

ElH Limited

A MEMBER OF THE OBEROI GROUP

CIN:L55101WB1949PLC017981

CORPORATE OFFICE: 7 SHAM NATH MARG, DELHI -110054, INDIA / TELEPHONE: +91-11-23890505/ WEBSITE: WWW.EIHLTD.COM

31st March 2022

The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No..C/1, G Block Bandra Kurla Complex Bandra(E) Mumbai – 400 051. Code: EIHOTEL	BSE Limited Corporate Relationship Dept. 1 st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, ,Fort Mumbai-400001 Code:500840
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SUB: NOTICE OF POSTAL BALLOT

Dear Sir/Madam,

Intimation is given that the Company propose to take the approval of shareholders by way of remote e-voting on Special Resolutions as given in the Postal Ballot Notice (“the Notice”). The Notice as dispatched to Shareholders is enclosed.

Copy of the Notice and ballot form are also available on the website of the Company www.eihltd.com

For ease of participation of the members, the key details with respect to Postal Ballot are provided below:

S.No.	Particulars	Details
1	Participation in the remote e-voting on the special resolutions on the linkintime e-voting platform.	https://instavote.linkintime.co.in/
2	Username and Password for remote e-voting	Please refer instructions given in notice.
3	Cut-off date	Friday, 18 th March 2022
4	Time Period for remote e-voting and physical ballot	Start - Saturday, 2 nd April 2022 at 9.00 A.M End- Sunday, 1 st May 2021 at 5.00 P.M.
5	Process for updating the e-mail id by shareholders	Physical mode – shareholders to write to the Company at the e-mail - isdho@oberoigroup.com or our RTA link Intime India Private Limited at - navin.chand@linkintime.co.in

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		Demat mode - shareholders to contact the Depository Participant (DP)
6	Contact details for remote e-voting	Link Intime India Private Limited enotices@linkintime.co.in or Phone: 022 - 4918 6000
7	Company's Contact details	Mr. Ajit Kumar Jha Investor Services Division(ISD) ElH Limited, 7 Sham Nath Marg, Delhi – 1100544 Email: ajit.jha@oberoigroup.com Phone: 91-11-23890505 Extn: 2346

Thank you,

Yours faithfully
For **ElH Limited**

Lalit Kumar Sharma
Company Secretary

EIH Limited

A MEMBER OF THE OBEROI GROUP

Corporate Office 7, Shamnath Marg, Delhi- 110054

Telephone: 91 11 23890505 Website: www.eihltd.com Email: 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 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 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) and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (collectively referred to as the "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/1 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), and other applicable laws, rules and regulations, the Company proposes to pass the following resolutions by way of postal ballot, only by way of voting through electronics means ("remote e-voting"). Communication of assent / dissent of the members on the resolutions proposed in this Postal Ballot Notice will only take place through the remote e-voting system.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the above said MCA Circulars and SEBI Circulars, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or Depository Participants.

1. Payment of minimum remuneration to Mr. Prithvi Raj Singh Oberoi, Executive Chairman (DIN:00051894).

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto 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), consent of the Company be and is hereby accorded for payment of minimum remuneration as set out in the explanatory statement in the event of loss or inadequacy of profits in the Financial Year 2021-22 to Mr. Prithvi Raj Singh Oberoi, Executive Chairman (DIN:00051894), notwithstanding the remuneration payable exceed the limits prescribed under the aforesaid sections of the Act and the rules and schedule V (Section II Item A) thereto;

RESOLVED FURTHER that pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration payable to Mr. Prithvi Raj Singh Oberoi is approved notwithstanding it may exceed Rupees 5 crore or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors may exceed 5% of the net profits of the Company in the Financial Year 2021-22;

RESOLVED FURTHER that for the purpose 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".

2. Payment of minimum remuneration to Mr. Shib Sanker Mukherji, Executive Vice Chairman (DIN: 00103770).

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if

any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto 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), consent of the Company be and is hereby accorded for payment of minimum remuneration as set out in the explanatory statement in the event of loss or inadequacy of profits in the Financial Year 2021-22 to Mr. Shib Sanker Mukherji, Executive Vice Chairman (DIN:00103770), notwithstanding the remuneration payable exceed the limits prescribed under the aforesaid sections of the Act and the rules and schedule V (Section II Item A) thereto;

RESOLVED FURTHER that pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration payable to Mr. Shib Sanker Mukherji is approved notwithstanding it may exceed Rupees 5 crore or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors may exceed 5% of the net profits of the Company in the Financial Year 2021-22;

RESOLVED FURTHER that for the purpose 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".

3. Payment of minimum remuneration to Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer (DIN: 00052014).

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto 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), consent of the Company be and is hereby accorded for payment of minimum remuneration as set out in the explanatory statement in the event of loss or inadequacy of profits in the Financial Year 2021-22 to Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer (DIN:00052014), notwithstanding the remuneration payable exceed the limits prescribed under the aforesaid sections of the Act and the rules and schedule V (Section II Item A) thereto;

RESOLVED FURTHER that pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration payable to Mr. Vikramjit Singh Oberoi is approved notwithstanding it may exceed Rupees 5 crore or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors may exceed 5% of the net profits of the Company in the Financial Year 2021-22;

RESOLVED FURTHER that for the purpose 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".

4. Payment of minimum remuneration to Mr. Arjun Singh Oberoi, Managing Director- Development (DIN: 00052106).

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto 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), consent of the Company be and is hereby accorded for payment of minimum remuneration as set out in the explanatory statement in the event of loss or inadequacy of profits in the Financial Year 2021-22 to Mr. Arjun Singh Oberoi, Managing Director- Development (DIN:00052106), notwithstanding the remuneration payable exceed the limits prescribed under the aforesaid sections of the Act and the rules and schedule V (Section II Item A) thereto;

RESOLVED FURTHER that pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration payable to Mr. Arjun Singh Oberoi is approved notwithstanding it may exceed Rupees 5 crore or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors may exceed 5% of the net profits of the Company in the Financial Year 2021-22;

RESOLVED FURTHER that for the purpose 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”.

Registered Office
4 Mangoe Lane
Kolkata 700 001
16th March 2022

By order of the Board
Lalit Kumar Sharma
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 only through electronic mode, 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 18th March 2022.
3. In accordance with the requirements of MCA circulars physical copy of the notice along with the postal ballot form and prepaid business reply envelope will not be sent to the members and accordingly, the members are requested to cast their vote electronically.
4. At the Board meeting held on 16th March 2022, the Board has appointed Mr. Ajay Kumar Jain, Practicing Company Secretary, Jus & Associates as the scrutinizer for conducting the remote e-voting process in accordance with the law and in a fair and transparent manner.
5. 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 offering remote e-voting facility to all the shareholders. For this purpose, the Company has appointed Link intime India Private Limited for facilitating remote e-voting.
6. The voting period begins at 9.00 AM on Saturday 2nd April 2022 and ends at 5.00 P.M. on Sunday 1st May 2022. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on 18th March 2022, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
7. **The instructions for shareholders voting electronically are as under:**
Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020: Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account main-tained with Depositories and Depository Participants only post 9th June, 2021.
Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under „IDeAS□ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under „Shareholder/Member□ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <ul style="list-style-type: none"> • Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). • Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’** They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

- In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (FAQs)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is only 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.
- The scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast through remote e-voting.
- The results of the postal ballot will be announced by the Company on Monday 2nd May 2022 on or before 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 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**.
- 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 has appointed Mr. Lalit Kumar Sharma, Senior Vice President and Company Secretary as the person responsible for the entire 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**.

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

Item No.1

Information about the appointee

1. Background details

Mr. Prithvi Raj Singh Oberoi is a well-known “Hotelier”, has rich and varied experience in the Hotel Industry and guided the Company through six decades of diversification and growth to emerge as one of the World’s leading luxury hotel brand.

Mr. Prithvi Raj Singh Oberoi graduated with a degree in Hospitality from the University of Lausanne, Switzerland and has over 75 years of experience in the hospitality industry. Mr. Prithvi Raj Singh Oberoi has been instrumental in pioneering the growth of the Company.

2. Past Remuneration

Rs. in Million

S. No.	Particulars	FY 2020-21	F Y 2019-20	F Y 2018-19
1.	Salary	-	-	-
2.	Value of Perquisites	2.90	2.75	2.18
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	-	25.50	30.84
	TOTAL	2.90	28.25	33.02

3. Recognition and awards

Mr. Prithvi Raj Singh Oberoi was awarded the 'Padma Vibhushan', India's second highest civilian honour, in recognition of his exceptional service to the Country in 2008. In 2001, His Majesty King Mohammed VI of Morocco awarded Mr. Prithvi Raj Singh Oberoi the 'Grand Officer' of the Alaloui Wissam, which is one of the highest civilian awards in Morocco, in recognition of Mr. Prithvi Raj Singh Oberoi's contribution to tourism in Morocco and to Indo-Moroccan relations.

Mr. Prithvi Raj Singh Oberoi was also conferred with a 'Lifetime Achievement Award' at the CNBC TV 18 India Business Leader Awards 2007 for building a world-class hotel chain that caters to both luxury and business travelers and for shaping the hospitality industry of India.

Mr. Prithvi Raj Singh Oberoi received the 'Outstanding Business Leader' award from the Associated Chambers of Commerce and Industry and Society of Indian Law Firms in September 2008. In November 2008, Mr. Prithvi Raj Singh Oberoi was conferred a 'Lifetime Achievement Award' at the Ernst & Young Entrepreneur of the Year awards for redefining design standards in luxury hotels. In September 2009, Mr. Prithvi Raj Singh Oberoi received the Lifetime Achievement Award at the first Economic Times TAAI Travel Awards 2009. These awards were organised by The Economic Times in association with the Travel Agents Association of India (TAAI).

Mr. Prithvi Raj Singh Oberoi was presented with the '2010 Corporate Hotelier of the World' award by HOTELS magazine in November 2010. This annual award is determined by votes cast by readers of the magazine in more than 150 countries. The cover story of the November edition of the magazine referred to Mr. Prithvi Raj Singh Oberoi as 'the founder father of modern luxury hospitality in India' and credited him with growing the company 'into one of the world's most prestigious luxury hotel groups'. Mr. P.R.S. Oberoi received the Lifetime Achievement Award for his outstanding contribution to the Indian Hospitality Industry by Economic Times Awards for Corporate Excellence, 2012.

Mr. Prithvi Raj Singh Oberoi was conferred the Lifetime Achievement Award at ILTM (International Luxury Travel Market) held in Cannes in December 2012. The award was bestowed on Mr. Prithvi Raj Singh Oberoi as a global recognition of his exceptional leadership, vision and contribution to develop The Oberoi Group as one of the world's leading luxury hotel chains. The All India Management Association (AIMA) at a function held in New Delhi in February 2013 had conferred the Lifetime Achievement Award to Mr. Prithvi Raj Singh Oberoi. In 2014, Mr. Prithvi Raj Singh Oberoi was honoured with the prestigious Lifetime Achievement Award by Forbes India Leadership Awards, 2014. In 2015, Mr. Prithvi Raj Singh Oberoi was voted amongst CNBCTV 18's Top 15 Indian Business ICON. In 2016, Mr. Prithvi Raj Singh Oberoi was conferred with ET Bengal Visionary award by the Economic Times Bengal Corporate Awards, 2016.

4. Job Profile and his suitability

Mr. Prithvi Raj Singh Oberoi is the Executive Chairman of the Company. Mr. Prithvi Raj Singh Oberoi steers the Company Board and is also the Oberoi Group's Promoter and Chairman. Being the doyen of the hospitality sector, Mr. Prithvi Raj Singh Oberoi is well known in the hospitality circle and is the most suitable to guide the Company and the Board.

5. Remuneration Proposed

S. No.	Particulars	FY 2021-22 (Rupees)
1.	Salary	-
2.	Value of Perquisites	15,10,384
3.	Stock Option	-
4.	Sweat Equity	-
5.	Commission	-
	TOTAL	15,10,384

6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration has been benchmarked with the remuneration being drawn by similar positions in the hotel industry and has been considered by the Nomination and Remuneration Committee and the Board of Directors of the Company.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Prithvi Raj Singh Oberoi has no other pecuniary relationship or transactions with the company except the remuneration drawn by him. Mr. Prithvi Raj Singh Oberoi is the father of Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer.

Item No.2

Information about the appointee

1. Background details

Mr. Mukherji is a member of the Institute of Chartered Accountants of India and has completed an advanced Management Program from Harvard Business School in the United States. Mr. Mukherji joined the Company in March, 1972 and has an experience of about 50 years in the hospitality industry overseeing strategic planning, finance, accounts, secretarial, legal and mergers and acquisitions.

2. Past Remuneration

Rs. in Million

S. No.	Particulars	FY 2020-21	F Y 2019-20	F Y 2018-19
1.	Salary	1.47	8.82	8.82
2.	Value of Perquisites	0.23	1.45	0.98
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	-	19.13	23.13
	TOTAL	1.70	29.40	32.93

3. Recognition and awards

N.A

4. Job Profile and his suitability

Mr. Mukherji is the Executive Vice Chairman of the Company. As Executive Vice Chairman, Mr. Mukherji is responsible for overseeing strategic planning, finance, accounts, secretarial, legal and mergers and acquisitions. Mr. Mukherji has rich and varied experience in the hotel Industry and guided the Company through five decades of diversification and growth to emerge as one of the World's leading luxury hotel brand and is the most suitable for guiding the Company and the board in the aforesaid functions.

5. Remuneration Proposed

S. No.	Particulars	F Y 2021-22 (Rupees)
1.	Salary	58,80,000
2.	Value of Perquisites	2,73,765
3.	Stock Option	
4.	Sweat Equity	
5.	Commission	
	TOTAL	61,53,765

6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration has been benchmarked with the remuneration being drawn by similar positions in hotel industry and has been considered by the Nomination and Remuneration Committee and the Board of Directors

of the Company.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Mukherji has no other pecuniary relationship or transactions with the company except the remuneration drawn by him. Mr. Mukherji is not related to any other Director and their relatives, Key Managerial Personnel and their relatives.

Item No.3

Information about the appointee

1. Background details

Mr. **Vikramjit Singh Oberoi**, Managing Director and Chief Executive Officer of the Company holds a Bachelor's degree in science from Pepperdine University, United States and has over 36 years of experience in the hospitality industry.

2. Past Remuneration

Rs. in Million

S. No.	Particulars	FY 2020-21	F Y 2019-20	F Y 2018-19
1.	Salary	4.22*	11.05*	11.67*
2.	Value of Perquisites	3.01	6.50	4.90
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	-	15.94	19.27
	TOTAL	7.23	33.49	35.84

*Include Retirement benefits

3. Recognition and awards

N.A

4. Job Profile and his suitability

Mr. Vikramjit Singh Oberoi is the Managing Director & Chief Executive Officer of the Company. As Managing Director & Chief Executive Officer of the Company, Mr. Vikramjit Singh Oberoi is responsible for the overall performance of the company in terms of sales, profitability, operations and guest relations.

Mr. Vikramjit Singh Oberoi joined the Board as a Non-executive Director on 15th December 1993. In July 2004, Mr. Vikramjit Singh Oberoi assumed the position of a Whole time Director designated as Deputy Managing Director. In July 2007, Mr. Vikramjit Singh Oberoi was re-designated as Joint Managing Director of the Company. On 29th November 2010, Mr. Vikramjit Singh Oberoi was re-designated as Chief Operating Officer and Joint Managing Director of the Company. On 24th March 2015, Mr. Vikramjit Singh Oberoi was re-designated as Managing Director and Chief Executive Officer of the Company with effect from 1st April 2015 and was re-appointed for a period of 5 years with effect from 1st July 2019.

Mr. Vikramjit Singh Oberoi has over 36 years of experience in the hotel industry operations and is the most suitable to hold the position of Managing Director & Chief Executive Officer and steer the Company in terms of sales growth, profitability, operations and guest relations.

5. Remuneration Proposed

S. No.	Particulars	F Y 2021-22 (Rupees)
1.	Salary	71,68,000
2.	Value of Perquisites	29,36,841
3.	Stock Option	
4.	Sweat Equity	
5.	Commission	
	TOTAL	1,01,40,842

*Excludes Retirement benefits

6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration has been benchmarked with the remuneration being drawn by similar positions in hotel industry and has been considered by the Nomination and Remuneration Committee and the Board of Directors of the Company.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Vikramjit Singh Oberoi has no other pecuniary relationship or transactions with the company except the remuneration drawn by him. Mr. Vikramjit Singh Oberoi is the son of Mr. Prithvi Raj Singh Oberoi, Executive Chairman of the Company.

Item No.4

Information about the appointee

1. Background details

Mr. Arjun Singh Oberoi, Managing Director - Development of the Company holds a Bachelor's degree in Science (Economics) from the University of Buckingham, United Kingdom and has an over 33 years of experience in the hospitality industry

2. Past Remuneration

Rs. in Million

S. No.	Particulars	FY 2020-21	F Y 2019-20	F Y 2018-19
1.	Salary	3.64*	11.63*	11.63*
2.	Value of Perquisites	0.57	3.42	2.41
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	-	15.94	19.27
	TOTAL	4.21	30.72	33.31

*Include Retirement benefits

3. Recognition and awards

N.A

4. Job Profile and his suitability

Mr. Arjun Singh Oberoi is the Managing Director- Development of the Company. As Managing Director – Development, Mr. Arjun Oberoi is responsible for new hotel project, project development and new business development.

Mr. Arjun Singh Oberoi joined the Board as a Non-executive Director on 15th December 1993. In July 2004, Mr. Arjun Singh Oberoi assumed the position of a Whole time Director designated as Deputy Managing Director. In July 2007, Mr. Arjun Singh Oberoi was re-designated as Joint Managing Director of the Company. On 29th November 2010, Mr. Arjun Singh Oberoi was re-designated as Chief Planning Officer and Joint Managing Director of the Company. On 24th March 2015, Mr. Arjun Singh Oberoi was re-designated as Managing Director-Development of the Company with effect from 1st April 2015 and was re-appointed for a period of 5 years with effect from 1st July 2019.

With over 33 years of experience in the field of project execution, project development and business development, Mr. Arjun Singh Oberoi is the most suited for the position he is current holding as Managing Director- Development.

5. Remuneration Proposed

S. No.	Particulars	F Y 2021-22 (Rupees)
1.	Salary	71,68,000
2.	Value of Perquisites	38,81,422
3.	Stock Option	
4.	Sweat Equity	
5.	Commission	
	TOTAL	1,10,49,422

*Excludes Retirement benefits

6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration has been benchmarked with the remuneration being drawn by similar positions in Hotel Industry and has been considered by the Nomination and Remuneration Committee and the Board of Directors of the Company.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Arjun Singh Oberoi has no other pecuniary relationship or transactions with the company except the remuneration drawn by him. Mr. Arjun Singh Oberoi is not related to any other Director and their relatives, Key Managerial Personnel and their relatives.

General Information

- Nature of Industry: Hotel Services
- Date or expected date of Commencement of Commercial production: Not Applicable.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- Financial performance based on given indicators

Rs. in Million

Particulars	9 months ended on 31 st December 2021 (Unaudited)	FY 2020-21 (Audited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)
Total Revenue	6,318.10	4,736	14,343.08	16,272.62
Profit / (Loss) before tax	(1,421.50)	(4,431)	1,090.96	1,637.04
Net Profit / (Loss) after tax	(1,109.10)	(3,431.30)	1,244.67	1,133.38
Earnings Per Share (EPS)	(1.77)	(5.72)	2.15	1.98

e. Foreign investments or collaborations, if any:

Company has following foreign subsidiaries in which it has investments, directly or indirectly:

- (i) EIH International Limited, BV Islands
- (ii) EIH Holdings Limited, BV Islands
- (iii) EIH Investments N.V. Netherlands Antilles
- (iv) EIH Management Services B.V., Amsterdam, Netherlands
- (v) PT Widja Putra Karya, Bali, Indonesia
- (vi) PT Waka Oberoi, Lombok, Indonesia
- (vii) PT Astina Graha Ubud, Indonesia
- (ix) EIH Flight Services Limited, Mauritius

Other Information

1. Reasons of loss or inadequate profits

The performance of the Company has been severely impacted due to the outbreak of Covid-19 in the early part of the year 2020, second and third wave in 1st quarter and 3rd quarter of 2021-22. The prolonged lockdown and consequent travel restrictions to avoid spread of Covid-19 pandemic imposed by the Government of India as well other countries globally, almost all business segments i.e. corporate, leisure, MICE and direct business were severely impacted. The hospitality industry, in general has been severely impacted in terms of occupancy, ARR, RevPAR, turnover and profitability. The Company has incurred a loss of Rs. 110.91 crore in the nine months ended on 31st December 2021 and is expected to incur loss at the close of the Financial Year 2020-21. Due to travel ban by several countries foreign travelers coming to India has become almost negligible. This has severely impacted the hotel industry in the Financial Year 2021-22. With the resurgence of Covid-19 in several countries, the hotel and tourism industry is expected to remain under pressure.

2. Steps taken or proposed to be taken for improvement

The Company and the hotels have taken various initiatives to protect the health and safety of guests and employees. All precautions based on World Health Organisation Guidelines and directions of the Central and State Governments have been implemented and are being strictly adhered to. The exhaustive measure that have been introduced at hotels have been published on the websites of Oberoi Hotels & Resorts and Trident Hotels. With the above steps and the forecast that the domestic tourism is also expected to grow, the Company's performance is expected to improve in the near future.

3. Expected increase in productivity and profits in measurable terms

The Company has drawn up an Annual Business Plan which it will endeavor to achieve in the coming years.

Nature of Concern or Interest and other particulars

1. No Director and their relatives, Key Managerial Personnel and their relatives, other than Mr. Vikramjit Singh Oberoi and Mr. Prithvi Raj Singh Oberoi (father and son), is concerned or interested in Resolutions no. 1 and 3.
2. No Director and their relatives, Key Managerial Personnel and their relatives, other than Mr. Shib Sanker Mukherji, is concerned or interested in Resolution no.2.
3. No Director and their relatives, Key Managerial Personnel and their relatives, other than Mr. Arjun Singh Oberoi is concerned or interested in Resolution no. 4.
4. None of the Directors and the Key Managerial Personnel of the Company hold 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.
5. Mr. Prithvi Raj Singh Oberoi and Mr. Shib Sanker Mukherji were re-appointed by the shareholders by passing a special resolution as Executive Chairman and Executive Vice Chairman respectively for a period of 5 years with effect from 27th June 2017 by way of postal ballot and remote e-voting on 24th May 2017.

6. Mr. Vikramjit Singh Oberoi and Mr. Arjun Singh Oberoi were re-appointed by the shareholders by passing a special resolution as Managing Director and Chief Executive Officer and Managing Director – Development respectively for a period of 5 years with effect from 1st July 2019 by way of postal ballot and remote e-voting on 11th July 2019.
7. The Nomination and Remuneration Committee at its meeting held on 16th March 2021 recommended to the Board payment of minimum remuneration as proposed in the above special resolutions read with the explanatory statement to the resolutions to all the four Executive Directors in accordance with Section 197 read with Schedule V of the Act and rules made under the Act and the listing regulations;
8. The Board at its meeting held on 16th March 2021, on the recommendation of the Nomination and Remuneration Committee, approved payment of minimum remuneration as proposed in the above special resolutions read with the explanatory statement to the resolutions to all the four Executive Directors in accordance with Section 197 read with Schedule V of the Act and rules made thereunder and the listing regulations, subject to the approval of the shareholders.
9. The company has not made any default in the repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding Financial Year.

Registered Office
4 Mangoe Lane
Kolkata 700 001
Date: 16th March 2022

By order of the Board
Lalit Kumar Sharma
Sr. Vice President & Company Secretary