

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventieth (70th) Annual General Meeting of the Company will be held at 11.30 A.M. on Friday 14th August 2020 through Video Conference / Other Audio Visual Means (OVAM) 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 2020, 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 2020 together with the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Vikramjit Singh Oberoi (DIN: 00052104), who retires by rotation and being eligible, offer himself for re-appointment.

Registered Office
4 Mangoe Lane
Kolkata 700 001

By order of the Board

26th June 2020

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

NOTES:

1. In view of Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 15th June 2020 (hereinafter referred to as "MCA circulars") permitted Companies to hold Annual General Meeting through Video Conference ('VC')/ other Audio Visual Means (OVAM) without the physical presence of the members. In compliance with the MCA circulars, the Annual General Meeting is being held through Video Conference / other Audio Visual Means (OVAM).
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 70th AGM is being held through VC / OVAM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the Seventieth AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

3. In accordance with MCA Circulars, the notice of the 70th AGM and the Annual Report 2019-20 are being sent **only by electronic mode** to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and the Annual Report 2019-20 will also be available on the Company's website www.eihltd.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited ("KFINTECH") <https://evoting.karvy.com>.
4. The Company has facilitated the Members to participate at the 70th AGM through the VC/OVAM facility provided by KFINTECH. The instructions for participation through VC by Members are given separately. Participation at the AGM through VC/OVAM; shall be allowed on a first-come-first-served basis.
5. In addition to the above, the proceedings at the 70th AGM will be web-casted live for all the shareholders as on the cut-off date i.e. Thursday, 6th August, 2020. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the AGM from 11.30 A.M.IST onwards on Friday 14th August 2020.
6. As per MCA circulars, Members attending the 70th AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with the user id and password is given separately. The remote e-voting facility is in addition to e-voting that will take place at the 70th AGM being held through VC/OVAM.
8. Members joining the meeting through VC/OVAM; 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/OVAM; but shall not be entitled to cast their vote again. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.
9. The Register of Shareholders of the Company will remain closed from 7th August 2020 to 9th August 2020, both days inclusive;
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday 6th August 2020. A person, whose name is recorded in the register of member or in the list of beneficial owner provided by depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting, e-voting at the AGM.

11. The remote e-voting period shall commence at 10.00 a.m. on Tuesday 11th August 2020 and will end at 5.00 p.m. on Thursday, 13th August 2020. The remote e-voting module shall be disabled by KFINTECH at 5.00 p.m. on Thursday, 13th August 2020. During the remote e-voting period, the shareholders of the Company holding shares either in physical form or in demat form as on the cut-off date may cast their vote electronically provided once the vote on the resolution (s) is cast by the shareholders, he will not be allowed to change it subsequently.
12. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, 6th August 2020 may obtain the login ID and password by sending an email to evoting@kfintech.com by mentioning their folio No./DP ID and Client ID. However, if a member is holding shares in physical mode and wish to register/update his e-mail address, he should write to investor services division of the company by sending email to isdho@oberoigroup.com. If a member is holding shares in dematerialized mode and wish to register/update his e-mail address he should write to his depository participant (DP).
13. As required under the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2, particulars relating to Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer retiring by rotation and proposed to be re-appointed is given in the Annexure to this Notice.
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any Shareholder wishing to avail of this facility may submit to the Investors Services Division (“ISD”) in the prescribed statutory form SH-13. For any assistance, shareholders should get in touch with the ISD.
15. Members who hold shares in dematerialized form and wish to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant (DP) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc., from the Company electronically.
17. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.

18. The Board of Directors have appointed 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 AGM. Mr. Ajay Kumar Jain, Practicing Company Secretary, Jus & Associates has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
19. The ordinary resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the votes cast against.
20. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated scrutinizer's report of the votes cast in favor or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, www.eihltd.com, and on the websites of Stock Exchanges, www.bseindia.com, www.nseindia.com and www.cse-india.com.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

1. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFINTECH) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).
 - (A) In case a Member receives an email from KFINTECH [for Members whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 5370 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFINTECH for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system will prompt you to change your password and update your contact details like

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

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" and click on 'EIH Limited'.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Thursday 6th August 2020 under "FOR/ AGAINST" or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- (B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in para 12 of the "Notes" and para (c) under the "Other Instructions" section below.
- II. Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
 - III. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFINTECH Website) or contact Mr. D S Nagaraja, Dy. Manager of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at inward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 1582 or call KFin's toll free No. 1800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date for e-voting i.e., Thursday 6th August 2020, or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL - MYEPWD <SPACE> IN12345612345678
Example for CDSL - MYEPWD <SPACE> 1402345612345678
Example for Physical - MYEPWD <SPACE>123456
 - ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call KFINTECH toll free number 1800- 3454-001 for any assistance.
 - iv. Member may send an e-mail request to inward.ris@kfintech.com However, KFINTECH shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OVAM

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

**Details of the Directors seeking appointment/ re-appointment
At the 70th Annual General Meeting
[Pursuant to Secretarial Standard on General Meetings (SS-2)]**

Name of the Director	Mr. Vikramjit Singh Oberoi
Date of Birth (Age)	08/12/1963 (56)
Date of first appointment on the Board	15.12.1993
Qualifications	B.Sc (Hons), Economics
Experience	34
Terms and conditions of appointment/ re-appointment along with details of remuneration to be paid	<p>Mr. Vikramjit Singh Oberoi is the Managing Director and Chief Executive Officer of the Company and paid remuneration as under:</p> <p>(A) Basic Salary Basic Salary of ₹ 800,000/- per month.</p> <p>(B) Commission In addition to basic salary, Mr. Vikram Oberoi will be entitled to a Commission calculated @ 1.25% (one point two five per cent) of the net profits of the Company computed in the manner laid down in Section 197 and 198 of the Act.</p> <p>(C) Perquisites/Benefits - As defined in the service Agreement dated 30th May 2019 between the Company and Mr. Vikramjit Singh Oberoi.</p>
Shareholding in the Company	5,127,325
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Mr. Prithvi Raj Singh Oberoi (Father)
No. of Board Meetings attended/held during Financial Year 2019-20	5/5
Directorships held in other Companies	<ol style="list-style-type: none"> 1. EIH Associated Hotels Limited 2. Mumtaz Hotels Limited 3. Mashobra Resorts Limited 4. Bombay Plaza Private Limited 5. Oberoi Buildings & Investments Private Limited 6. Oberoi Holdings Private Limited 7. Oberoi Hotels Private Limited 8. Oberoi Investments Private Limited 9. Oberoi Leasing & Finance Co Private Limited 10. Oberoi Plaza Private Limited 11. Oberoi Properties Private Limited 12. Vikramaditya Exports Private Limited 13. Oberoi Kerala Hotels and Resorts Limited 14. Mercury Car Rental Private Limited
Chairmanship/ Membership of Committees in other Companies	<p><u>EIH Associated Hotels Limited:</u> Stakeholders Relationship Committee - Member CSR Committee - Member Authorization Committee - Member</p> <p><u>Mumtaz Hotels Limited</u> CSR Committee-Chairperson;</p> <p><u>Mashobra Resorts Limited</u> CSR Committee - Member.</p>