

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy First (71st) Annual General Meeting of the Company will be held at 11.30 A.M. on Friday, 30th July 2021 through video conference /other audio visual means to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statement of the Company for the Financial Year ended on 31st March 2021, together with the Directors' and Auditor's Report thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended on 31st March 2021 together with the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Arjun Singh Oberoi (DIN: 00052016), who retires by rotation and being eligible, offer himself for re-appointment.

Registered Office
4 Mangoe Lane
Kolkata 700 001
7th May 2021

By order of the Board
S.N.Sridhar
Sr. Vice President & Company Secretary

NOTES:

1. In compliance with the Ministry of Corporate Affairs ("MCA") circulars Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and 02/2021 dated 13th January 2021 (hereinafter referred to as "MCA circulars") and Securities and Exchange Board of India ("SEBI") vide it's circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 (hereinafter referred to as "SEBI circulars") permitting Companies to hold Annual General Meeting through video conference ("VC")/other audio visual means ("OAVM") up to 31st December 2021, 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 71st Annual General Meeting ("71st AGM") is being held through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company.
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 71st 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 71st

- AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
3. In accordance with MCA circulars and SEBI circulars the notice of the 71st AGM and the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants on 30th June 2021. Members may please note that this Notice and the Annual Report as will also be available on the Company's website www.eihltd.com, the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of KFin Technologies Private Limited <https://evoting.kfintech.com/>.
 4. For receiving all communications (including Annual Report) from the Company electronically –
 - i) Members holding shares in physical mode and who have not registered/ updated their e-mail address with the Company are requested to register/ update the same by writing to the Company with details of folio number and attaching the self-attested copy of PAN card at isdho@oberoigroup.com.
 - ii) Members holding shares in dematerialized mode are requested to register/ update their e-mail address with the relevant Depository Participant.
 5. The Company has facilitated the Members to participate at the 71st AGM through VC/OAVM provided by KFin Technologies Private Limited (“KFinTech”). 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.
 6. The Members will be able to attend the 71st AGM through VC/OAVM or view the live webcast of the proceedings at the 71st AGM provided by KFinTech. The Members can visit <https://emeetings.kfintech.com> and login through their user id and password to watch the live proceedings of the 71st AGM from 11.30 A.M.IST onwards on Friday 30th July 2021.
 7. As per MCA and SEBI circulars, Members attending the 71st AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 8. 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 “**Voting through electronic means**”. The remote e-voting facility is in addition to e-voting that will take place at the 71st AGM being held through VC/OAVM.

9. 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.
10. The Register of Members of the Company will remain closed from 23rd July 2021 to 25th July 2021, both days inclusive;
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 Thursday 22nd July 2021. A person, whose name is recorded in the register of member or in the list of beneficial owner provided by depositories as on Thursday 22nd July 2021 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 Tuesday 27th July 2021 and will end at 5.00 p.m. on Thursday, 29th July 2021. The remote e-voting module shall be disabled by **KFintech** at 5.00 p.m. on Thursday 29th July 2021. 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. Thursday 22nd July 2021 may obtain the login ID and password by sending an email to isdho@oberoigroup.com or <https://evoting.kfintech.com/>. by mentioning their folio No. /DP ID and Client ID. However, if the member is already registered with NSDL 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 "Forget User Details/Password" option available on <https://evoting.kfintech.com/>.
14. As required under the Regulation 36 (3) of the listing regulations and Secretarial Standards-2, particulars relating to Mr. Arjun Singh Oberoi, Managing Director-Development retiring by rotation and proposed to be re-appointed is given in the Annexure to this Notice.
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any member wishing to avail of this facility may submit to the Investors Services Division ("ISD") in the prescribed statutory form SH-13. For any assistance, members should get in touch with the ISD.

16. 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 to the ISD of the Company.
17. In accordance with the proviso to regulation 40(1) of the listing regulations, 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, 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.
18. The Board of Directors have appointed Mr. S.N. Sridhar, 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 71st 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 at the 71st AGM in a fair and transparent manner.
19. The resolutions pertaining to ordinary 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.
20. The scrutinizer shall, immediately after the conclusion of voting at the 71st 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.eihltd.com, and on the websites of Stock Exchanges, www.bseindia.com and www.nseindia.com.

Voting through Electronic means

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 issued by SEBI in relation to e-voting facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services. The e-voting facility on the date of AGM will be provided to the members by **KFintech** for voting on all the resolutions set out in this Notice.

The remote e-voting period commences at 10.00 a.m. on Tuesday 27th July 2021 and will end at 5.00 p.m. on Thursday, 29th July 2021. The remote e-voting module shall be disabled by **KFintech** at 5.00 p.m. on Thursday 29th July 2021. During this period, members

holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday 22nd July 2021 may cast their vote electronically. Person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Those members, who will be present in the 71st AGM through VC/OAVM facility and have not cast 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 during the 71st AGM.

The details of the process and manner for remote e-voting for individuals, non- individuals and members holding in physical form are explained herein below:

Login method for e-voting:

I) Applicable for individual members holding securities in Demat mode

As per the SEBI circular dated 9th December 2020 on e-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access remote e-voting facility.

Login method for individual members holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select "Register Online for IDeAS"</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-voting page without any further authentication.</p> <p>V. Click on e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>

<p>4. By visiting the e-voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>V. 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.</p>	
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Individual Members (holding securities in demat mode) login through their depository participant.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. 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.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

II) Applicable for non-Individual members and members holding shares in physical form

Login method for non-individual members and members holding shares in physical form are given below:

Procedure and instructions for remote e-voting are as under:

- i) Initial password is provided in the body of the email.
- ii) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.

- iii) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, use your existing User ID and password for casting your votes.
- iv) After entering the details appropriately, click on LOGIN.
- v) You will reach the password change menu wherein you will be 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, the system will prompt you to select the EVENT i.e. EIH Limited
- viii) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/jpg format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at corporate@jurisprudentconsulting.in and may also upload the same in the e-voting module in their login.
- xii) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call **KFintech** on 1800-3094-001(toll free).You may also contact Investor Service Division, 7 Shamnath Marg, Delhi-110054, phone 011-23890505, Email-id- isdho@oberoigroup.com.

III) Process for those members whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting:

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 evoting@kfintech.com / isdho@oberoigroup.com.
2. **For Demat shareholders -** please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 evoting@kfintech.com / isdho@oberoigroup.com.

IV) Instructions for attending/joining the 71st AGM through VC/OAVM are as under:

1. Members will be able to attend the 71st AGM through VC/OAVM facility provided by **KFintech** at <https://emeetings.kfintech.com> by clicking on the tab 'Video Conference' and using their remote e-voting login credentials. The link for 71st AGM will be available in member's login where the EVENT and the name of the Company can be selected.
2. Members who do not have 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 above.
3. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
4. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
5. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
6. **AGM Questions prior to 71st AGM:** Members who would like to express their views/ask questions during the 71st AGM may log into <https://emeetings.kfintech.com/> and click on "Post your Questions". Thereafter, the Members may post their queries/ views in the window provided by mentioning the name, demat account number/ folio number, e-mail address, mobile number. "Post your Questions" shall commence on Tuesday 27th July 2021 (10:00 a.m. IST) and close on Thursday 29th July 2021 (5:00 p.m. IST). Please note that only questions of the members holding the shares as on cut-off date will be considered.

7. **Speaker Registration during 71st AGM session:** Members who would to express their views/ ask questions during the 71st AGM may log into <https://emeetings.kfintech.com> and click on “Speaker Registration” by mentioning the demat account number/ folio number, city, email id, mobile number and submit. The speaker registration shall commence on Tuesday 27th July 2021 (10:00 a.m. IST) and close on Thursday 29th July 2021 (5:00 p.m. IST). Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the 71st AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 71st AGM.
8. A video guide assisting the members attending 71st AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>.
9. Members who need technical assistance before or during the 71st AGM can contact **KFintech** at evoting@kfintech.com or helpline – 1800 309 4001.

V) Instructions for e-voting at the 71st AGM are as under:-

1. The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the 71st AGM proceedings. Members shall click on the same to take them to the “instapoll” page.
2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those Members, who will be present in the 71st AGM through VC/OAVM facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the 71st AGM.

Registered Office
4 Mangoe Lane
Kolkata 700 001

7th May 2021

By order of the Board

S.N. Sridhar
Sr. Vice President & Company Secretary

Details of the Directors seeking appointment/ re-appointment

At the 71st Annual General Meeting

[Pursuant to Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Arjun Singh Oberoi
Date of Birth (Age)	21/12/1966 (54)
Date of first appointment on the Board	15.12.1993
Qualifications	B.Sc. (Hons), Economics
Experience	34
Expertise	Expert in Strategising and development of new hotel project and execution of the project.
Terms and conditions of appointment / re-appointment along with details of remuneration to be paid	Liable to Retire by Rotation
Shareholding in the Company	71,72,199
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Related
No. of Board Meetings attended/held during Financial Year 2020-21	7/7
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Mumtaz Hotels Limited 2. Mashobra Resort Limited 3. Oberoi Kerala Hotels and Resorts Limited 4. Oberoi Properties Private Limited 5. Oberoi Lutyens Private Limited 6. Oberoi Hotels Private Limited 7. Bombay Plaza Private Limited 8. Oberoi Plaza Private Limited 9. Oberoi Leasing and Finance Co Private Limited 10. Oberoi Investments Private Limited 11. Oberoi Buildings & Investments Private Limited 12. Oberoi Holdings Private Limited 13. Golden Jubilee Hotels Pvt Ltd (ceased w.e.f 7.2.2020 due to IBC proceedings decision by NCLT)
Chairmanship/ Membership of Committees in other Companies	<ol style="list-style-type: none"> 1. Mumtaz Hotels Limited – CSR Committee - Member 2. Mashobra Resort Limited – CSR Committee - Chairperson 3. Oberoi Hotels Private Limited – CSR Committee - Member