



A member of *The Oberoi Group*

Registered Office: 4, Mangoe Lane, Kolkata-700 001
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E-Mail: isdho@oberoigroup.com Website: www.eihltd.com
CIN: L55101WB1949PLC017981

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To the Members,

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the Company proposes to pass the following Resolutions by postal ballot:-

1. To consider and, if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution** by means of Postal Ballot and e-voting:

“RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including Schedule V of the Act), consent of the Company be and is hereby accorded for variation in the terms of appointment of Mr. S.S. Mukherji (“Mr. Mukherji”) under the Service Agreement dated 8th September, 2012 as amended and modified from time to time (“the Agreement”) as under:

- a) Mr. Mukherji is re-designated as “Executive Vice Chairman” of the Company;
- b) Subject to the superintendence, control and direction of the Board, Mr. Mukherji shall provide advice, guidance and assistance to the Chairman, Managing Director & Chief Executive Officer and other Senior Management personnel as and when requested with respect to the business and affairs of the Company including advice on strategic planning, finance, accounting, taxation, legal affairs and human resources and in that regard he shall faithfully and diligently serve the Company and, for that purpose, he shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary or expedient so to do and are not under the Act or any other law or by any direction of the Board or by the Memorandum and Articles of Association of the Company expressly forbidden to be done by a Director in the Whole-time employment of the Company;
- c) The remuneration of Mr. Mukherji with effect from 1st April, 2015 shall be:
 - i) Salary – Rs. 9,35,000 per month;
 - ii) Commission @ 1.5% of the net profits of the Company, as computed in the manner laid down under Section 198 of the Act.
- d) All other terms of appointment as set out in the Agreement will remain unchanged.

RESOLVED FURTHER THAT for the purposes of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company.”

2. To consider and, if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution** by means of Postal Ballot and e-voting:

“RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including Schedule V of the Act), consent of the Company be and is hereby accorded for variation in the terms of appointment of Mr. Vikram Oberoi (“Mr. Vikram Oberoi”) under the Service Agreement dated 25th March, 2014 (“the Agreement”) as under:

- a) Mr. Vikram Oberoi is re-designated as “Managing Director & Chief Executive Officer” of the Company;

b) Subject to the superintendence, control and direction of the Board, Mr. Vikram Oberoi shall be responsible for the overall management of the business and affairs of the Company and in that regard he shall faithfully and diligently conduct the business and affairs of the Company and, for that purpose, he shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary or expedient so to do and are not under the Act or any other law or by any direction of the Board or by the Memorandum and Articles of Association of the Company expressly forbidden to be done by a Director in the Whole-time employment of the Company. Subject as aforesaid he shall devote sufficient time, attention and ability to the business and affairs of the Company including supervising and guiding the Senior Executives and other officers of the Company and shall perform such duties and, subject to Section 179 of the Companies Act 2013 ("the Act"), exercise such other powers and perform such duties as may be assigned to him from time to time by the Board of the Company, including through powers of attorney that may, from time to time be granted and, shall at all times, obey and comply with the lawful orders of the Board and, in all respects, conform to and comply with the directions and regulations made by and given by the Board or by the Company in relation to the business of the Company and Mr. Vikram Oberoi shall, to the best of his skill and ability, serve and promote the interest and welfare of the Company. Should, for reasons of urgency and/or expedience and in the interest of the Company, Mr. Vikram Oberoi take any action or acts in matters or things not directly covering his powers, authority or rights, it shall be incumbent upon him to report to the Board such matters at a meeting of the Board held immediately thereafter unless he himself considers it fit and proper to call a board meeting soon thereafter to report such matters.

c) The remuneration of the Mr. Vikram Oberoi with effect from 1st April, 2015 shall be:

- i) Salary – Rs. 8,00,000 per month;
- ii) Commission @ 1.25% of the net profits of the Company, as computed in the manner laid down under Section 198 of the Act.

d) All other terms of appointment as set out in the Agreement will remain unchanged.

RESOLVED FURTHER that for the purposes of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company."

3. To consider and, if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution** by means of Postal Ballot and e-voting:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including Schedule V of the Act), consent of the Company be and is hereby accorded for variation in the terms of appointment of Mr. Arjun Oberoi ("Mr. Arjun Oberoi") under the Service Agreement dated 25th March, 2014 ("the Agreement") as under:

- a) Mr. Arjun Oberoi is re-designated as "Managing Director – Development" of the Company.
- b) Subject to the superintendence, control and direction of the Board, Mr. Arjun Oberoi shall continue to work under the guidance and direction of the Executive Chairman who is responsible for the development and shall in that regard faithfully and diligently conduct the business and affairs of the Company and, for that purpose, shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary or expedient so to do and are not under the Act or any other law or by any direction of the Board or by the Memorandum and Articles of Association of the Company expressly forbidden to be done by a Director in the Whole-time employment of the Company.

c) The remuneration of Mr. Arjun Oberoi with effect from 1st April, 2015 shall be:

- i) Salary – Rs. 8,00,000 per month;
- ii) Commission @ 1.25% of the net profits of the Company, as computed in the manner laid down under Section 198 of the Act.

d) All other terms of appointment as set out in the Agreement will remain unchanged.

RESOLVED FURTHER that for the purposes of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company."

4. To consider and, if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution** by means of Postal Ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, Mr. Sudipto Sarkar be and is hereby appointed as an "Independent Director" of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation".

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution** by means of Postal Ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association;

RESOLVED FURTHER that for the purposes of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company."

6. To consider and, if thought fit, to pass, with or without modification(s) the following as a **Special Resolution** by means of Postal Ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby accorded to substitute the existing Articles of Association by a new set of Articles of Association;

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company."

Registered Office:
4, Mangoe Lane,
Kolkata- 700001
24th March, 2015

By Order of the Board

S.N. Sridhar
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 27th March, 2015.
3. The Board of Directors has, at its meeting held on 24th March, 2015, appointed JUS & Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the 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 Circular No. CIR/CFD/DIL/6/2012

dated 13th July, 2012 of Securities and Exchange Board of India (SEBI), the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer 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.

The instructions for e-voting are as under:

- (A) In case of shareholders receiving e-mail from NSDL:
- Open e-mail and open PDF file viz “EIH e-voting pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
 - Click on “Shareholder-login”
 - Put user ID and password as initial password noted in step (a) above. Click “Login”
 - 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 persons and take utmost care to keep your password confidential.
 - Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
 - Select E Voting Event Number (EVEN) of EIH Limited.
 - Now you are ready for “e-voting” as “Cast Vote” page opens.
 - Cast your vote by selecting appropriate option and click on “submit” and also “Confirm” when prompted.
 - Upon confirmation, the message “Vote cast successfully” will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders and bodies corporate (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 Postal Ballot Form by Post:
- Initial password is provided below:
- | EVEN
(E Voting Event Number) | User ID | Password / PIN |
|---------------------------------|---|--|
| 101722 | Your user ID has been printed on the Postal Ballot form / e-mail forwarding electronic notice | Your unique password has been printed on the Postal Ballot form / e-mail forwarding electronic notice. |
- Please follow all steps from Sl. No. (b) to Sl No. (l) above, to cast your vote.
- (C) The e-voting period starts at 10.00 A.M. on 17th April, 2015 and ends on the close of business hours i.e. 1800 hours on 16th May, 2015. The e-voting module will 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.

(E) In case of any queries, 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.

- 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 National Securities Depository Ltd. (“NSDL”) and to others by post / courier alongwith the Postal Ballot Form. Shareholders have an option to vote either through 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 or www.eihltd.com or write to the Company for obtaining duplicate Postal Ballot Form.
- 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. Such 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 stamped envelope to the Scrutinizer so as to reach the Scrutinizer before the close of working hours i.e. 1800 hours on or before 16th May, 2015. The consent or otherwise received after the said date will be treated as if reply from the shareholder has not been received.
- The shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
- If any member has voted differently in both physical as well as electronic modes, vote cast by way of physical Postal Ballot would be considered valid.
- The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast though Postal Ballot Forms and e-voting.
- The results of the Postal Ballot will be announced by the Company on 20th May, 2015 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 published in newspapers and communicated to the stock exchanges where the shares of the Company are listed. The result will also be put on the Company’s website www.eihltd.com.
- 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. The Special 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 three times the number of votes cast against it.
- The Board of Directors have appointed Mr. Vikram Oberoi, Managing Director and CEO and Mr. S.N. Sridhar, Vice President and Company Secretary as the persons responsible for the entire postal ballot process.
- All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. up to the date of the closure of the Postal Ballot.

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

Item No. 1

- At the Annual General Meeting held on 7th August, 2012, the shareholders had approved appointment of Mr. S.S. Mukherji as Vice Chairman of the Company for a period of 5 (five) years with effect from 27th June, 2012. Subsequently, the terms of appointment of Mr. Mukherji were documented through a Service Agreement dated 8th September, 2012.
- The Board of Directors, at its meeting held on 30th January, 2013, had approved variation in the terms of appointment of Mr. S.S. Mukherji including change in designation from Vice Chairman to Vice Chairman and Chief Executive Officer, with effect from 1st February, 2013. The variation in the terms of appointment was documented through a Supplementary Agreement dated 31st January, 2013.

The shareholders had approved the variation in the terms of appointment of Mr. S.S. Mukherji by passing a resolution by way of Postal Ballot on 1st April, 2013.

- c) Mr. S.S. Mukherji, Vice Chairman and Chief Executive Officer of the Company has indicated his wish to step down as Chief Executive Officer of the Company effective from 31st March, 2015 for personal reasons.
- d) It is proposed that Mr. S.S. Mukherji will continue as an executive director of the Company, his designation shall be changed from "Vice Chairman and Chief Executive Officer" to "Executive Vice Chairman" and his role and responsibility will be altered such that he will provide advice, guidance and assistance to the Executive Chairman, Managing Director & Chief Executive Officer and other Senior Management personnel as and when requested with respect to the business and affairs of the Company including strategic planning, finance, accounting, taxation, legal affairs and human resources.

Item No. 2

- a) The Board of Directors, at its meeting held on 25th March, 2014, had approved re-appointment of Mr. Vikram Oberoi as Chief Operating Officer and Joint Managing Director of the Company for a period of 5 years with effect from 1st July, 2014. Mr. Vikram Oberoi's appointment was documented through a service agreement dated 25th March, 2014. The shareholders had approved re-appointment of Mr. Vikram Oberoi by passing a resolution by way of Postal Ballot on 15th May, 2014.
- b) It is proposed that effective from 1st April, 2015 Mr. Vikram Oberoi will succeed Mr. S.S. Mukherji as Chief Executive Officer of the Company with overall management responsibility and authority, including responsibility for the day to day management affairs of the Company and that his designation shall be changed from "Chief Operating Officer and Joint Managing Director" to "Managing Director & Chief Executive Officer" of the Company.

Item No. 3

- a) The Board of Directors, at its meeting held on 25th March, 2014, had approved re-appointment of Mr. Arjun Oberoi as Chief Planning Officer and Joint Managing Director of the Company for a period of 5 years with effect from 1st July, 2014. Mr. Arjun Oberoi's appointment was documented through a service agreement dated 25th March, 2014. The shareholders had approved re-appointment of Mr. Arjun Oberoi by passing a resolution by way of Postal Ballot on 15th May, 2014.
- b) It is proposed that Mr. Arjun Oberoi will continue as an executive director of the Company, and his designation shall be changed from "Chief Planning Officer and Joint Managing Director" to "Managing Director - Development" and he will continue to work under the guidance and direction of the Executive Chairman who is responsible for the development.

Item No. 4

- a) The Board of Directors at its meeting held on 30th October, 2014, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Sudipto Sarkar as an Independent Director on the Board in the casual vacancy caused due to the resignation of another Independent Director, Mr. Rajan Raheja.
- b) Sub-section (10) of Section 149 of the Act requires appointment of Independent Directors who shall hold office for a term of 5 (five) consecutive years on the Board of the Company and shall be eligible for reappointment on passing a special resolution by the Company. Sub-section (11) of the said section provides that no Independent Director shall hold office for more than 2 (two) consecutive terms.
- c) Mr. Sudipto Sarkar has given a declaration of independence. The Board, after satisfying itself about the independence of Mr. Sudipto Sarkar in accordance with Section 149(6) of the Act and the listing agreement, recommends Mr. Sudipto Sarkar's appointment on the Board as an Independent Director for a terms of 5 (five) consecutive years from the date of his appointment.
- d) The brief resume and the nature of expertise of Mr. Sudipto Sarkar is as under:

Mr. Sarkar is a graduate in Mathematics from Presidency College, Kolkata and obtained his TRIPOS in law from Jesus College, Cambridge. Mr. Sarkar had also completed his post graduation in law from Jesus College, Cambridge and was called to the Bar from Gray's Inn, London. A noted lawyer and author of several authoritative legal text books, Mr. Sarkar, as a practicing Senior Advocate, specializes in the areas of Corporate Law and Intellectual Property Rights.

Item No. 5

The existing Memorandum of Association ("MOA") of the Company is based on the Indian Companies Act, 1913 ("1913 Act") which was allowed to be retained in the Companies Act, 1956 ("1956 Act") by way of savings provisions. Company had retained same MOA when the 1956 Act was in force. But the Companies Act, 2013 has prescribed MOA in a different format and have also deleted the savings clause available in the 1956 Act. Given this position, it is considered expedient to substitute the existing MOA with a new set of MOA to bring it in line with Table A of the Companies Act, 2013.

Item No. 6

The existing Articles of Association of the Company is based on the provisions of the Companies Act, 1956. Majority of the Articles in the existing Articles of Association contains references to specific sections of the Companies Act, 1956 and certain Articles in the existing Articles of Association are no longer in conformity with the provisions of Companies Act, 2013 ("2013 Act"). With 2013 Act coming into force from 1st April, 2014, several Articles in the existing Articles of Association need to be altered. Given this position, it is considered expedient to substitute the existing Articles of Association with a new set of Articles of Association.

Nature of concern or Interest and other particulars

1. No Director, Key Managerial Personnel and their relatives other than Mr. Mukherji, are concerned or interested in the resolution proposing variation in the terms of his appointment;
2. No Director, Key Managerial Personnel and their relatives other than Mr. Vikram Oberoi and Mr. P.R.S. Oberoi (as his relative), are concerned or interested in the resolution proposing variation in the terms of his appointment;
3. No Director, Key Managerial Personnel and their relatives other than Mr. Arjun Oberoi, are concerned or interested in the resolution proposing variation in the terms of his appointment;
4. No Director, Key Managerial Personnel and their relatives other than Mr. Sudipto Sarkar, are concerned or interested in the resolution proposing his appointment as an Independent Director on the Board of the Company;
5. In terms of clause 49 VIII E of the listing agreement, Mr. Sudipto Sarkar's other particulars are given in the Annexure;
6. In terms of Section 190 of the Companies Act, 2013, supplementary agreement entered into with Mr. S.S. Mukherji, Mr. Vikram Oberoi and Mr. Arjun Oberoi on the variation in the terms of their appointments and the Letter of Appointment proposed to be issued to Mr. Sudipto Sarkar as an Independent Director and the draft of the New Set of Memorandum and Articles of Association of the Company are open for inspection by any member without payment of fee at the Registered Office of the Company at 4, Mangoe Lane, Kolkata between 11.00 A.M and 1.00 P.M on all working days (except Saturday).
7. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the special resolutions proposing substitution of the existing Memorandum and Articles of Association of the Company by a New Set of Memorandum and Articles of Association.
8. The Board of Directors recommend the above resolutions for your approval.

Registered Office:
4, Mangoe Lane,
Kolkata- 700001
24th March, 2015

By Order of the Board

S.N. Sridhar
Vice President & Company Secretary



**INFORMATION OF THE DIRECTOR ON APPOINTMENT
(PURSUANT TO CLAUSE 49 VIII E OF THE LISTING AGREEMENT)**

Name of Director	Date of Birth	Date of Appointment	Expertise in specific Functional areas	Qualifications	Directorships in other Public Limited Companies	Membership of Committees in other Public Limited Companies	Other Information
Mr. Sudipto Sarkar	21.3.1946	30.10.2014	Corporate Law Expert	LL.M., Barrister, London, U.K.	1. EIH Associated Hotels Limited; 2. JSW Steel Ltd; 3. Vesuvius India Ltd; 4. Eveready Industries Ltd; 5. McNally Bharat Engg. Co. Ltd.	1. EIH Associated Hotels Limited - Nomination and Remuneration Committee - Chairperson; 2. EIH Associated Hotels Limited - Audit Committee Member; 3. EIH Associated Hotels Limited - CSR Committee - Member.	Shares Held - 1144