

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-Ninth Annual General Meeting of the Company will be held at 11.30 A.M. on Wednesday 14th August 2019 at The Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata - 700 013 to transact the following business:

1. To receive, consider and adopt:
 - a. the Audited Financial Statement of the Company for the Financial Year ended on 31st March 2019, 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 2019 together with the Auditor's Report thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mrs. Nita Mukesh Ambani (DIN: 03115198), who retires by rotation and being eligible, offers herself for re-appointment.

Registered Office
4 Mangoe Lane
Kolkata 700 001

30th May 2019

By order of the Board

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

NOTES:

1. **A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Shareholder of the Company. The proxy form must be deposited in original with the Company at its Registered Office at 4, Mangoe Lane, Kolkata-700 001 not later than 48 hours before the commencement of the meeting. No photocopy/scanned copy of a completed proxy form will be accepted.**
2. The Register of Shareholders of the Company will remain closed from 7th August 2019 to 9th August 2019, both days inclusive;
3. 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 Mrs. Nita Mukesh Ambani, Director retiring by rotation and proposed to be re-appointed is given in the Annexure to this Notice.
4. 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 Investors Services Division (“ISD”) in the prescribed statutory form SH-13. For any assistance, Shareholders should get in touch with the ISD.

5. Shareholders are requested to notify immediately any change in their addresses and bank mandate to the Company’s ISD.
6. A Shareholder or his proxy will be required to produce at the entrance to the meeting hall, the attendance slip attached with the notice duly completed and signed. Neither photocopies nor torn/ mutilated attendance slips will be accepted. However, Shareholders who have received the Annual Report on e-mail can download and print the attendance slip themselves. These should be completed, signed and handed over at the entrance to the meeting hall. The validity of the attendance slip will, however, be subject to the Shareholder continuing to hold equity shares as on the date of the meeting.
7. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting. In case corporate members does remote e-voting then they should send a certified copy of the Board Resolution authorising the person for remote e-voting to isdho@oberoigroup.com; evoting@nsdl.co.in or corporate@jurisprudenciconsulting.in
8. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
9. 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.
10.
 - i) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the listing regulations, the Company is providing to the Shareholders, remote e-voting facility at the 69th Annual General Meeting. The Company is offering remote e-voting option to all the Shareholders.
 - ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. For abundant clarity, in the event of a poll, please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut off date. The poll process shall be conducted and the consolidated scrutinizer report thereon will be prepared in accordance with the provisions of Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and listing regulations.

11. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. 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 cutoff date i.e. 6th August 2019. A person, whose name is recorded in the register of member or in the list of beneficial owner provided by depositories as on the cutoff date i.e. 6th August 2019 shall be entitled to avail the facility of remote e-voting/ ballot voting.
13. The remote e-voting period shall commence at 10.00 a.m. on Sunday, 11th August 2019 and will end at 5.00 p.m. on Tuesday, 13th August 2019. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on Tuesday 13th August 2019. 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.
14. 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 6th August 2019 may obtain the login ID and password by sending an email to isdho@oberoigroup.com; evoting@nsdl.co.in or corporate@jurisprudentconsulting.in ('the Scrutinizer') by mentioning their folio No./DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
15. (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 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can

log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, 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 are 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 remote e-voting period commences from 10.00 A.M. on Sunday 11th August 2019 and ends at 5.00 P.M. on Tuesday 13th August 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (C) In case of any query, you may refer the “Frequently Asked Questions (FAQs)” for shareholders and e-voting user manual for Shareholders available at the “downloads” section of NSDL website at **www.evoting.nsdl.com**.

16. 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.
17. The Board of Directors have appointed Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer and 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 ballot 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 ballot voting process in a fair and transparent manner.

For any query(ies)/grievance(s) relating to remote e-voting, please contact Investor Service Division on 011-23890505 or e-mail at isdho@oberoigroup.com or NSDL to Mr. Amit Vishal 022-24994370, amitv@nsdl.co.in.

18. 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.eihltd.com, NSDL at www.evoting.nsdl.com and Stock Exchanges, at www.bseindia.com, www.nseindia.com and www.cse-india.com.

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS &
SECRETARIAL STANDARD - 2)**

Name of the Director	Nita Mukesh Ambani
Date of Birth (Age)	01/11/1962 (56)
Date of first appointment on the Board	31/10/2011
Qualifications	B.Com and a Diploma in Early Childhood Education and Interior Design
Experience (years)	25
Terms and conditions of appointment/re-appointment along with details of remuneration to be paid	NA
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No Relationship
No. of Board Meetings attended/held during Financial Year 2018-19	6(6)/7
Directorships held in other Companies	1. Reliance Industries Limited; 2. Football Sports Development Limited
Chairmanship/ Membership of Committees in other Companies	Nil

() The numbers in bracket represents meetings attended through video conference out of the total number of meetings attended.