

16<sup>th</sup> April 2021

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

Dear Sir,

Intimation is given that the Company propose to take the approval of shareholders by way of Postal Ballot and remote e-voting on Special Resolutions as given in the Notice of Postal Ballot. Postal Ballot Notice along with Ballot form are enclosed.

Copy of the postal ballot notice and ballot form are also available on the website of the Company [www.eihltd.com](http://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 CDSL e-voting platform.	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
2	Username and Password for remote e-voting	Please refer instructions given in notice.
3	Cut-off date	Wednesday 31 <sup>st</sup> March 2021
4	Time Period for remote e-voting and physical ballot	Start - Saturday, 17 <sup>th</sup> April 2021 at 10.00 A.M End- Monday, the 17 <sup>th</sup> 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 - <a href="mailto:isdho@oberoigroup.com">isdho@oberoigroup.com</a> Demat mode - shareholders to contact the Depository Participant (DP)
6	Contact details for remote e-voting	Central Depository Services India Limited A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013

# *EIH 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

		Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)
7	Company's Contact details	Mr. Tejasvi Dixit / Mr. Ajit Kumar Jha Investor Services Division(ISD) EIH Limited, 7 Sham Nath Marg, Delhi – 1100544 Email: <a href="mailto:tejasvi.dixit@oberoigroup.com">tejasvi.dixit@oberoigroup.com</a> / <a href="mailto:ajit.jha@oberoigroup.com">ajit.jha@oberoigroup.com</a> Phone: 91-11-23890505 Extn: 2346 / 2308

Thank you,

Yours faithfully  
For **EIH Limited**

**S.N. Sridhar**  
**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](http://www.eihltd.com) Email: [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com)

CIN: L55101WB1949PLC017981

## **POSTAL BALLOT FORM**

S.No.

Name and address of Sole /First Holder

Joint Holder's Name (if any)

Folio / DP ID Client ID

No. of Shares

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 26th March 2021 by sending my/our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	No. of Shares Held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Payment of minimum remuneration to Mr. Prithvi Raj Singh Oberoi, Executive Chairman (DIN:00051894)			
2.	Payment of minimum remuneration to Mr. Shib Sanker Mukherji, Executive Vice Chairman (DIN: 00103770)			
3.	Payment of minimum remuneration to Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer (DIN: 00052014).			
4.	Payment of minimum remuneration to Mr. Arjun Singh Oberoi, Managing Director- Development (DIN:00052106)			

Place:

Date:

\_\_\_\_\_  
(Signature of Shareholder)

EVSN	USER ID
210401002	

Note: Please carefully read the instructions printed overleaf before exercising the vote.

## INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form in the enclosed self addressed Business Reply Envelope. The envelope bears the name of Mr. Ajay Kumar Jain. Jus & Associates, appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at 4, Mangoe Lane, Kolkata-700001 or at the Company's Corporate Office at 7, Sham Nath Marg, Delhi-110 054
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 5.00 P.M. on Monday 17th May 2021. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorised signatory(ies).
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
10. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 31st March 2021.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.
13. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Resolutions, if assented by requisite majority, shall be considered as passed on Tuesday 18th May 2021 (i.e. the date of Declaration of the Postal Ballot Result).
16. Remote E-VOTING: The Company is pleased to provide Remote E-Voting facility for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-Voting facility as well as sends his vote through physical vote, the vote cast through Remote E- Voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to remote E Voting.

# *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) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter collectively referred to as "Listing Regulations"), the Company propose to pass the following resolutions by way of postal ballot / remote e-voting:-

**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 2020-21 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 2020-21;

**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 2020-21 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 2020-21;

**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 2020-21 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 2020-21;

**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 2020-21 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 2020-21;

**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  
26<sup>th</sup> March 2021

**By order of the Board**  
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 31<sup>st</sup> March 2021.
3. At the Board meeting held on 26<sup>th</sup> March 2021, the Board has appointed Mr. Ajay Kumar Jain, Practicing Company Secretary, Jus & Associates as the scrutinizer for conducting the postal ballot and remote e-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 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 CDSL 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. **The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins at 10.00 AM on Saturday 17<sup>th</sup> April 2021 and ends at 5.00 P.M. on Monday 17<sup>th</sup> May 2021. 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 31<sup>st</sup> March 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders / Members
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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 CDSL 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.evotingindia.com](http://www.evotingindia.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 Monday 17<sup>th</sup> May 2021. The consent or otherwise received after the said date will be treated as if reply from the Shareholder has not been received. Incomplete, torn, decrepit, mutilated, unsigned, improperly ticked postal ballot will be rejected.
8. The Shareholders should opt for only one mode of voting, i.e. physical postal ballot or remote 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 though postal ballot forms and remote e-voting.
11. The results of the postal ballot will be announced by the Company on Tuesday 18<sup>th</sup> May 2021 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 placed on the Company's website [www.eihltd.com](http://www.eihltd.com).
12. 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.
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

### 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. Oberoi graduated with a degree in Hospitality from the University of Lausanne, Switzerland and has over 74 years of experience in the hospitality industry. Mr. Oberoi has been instrumental in pioneering the growth of the Company.

##### 2. Past Remuneration

Rs. in Million

S. No.	Particulars	F Y 2019-20	F Y 2018-19	F Y 2017-18
1.	Salary	-	-	-
2.	Value of Perquisites	2.75	2.18	4.48
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	25.50	30.84	35.57
	<b>TOTAL</b>	<b>28.25</b>	<b>33.02</b>	<b>40.05</b>

##### 3. Recognition and awards

Mr. 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. Oberoi the 'Grand Officer' of the Alalaoui Wissam, which is one of the highest civilian awards in Morocco, in recognition of Mr. Oberoi's contribution to tourism in Morocco and to Indo-Moroccan relations. Mr. 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. 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. 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. 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. 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. 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. 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. 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. Oberoi. In 2014, Mr. Oberoi was honoured with the prestigious Lifetime Achievement Award by Forbes India Leadership Awards, 2014. In 2015, Mr. Oberoi was voted amongst CNBCTV 18's Top 15 Indian Business ICON. In 2016, Mr. Oberoi was conferred with ET Bengal Visionary award by the Economic Times Bengal Corporate Awards, 2016.

#### 4. Job Profile and his suitability

Mr. Oberoi is the Executive Chairman of the Company. Mr. Oberoi steers the Company Board and is also the Oberoi Group's Promoter and Chairman. Being the doyen of the hospitality sector, Mr. 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	F Y 2020-21 (Rupees)
1.	Salary	-
2.	Value of Perquisites	2,904,382
3.	Stock Option	-
4.	Sweat Equity	-
5.	Commission	-
	<b>TOTAL</b>	<b>2,904,382</b>

#### 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. Oberoi has no other pecuniary relationship or transactions with the company except the remuneration drawn by him. Mr. 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 49 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	F Y 2019-20	F Y 2018-19	F Y 2017-18
1.	Salary	8.82	8.82	9.40
2.	Value of Perquisites	1.45	0.98	0.81
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	19.13	23.13	26.68
	<b>TOTAL</b>	<b>29.40</b>	<b>32.93</b>	<b>36.89</b>

#### **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 four 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 2020-21 (Rupees)
1.	Salary	1,470,000
2.	Value of Perquisites	230,218
3.	Stock Option	-
4.	Sweat Equity	-
5.	Commission	-
	<b>TOTAL</b>	<b>1,700,218</b>

#### **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 35 years of experience in the hospitality industry.

##### 2. Past Remuneration

Rs. in Million

S. No.	Particulars	F Y 2019-20	F Y 2018-19	F Y 2017-18
1.	Salary	11.05*	11.67*	18.55*
2.	Value of Perquisites	6.50	4.90	3.92
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	15.94	19.27	22.23
	<b>TOTAL</b>	<b>33.49</b>	<b>35.84</b>	<b>44.70</b>

\*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 15<sup>th</sup> 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 29<sup>th</sup> November 2010, Mr. Vikramjit Singh Oberoi was re-designated as Chief Operating Officer and Joint Managing Director of the Company. On 24<sup>th</sup> March 2015, Mr. Vikramjit Singh Oberoi was re-designated as Managing Director and Chief Executive Officer of the Company with effect from 1<sup>st</sup> April 2015 and was re-appointed for a period of 5 years with effect from 1<sup>st</sup> July 2019.

Mr. Vikramjit Singh Oberoi has over 35 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 2020-21 (Rupees)
1.	Salary	1,792,000*
2.	Value of Perquisites	3,008,787
3.	Stock Option	-
4.	Sweat Equity	-
5.	Commission	-
	<b>TOTAL</b>	<b>4,800,787</b>

\*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 30 years of experience in the hospitality industry

**2. Past Remuneration**

**Rs. in Million**

S. No.	Particulars	F Y 2019-20	F Y 2018-19	F Y 2017-18
1.	Salary	11.36*	11.63*	16.94*
2.	Value of Perquisites	3.42	2.41	2.99
3.	Stock Option	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	15.94	19.27	22.23
	<b>TOTAL</b>	<b>30.72</b>	<b>33.31</b>	<b>42.16</b>

\*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 15<sup>th</sup> 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 29<sup>th</sup> November 2010, Mr. Arjun Singh Oberoi was re-designated as Chief Planning Officer and Joint Managing Director of the Company On 24<sup>th</sup> March 2015, Mr. Arjun Singh Oberoi was re-designated as Managing Director- Development of the Company with effect from 1<sup>st</sup> April 2015 and was re-appointed for a period of 5 years with effect from 1<sup>st</sup> July 2019.

With over 30 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 2020-21 (Rupees)
1.	Salary	1,792,000*
2.	Value of Perquisites	569,600
3.	Stock Option	-
4.	Sweat Equity	-
5.	Commission	-
	<b>TOTAL</b>	<b>2,361,600</b>

\*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 <sup>st</sup> December 2020 (Unaudited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)	FY 2017-18 (Audited)
Total Revenue	2,448.10	14,343.08	16,272.62	14,340.43
Profit / (Loss) before tax	(3,620.10)	1,090.96	1,637.04	1,738.69
Net Profit / (Loss) after tax	(2,750.10)	1,244.67	1,133.38	1,122.75
Earnings Per Share (EPS)	(4.65)	2.18	1.98	1.96

- Foreign investments or collaborations, if any:

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

- EIH International Limited, BV Islands
- EIH Holdings Limited, BV Islands
- EIH Investments N.V. Netherlands Antilles
- EIH Management Services B.V., Amsterdam, Netherlands
- PT Widja Putra Karya, Bali, Indonesia
- 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. 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. 2,750.10 million in the nine months ended on 31<sup>st</sup> December 2020 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 2020-21. 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 for a period of 5 years with effect from 27<sup>th</sup> June 2017 by way of postal ballot and remote e-voting on 24<sup>th</sup> 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 for a period of 5 years with effect from 1<sup>st</sup> July 2019 by way of postal ballot and remote e-voting on 11<sup>th</sup> July 2019.
7. The Nomination and Remuneration Committee at its meeting held on 26<sup>th</sup> 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 26<sup>th</sup> 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: 26<sup>th</sup> March 2021**

**By order of the Board**  
**S.N. Sridhar**  
**Sr. Vice President & Company Secretary**  
**Company Secretary**