

# *EIH Limited*

A MEMBER OF THE OBEROI GROUP

Corporate Office 7, Shamnath Marg, Delhi- 110054  
Telephone: 91 11 23890505 Website: [www.eihltd.com](http://www.eihltd.com) Email: [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com)  
CIN: L55101WB1949PLC017981

## **NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies  
(Management & Administration) Rules, 2014)*

To the Members,

**NOTICE** is hereby given in accordance with Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "Listing Regulations"), the Company propose to pass the following resolution by way of postal ballot / remote e-voting:-

### **Appointment of Mr. Sanjay Gopal Bhatnagar (DIN: 00867848) as a Non-executive Independent Director on the Board of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and the rules made thereunder and Regulations 16(1) (b) and 17 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles 88 and 93 of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board, consent of the Company be and is hereby accorded for appointment of Mr. Sanjay Gopal Bhatnagar (DIN:00867848) as a Non-executive Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 27th August 2019;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**By Order of the Board**

**Registered Office:**  
4, Mangoe Lane,  
Kolkata - 700001  
27th August 2019

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

### **NOTES AND INSTRUCTIONS:**

1. An explanatory statement as required under Section 102 of the Companies Act, 2013, in respect of the business specified above is appended hereto.
2. The notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 30th August 2019.

3. Board of Directors through a resolution passed by circulation on 27th August 2019, has appointed Mr. Ajay Kumar Jain, Practising Company Secretary, JUS & Associates, as the Scrutinizer for conducting the postal ballot and remote e-voting process in accordance with law and in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is also offering remote e-voting facility to all the shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating remote e-voting and is pleased to offer remote e-voting facility as an alternate, to its Shareholders to enable them to cast their votes electronically instead of exercising their votes by physical postal ballot forms.
5. (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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com) .
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 postal ballot and remote e-voting period commences from 10.00 A.M. on 12th September 2019 and ends at 5.00 P.M. on 11th October 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](http://www.evoting.nsdl.com).
6. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent to all those Shareholders who have registered their e-mail ID's with the Company/ Depositories in electronic mode i.e. by e-mail through NSDL and to others by Registered Post along with the Postal Ballot Form. Shareholders have an option to vote either through remote e-voting or through Postal Ballot Form. Shareholders who have not received the Postal Ballot Form can download the Ballot form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or [www.eihltd.com](http://www.eihltd.com) or write to the Company for obtaining duplicate Postal Ballot Form.
7. The Shareholders desiring to exercise their votes by physical postal ballot are requested to carefully read the instructions printed in the attached Postal Ballot Form. These Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m on 11th October 2019. The consent or otherwise received after the said date will be treated as if reply from the Shareholder has not been received. Incomplete, unsigned, improperly ticked Postal Ballot will be rejected. In case corporate member does remote e-voting they should send a certified copy of the Board Resolution authorising the person for remote e-voting to [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com); [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ajay@jurisprudentconsulting.in](mailto:ajay@jurisprudentconsulting.in)
8. The Shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
9. If any Shareholder has voted in both physical as well as electronic mode, vote cast by way of remote e-voting only will be considered valid.
10. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast through Postal Ballot Forms and remote e-voting.
11. The results of the Postal Ballot will be announced by the Company on 12th October 2019 at 5.00.p.m. The Results will be put up on the Notice Board at the registered office of the Company at 4, Mangoe Lane, Kolkata - 700001 and will also be communicated to the stock exchanges where the shares of the Company are listed. The result will also be placed on the Company's website [www.eihltd.com](http://www.eihltd.com).
12. The Ordinary resolution 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 number of votes cast against it.
13. The Board has appointed Mr. S.N.Sridhar, Senior Vice President and Company Secretary as the person responsible for the entire postal ballot process. For any query(ies)/grievance(s) relating to remote e-voting, please contact Investor Service Division, 7, Shamnath Marg, Delhi- 110054, phone: 011-23890505 email- [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com).

#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

- a) The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, by a resolution passed by way of circulation to the members of the Board, appointed Mr. Sanjay Gopal Bhatnagar (DIN:00867848) as a Non-executive Independent Director on the Board of the Company in the casual vacancy caused due to the resignation of another Independent Director, Mr. S.K. Dasgupta, subject to Shareholders approval.

- b) In accordance with Section 161(4) of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in normal course, the resulting casual vacancy may, in default of and subject to any regulations in the Articles of Association of the company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate General Meeting. Since Mr. Sanjay Gopal Bhatnagar was appointed by the Board in the casual vacancy, Shareholders' approval is proposed to be taken by way of Postal Ballot and Remote e-voting.
- c) In accordance with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and Regulations 16(1)(b) and 17 and other applicable provisions, if any, of the Listing Regulations, it is proposed to appoint Mr. Sanjay Gopal Bhatnagar as a Non-executive Independent Director of the Company to hold office for 5 (five) Consecutive years from the date of appointment.
- d) Mr. Sanjay Gopal Bhatnagar has given a "Declaration of Independence" to the Company that he meets the criteria for independence as prescribed under Section 149(6) of the Act and Regulation 25(8) of the Listing Regulations. The Board, after satisfying itself about the independence of Mr. Sanjay Gopal Bhatnagar in accordance with Section 149(6) of the Act and Regulation 25(8) of the Listing Regulations, recommend appointment of Mr. Sanjay Gopal Bhatnagar on the Board as a Non-executive Independent Director for a term of five (5) consecutive years from the date of his appointment i.e. from 27th August 2019.
- e) The brief resume and the nature of expertise of Mr. Sanjay Gopal Bhatnagar is as under:
- i) Mr. Sanjay Gopal Bhatnagar ("Mr. Bhatnagar") was born on 29th August 1961. Presently, Mr. Bhatnagar is the President, Chief Executive Officer & Board Member of Water Health International (WHI). WHI is transforming the way safe drinking water is delivered through its innovative "drinking water as a service" model. WHI's proprietary operating platform delivers high quality drinking water service at scale and affordably; by enabling real time management of thousands of decentralized water purification plants. WHI works in India and Africa to provide these solutions to communities and businesses and employs over 1500 people.
  - ii) As the founder of THOT Capital, Mr. Bhatnagar invested in energy and infrastructure assets globally. Till 2000, Mr. Bhatnagar served as the Chairman and CEO, Enron South Asia, where his responsibilities included developing and project-financing of large-scale infrastructure, power plants, pipelines, LNG ships and re-gasification terminals. As CEO of Enron Broadband Services for Asia and the Middle East, Mr. Bhatnagar developed Internet Data Centers and optical fiber networks in India and S.E. Asia.
  - iii) Mr. Bhatnagar started his career with Schlumberger, an oil field services company, as an engineer and manager in Singapore and worked in Brunei, Thailand, Philippines, Malaysia, Indonesia and France. His responsibilities included project development, marketing and operations management.

**Education:**

- Bachelor's degree in Mechanical Engineering with distinction from the Indian Institute of Technology in 1983;
- Master's degree in Engineering from Stanford University in 1989;
- MBA with Honors, from Harvard University in 1993;
- Data Science - Massachusetts Institute of Technology (MIT)-2017.

**Positions Held- Current**

- Member, US India CEO Forum, US Department of Commerce, Washington DC;
- Founding Board Member of the US India Strategic Partnership Forum, Washington DC;

- Board member of the US India Innovation Forum, Washington DC;
- Independent Director, Metropolis Health Care Ltd;
- Senior Fellow, University of Southern California (USC), Los Angeles;
- Board Director, Tango Media, New York (US Top 150 digital media company).

#### **Positions Held- Former**

- Member, Global Agenda Council on Water Security (2014-2018), World Economic Forum, Geneva;
- Director Emeritus, Board Member US India Business Council (USIBC), US Chamber of Commerce, Washington DC;
- Member Advisory Board, University of Alberta, Canada;
- Board Director, AIESEC International;
- President, American Chamber of Commerce in India, the apex body of over 300 American businesses in India;
- Global Leader of Tomorrow, World Economic Forum, Geneva;
- Chairman, Infrastructure Committee, Confederation of Indian Industry;
- Member, National Committee on E-Commerce, Confederation of Indian Industry.

#### **Nature of concern or Interest and other particulars**

1. No Director and their relatives, Key Managerial Personnel and their relatives other than Mr. Sanjay Gopal Bhatnagar, are concerned or interested in the proposed resolution proposing his appointment as a Non-executive independent director on the Board of the Company with effect from 27th August 2019 for a term of five (5) consecutive years.
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 SS-2, other particulars of Mr. Sanjay Gopal Bhatnagar are given in the Annexure.
4. The Nomination and Remuneration Committee and the Board of Directors recommend the above resolution for your approval.

**By Order of the Board**

**Registered Office**  
4, Mangoe Lane,  
Kolkata - 700001

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

**Date: 27th August 2019**

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

<b>Name of the Director</b>	Mr. Sanjay Gopal Bhatnagar
<b>Date of Birth (Age)</b>	29th August 1961 (58)
<b>Date of first appointment on the Board</b>	27th August 2019
<b>Qualifications</b>	Bachelor's degree in Mechanical Engineering, Indian Institute of Technology; Master's degree in Engineering, Stanford University; MBA with Honors, Harvard University; Data Science, Massachusetts Institute of Technology.
<b>Experience</b>	35 years
<b>Terms and conditions of appointment / re-appointment along with details of remuneration to be paid</b>	Appointment as a Non-executive Independent Director for a term of five (5) consecutive years. No Remuneration is being paid to Mr. Bhatnagar except sitting fee for attending meetings of the Board or Committee thereof.
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	No Relationship
<b>No. of Board Meetings attended / held during Financial Year 2018-19 and 2019-20</b>	First Appointment
<b>Directorships held in other companies</b>	Water health International Inc., USA Tango Publishing Inc., USA Metropolis Healthcare Limited THOT Capital Group LLC
<b>Chairmanship/ Membership of Committees in other companies</b>	Audit Committee – Metropolis Healthcare Limited