at 11:30 A.M.(IST) through Video Conference or Other Audio Video Means ("VC/OVAM") to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - a) the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon; in this regard, if thought fit, to pass the following resolutions as **Ordinary Resolution**  
**"RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2025 and the report of Auditors thereon and, in this regard, if thought fit, to pass the following resolutions as **Ordinary Resolution**:  
**"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To declare dividend on equity shares for the Financial Year ended 31st March, 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** dividend at the rate of Rs.1.50/- (One Rupee Fifty paise only) per fully paid-up equity share of Rs.2/- (Rupees Two only) each of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended 31st March, 2025 and the same be paid out of the profits of the Company.

3. To appoint Mr. Arjun Singh Oberoi (DIN: 00052106), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Arjun Singh Oberoi (DIN: 00052106), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS

4. To appoint M/s Chandrasekaran Associates, Practicing Company Secretaries as a Secretarial Auditor of the Company and in this regards to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), provisions of Section 204 other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to appoint M/s Chandrasekaran Associates, Practicing Company Secretaries (Firm Registration No. P1988DE002500), as the Secretarial Auditor of the Company for term of five consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30 at a remuneration as set out in the statement annexed to the Notice."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

### Registered Office:

N-806-A, 8<sup>th</sup> Floor, Diamond  
Heritage Building, 16,  
Strand Road, Fairley Place,  
Kolkata - 700 001, West Bengal

**Date:** 20<sup>th</sup> May, 2025

**By order of the Board of Directors**

**Lalit Kumar Sharma**

Sr. Vice President & Company Secretary

## NOTES:

1. In compliance with the Ministry of Corporate Affairs ("MCA") circulars dated April 8, 2020, April 13, 2020, May 5, 2020, September 25, 2023 and 19th September 2024, (hereinafter referred to as "MCA circulars") and Securities and Exchange Board of India ("SEBI") circulars dated May 12, 2020, January 15, 2021, October 07, 2023 and October 3, 2024 (hereinafter referred to as "SEBI circulars") permitting Companies to hold Annual General Meeting through video conference ("VC") / other audio visual means ("OAVM"), without the physical presence of the members at a common venue, provisions of Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 75th Annual General Meeting ("75th AGM") is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Explanatory statement as required under Section 102 of the Companies Act, 2013, setting out the material facts and reasons in respect of the special businesses specified above is appended hereto.
3. As per the Act, 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 75th AGM is being held through VC/OAVM as per the MCA circulars and SEBI 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 75th AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
4. Corporate Members intending to send their authorized representatives to attend 75th AGM are requested to send a duly certified copy of the Board resolution, authorizing the representative to attend and vote on their behalf at the AGM by e-mail to [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com)
5. As required under the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, particulars relating to Mr. Arjun Singh Oberoi, retiring by rotation and proposed to be re-appointed are given in the Annexure to this Notice.
6. In accordance with MCA circulars and SEBI circulars the notice of the 75th AGM and the Annual Report 2024-25 are being sent only by electronic mode to those Members whose name is appearing in the Register of Members/Beneficial Owners as on cut-off date i.e., Friday, July 4, 2025. Members may please note that this Notice and the Annual Report will also be available on the Company's website [www.eihltd.com](http://www.eihltd.com), the websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Central Depository Services Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
7. The Company has facilitated the Members to participate at the 75th AGM through VC/OAVM provided by CDSL. The instructions for participation through VC/OAVM by Members are given separately. Participation at the AGM through VC/OAVM shall be allowed on a first-come-first-served basis. However, this rule would not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The Members will be able to attend the 75th AGM through VC/OAVM or view the live webcast of the proceedings at the 75th AGM provided by CDSL. The Members can visit and login through their user id and password from 11:15 A.M. IST onwards on August 06, 2025.
9. As per MCA and SEBI circulars, Members attending the 75th AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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. For details on login method of remote e-voting and e-voting at the AGM, please refer the instructions below under the head "Instructions of Shareholders for E-voting And joining Virtual Meetings" Members joining the meeting through VC/OAVM and 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/OAVM but shall not be entitled to cast their vote again. A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM.
11. 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 Wednesday, July 30, 2025. A person, whose name is recorded in the Register of Members or in the list of beneficial owner provided by depositories as on Wednesday, July 30, 2025 shall be entitled to avail the facility of remote e-voting, e-voting at the AGM.
12. The remote e-voting period shall commence at 10.00 A.M. on Sunday, August 03, 2025 and will end at 5.00 P.M. on Tuesday, August 05, 2025. The remote e-voting module shall be disabled by **CDSL** at 5.00 P.M. on Tuesday, August 05, 2025. During the remote

e-voting period, the members 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 members, he/she will not be allowed to change it subsequently.

13. Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. on Wednesday, July 30, 2025 may obtain the login ID and password by sending an email to [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning their folio No. /DP ID and Client ID. However, if the member is already registered with CDSL for remote e-voting, then the member can use his/her existing user ID and password for casting the vote. If the member forgets the password, he/she can reset the password by using "Forgot User Details/ Password" option available on [www.evotingindia.com](http://www.evotingindia.com)
14. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical mode are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.

Members can contact the Company's RTA for assistance in this regard. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website under Investor relation at [www.eihltd.com](http://www.eihltd.com) It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. The Board of Directors have appointed Mr. Lalit Kumar Sharma, Sr. Vice President and Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and e-voting at the 75th AGM. Mr. Ajay Kumar Jain, Practicing Company Secretary, Jus & Associates, Company Secretaries has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the 75th AGM in a fair and transparent manner.

16. The resolutions pertaining to ordinary business and special business 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.

17. The scrutinizer shall, immediately after the conclusion of voting at the 75th 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 or any person authorised by him within two working days of conclusion of the meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, [www.eihltd.com](http://www.eihltd.com) and on the websites of Stock Exchanges, [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

18. Members may note that the Board, at its meeting held on May 20, 2025, has recommended a final dividend of Rs. 1.50/- (One Rupee Fifty Paise only) per fully paid-up equity share of Rs. 2 each. The aforesaid dividend, once approved by the Members in this AGM, will be paid on or before August 31, 2025.

In accordance with the SEBI Circular, dividends, in respect of physical folios wherein KYC details are not updated before the record date, will be held back by the Company and an intimation shall be sent by the Company to such shareholders, whose details are not registered, that their payment is due and has been withheld. Further, the dividend will get credited to their bank account only after the KYC details are updated in the folio.

- (a) Members holding shares in physical form and who have yet to register / update their bank account details for electronic receipt of dividend amount directly into their bank accounts are requested to update their KYC and bank account details by submitting Forms ISR-1, ISR-2 and SH-13 along with the supporting documents to our RTA i.e. MUFG Intime India Private Limited at Nobel Heights, 1st floor, Plot no. NH-2 LSC, C-1, Block, Near Savitri Market Janakpuri, New Delhi – 110058. The Forms are available on the Company's website at <https://www.eihltd.com/investors/investor-services-andcontact/>
- (b) Members holding shares in dematerialized mode are requested to get their bank account details registered/updated with their respective DP. Refer to our e-mail communication to the Shareholders in respect of deduction of Tax at Source on Dividend under relevant provisions of the Income-Tax Act, 1961. Please provide necessary documents/information for claiming exemption from TDS on Dividend to be paid for the Financial Year ended March 31, 2025 on or before July 31, 2025.

19. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent at [delhi@in.mpms.mufg.com](mailto:delhi@in.mpms.mufg.com) or to the Company at [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
20. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for electronic inspection. During the 75th AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com).
21. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

#### **The Instructions Of Shareholders For E-Voting and Joining Virtual Meetings Are As Under:**

- Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Sunday, August 3, 2025 at 10:00 A.M, and ends on Tuesday, August 5, 2025

at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, July 30, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000



**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### Instructions for Shareholders Attending the Agm through VC/OAVM & E-Voting During Meeting Are As Under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast

**2 days prior to meeting** i.e August 4, 2025 mentioning their name, demat account number/folio number, email id, mobile number at [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting mentioning** their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### Process for Those Shareholders Whose Email/ Mobile No. Are Not Registered with the Company/Depositories.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013

### Item No. 4

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 19th May, 2025 and 20th May, 2025 have approved and recommended the appointment of M/s Chandrasekaran Associates Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P1988DE002500) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial year 2025-26 to Financial Year 2029-30.

The annual fee of ₹ 4,50,000/- (Rupees Four Lakhs Fifty Thousand only), excluding applicable taxes and other out-of-pocket expenses is proposed in connection with the Secretarial Audit for Financial Year ending 31st March, 2026. The fees for subsequent years shall be determined by the Board, on the recommendation of the Audit Committee.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations.

M/s Chandrasekaran Associates, Company Secretaries ("CACS"), located in New Delhi, is a firm of Company Secretaries having professional experience spanning over more than 36 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management, Representation services and Transaction Advisory Services to the Corporate world on various matters.

The firm has been providing consultancy and Secretarial Audit to reputed multinational companies, listed companies including part of NIFTY50 / SENSEX and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate, Insurance, Fast Moving Consumer Goods, Hotel, Travel, Food, Hospital, Pharma, Media, Tobacco, Housing Finance, Banking, REIT, INVITS etc.

M/s. Chandrasekaran Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment, if made, would be within the prescribed limits under the Act & Rules made thereunder and the SEBI LODR Regulations.

They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and the SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

### Nature of Concern or Interest and other particulars

1. Resolution nos. 1 to 4 are being recommended by the Management of the Company.
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. In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mr. Arjun Singh Oberoi are given in the **Annexure-I**.



## Annexure- I

### DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT at the 75<sup>th</sup> Annual General Meeting

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

<b>Name of the Director</b>	<b>Mr. Arjun Singh Oberoi</b>
<b>DIN</b>	00052106
<b>Date of Birth (Age)</b>	21/12/1966 (58)
<b>Date of first appointment on the Board</b>	15/12/1993
<b>Qualifications</b>	B.Sc. from the University of Buckingham, UK.
<b>Experience (years)</b>	36
<b>Brief Profile/ Nature of Expertise</b>	Graduate in Science (Economics) from the University of Buckingham, UK. Expert in strategizing and developing new hotel projects, executing these projects, overall general administration and corporate governance.
<b>Terms and conditions of appointment / re-appointment along with details of remuneration to be paid</b>	Re-appointment of Director retires by rotation
<b>Shareholding in the Company</b>	71,72,199 Equity Shares
<b>Remuneration last drawn, if applicable</b>	Rs. 14.48 CR
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None
<b>No. of Board Meetings attended/held during Financial Year 2022-23</b>	9 / 9
<b>Directorships held in other Companies (excluding foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. EIH Associated Hotels Limited</li> <li>2. Mumtaz Hotels Limited</li> <li>3. Oberoi Kerala Hotels and Resorts Limited</li> <li>4. Oberoi Hotels Private Limited</li> <li>5. Oberoi Properties Private Limited</li> <li>6. Oberoi Plaza Private Limited</li> <li>7. Bombay Plaza Private Limited</li> <li>8. Oberoi Leasing and Finance Co Private Limited</li> <li>9. Oberoi Investments Private Limited</li> <li>10. Oberoi Buildings &amp; Investments Private Limited</li> <li>11. Oberoi Holdings Private Limited</li> <li>12. Oberoi Lutyens Private Limited</li> </ol>
<b>Chairmanship/ Membership of Committees in other Companies</b>	<ol style="list-style-type: none"> <li><b>1. EIH Associated Hotels Limited</b> <ol style="list-style-type: none"> <li>a. Stakeholders' Relationship Committee – Chairperson</li> <li>b. Risk Management Committee – Member</li> <li>c. Corporate Social Responsibility Committee – Chairperson</li> <li>d. Authorisation Committee – Chairperson</li> <li>e. Nomination and Remuneration Committee – Member</li> </ol> </li> <li><b>2. Oberoi Hotels Private Limited</b> – Corporate Social Responsibility Committee-Member</li> <li><b>3. Mumtaz Hotels Limited</b> – Corporate Social Responsibility Committee-Member</li> </ol>
<b>Name of Listed Company from where he has resigned in last three years</b>	None

**Note:** Details mentioned above are as on May 20, 2025