

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-seventh Annual General Meeting of the Company will be held at 11.30 A.M. on Wednesday, 2nd day of August, 2017, 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 2017, 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 2017, together with the Auditor's Report thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. Arjun Oberoi (DIN00052106), who retires by rotation and being eligible, offer himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), M/s. Deloitte, Haskins & Sells LLP, Chartered Accountants, (FRN 117366 W/W 100018) be and is hereby appointed as the Statutory Auditors of the Company to hold office for 5 (five) consecutive years from the conclusion of the 67th Annual general meeting till the conclusion of the 72nd Annual General Meeting, subject to ratification at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company every year."

Registered Office
4 Mangoe Lane
Kolkata 700 001

30th May 2017

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 no 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 26th July 2017 to 28th July 2017, 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 Mr. Arjun Oberoi, Managing Director-Development retiring by rotation, and whose re-appointment is being proposed at the forthcoming Annual General Meeting, 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 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 sent herewith 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.
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, the remote e-voting facility at the 67th Annual General Meeting. The Company is offering remote e-voting option to all the Shareholders. For this purpose, the Company has signed an agreement with National Securities Depository Limited (“NSDL”).

- 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. 26th July 2017. 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. 26th July 2017 shall be entitled to avail the facility of remote e-voting / ballot voting.
13. The remote e-voting period shall commence at 9.00 a.m. on Sunday, the 30th day of July 2017 and will end at 5.00 p.m. on Tuesday, the 1st day of August 2017. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on 1st day of August 2017. 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. Wednesday 26th day of July 2017, 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. Process and Manner for Shareholders, opting for remote e-voting is as under:-
- (A) In case of Shareholders receiving e-mail from NSDL:
- a. Any member whose shares are in demat form and whose e-mail address is registered with the Company/Depository Participant(s) will receive an e-mail from NSDL. Open e-mail and open PDF file viz "EIH remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that this password is an initial password.

Note: Shareholder already registered with NSDL for e-voting will not receive the PDF file "Remote E-Voting"

- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
 - c. Click on "Shareholder-login"
 - d. Put user ID and password as initial password noted in step (a) above. Click "Login"
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
 - g. Select Electronic Voting Event Number (EVEN) of EIH Limited.
 - h. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through E-mail at corporate@jurisprudentconsulting.in with a copy marked to evoting@nsdl.co.in.
- (B) In case of Shareholders receiving Notice by Post:
- a. Initial password is provided at the bottom of the attendance slip:
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast your vote.
- (C) The voting through remote e-voting period commences from 10:00 a.m. on 30th July 2017 and ends at 5:00 p.m. on 1st August 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (D) If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.

In case shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).

In case shareholders are holding shares in physical mode, USER-ID is the Combination of (EVEN No + Folio No).

- (E) In case of any query, you may refer to the “Frequently Asked Questions (FAQs)” for shareholders and e-voting user manual for Shareholders available at the “downloads” section of NSDL website, www.evoting.nsdl.com or call on toll free no. 1800 222 990.
- (F) Shareholders who forget the User details / password can use “Forget details/ Password” “Physical User Reset Password” option available on 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. Vikram Oberoi, Managing Director and Mr. S.N. Sridhar, Senior 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, Advocate and Consultant have 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 011-2389 0505 or e-mail at isdho@oberoigroup.com or NSDL to Mr. Rajiv Ranjan, 022-2499 4738, rajivr@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.

Registered Office
4 Mangoe Lane
Kolkata 700 001

30th May 2017

By order of the Board

S.N. Sridhar
Senior Vice President & Company Secretary

**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 Director	Date of Birth (Age)	Date of original Appointment	Expertise in specific Functional areas	Qualifications & Experience	Directorships in other Public Limited Companies	Membership of committee in other Public Limited Companies	Other Information	Remarks
Mr. Arjun Oberoi	21.12.1966 (50 years)	15.12.1993	Hospitality Industry	B.Sc. (Hons.) 28 years	<ul style="list-style-type: none"> i. EIH Limited ii. Mumtaz Hotels Limited iii. Golden Jubilee Hotels Private Limited iv. Oberoi Properties Private Limited v. Mashobra Resort Limited vi. Oberoi Hotels Private Limited vii. Bombay Plaza Private Limited viii. Oberoi Plaza Private Limited ix. Oberoi Leasing and Finance Co Private Limited x. Oberoi Investments Private Limited xi. Oberoi Buildings & Investments Private Limited xii. Oberoi Holdings Private Limited 	<ul style="list-style-type: none"> A. Mashobra Resort Limited • Audit Committee • Corporate Social Responsibility Committee B. Mumtaz Hotels Limited • Corporate Social Responsibility Committee 	<p>Designation: Managing Director - Development</p> <p>Relationship: No relationship</p> <ul style="list-style-type: none"> • Shares held- 6,450,258 <p>Attendance: Board Meetings held during 2016-17 : 6 Attended : 5</p> <ul style="list-style-type: none"> • Remuneration for Financial Year 2016-17 Rs. 32.38 Million 	Retires by rotation at the forthcoming Annual General Meeting.