



A member of *The Oberoi Group*

Registered Office: 4, Mangoe Lane, Kolkata-700 001
Telephone: 91-33-2248 6751 Facsimile: 91-33-2248 6785
E-Mail: isdho@oberoigroup.com Website: www.eihltd.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 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) to the members of the company seeking their approval by way of postal ballot/remote e-voting for the following resolutions:

1. **Re-appointment of Mr. P.R.S. Oberoi (DIN-00051894) as Executive Chairman**

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

“RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 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, consent of the Company be and is hereby accorded to the re-appointment of Mr. P.R.S. Oberoi, DIN-00051894 (“Mr. Oberoi”) in the Whole-time employment of the Company as “Executive Chairman” with effect from 27th June, 2017 for a period of 5 (five) years on the terms and conditions contained in the Service Agreement entered into between the Company and Mr. Oberoi;

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 including execution of the said Agreement, in the interest of the Company”.

2. **Re-appointment of Mr. S.S. Mukherji (DIN-00103770) as Executive Vice Chairman**

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

“RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 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, consent of the Company be and is hereby accorded to the re-appointment of Mr. S.S. Mukherji, DIN-00103770 (“Mr. Mukherji”) in the Whole-time employment of the Company as “Executive Vice Chairman” with effect from 27th June, 2017 for a period of 5 (five) years on the terms and conditions contained in the Service Agreement entered into between the Company and Mr. Mukherji;

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 in the interest of the Company.”

By Order of the Board

**Registered Office:
4, Mangoe Lane,
Kolkata- 700001
28th March, 2017**

**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 31st March, 2017.
3. The Board of Directors, at its meeting held on 28th March, 2017, have appointed Jurisprudent Consulting Partners, Advocates & Corporate Legal Advisors, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is also offering remote e-voting facility to all the shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating remote e-voting and is pleased to offer remote e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot forms.

The instructions for remote e-voting are as under:

(A) In case of shareholders receiving e-mail from National Securities Depository Limited (“NSDL”):

- a. Any member whose shares are in demat form and whose e-mail address is registered with the Company/Depository Participant (s) will receive an e-mail from NSDL. Open e-mail and open PDF file viz “EIH remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that this password is an initial password.

Note: Shareholder already registered with NSDL for e-voting will not receive the PDF file “Remote E-Voting”

- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
- c. Click on “Shareholder-login”
- d. Put user ID and password as initial password noted in step (a) above. Click “Login”
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
- g. Select Electronic Voting Event Number (EVEN) of EIH Limited.
- h. Now you are ready for “e-voting” as “Cast Vote” page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Upon confirmation, the message “Vote cast successfully” will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/

Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through E-mail at **corporate@jurisprudentialconsulting.in** with a copy marked to **evoting@nsdl.co.in**.

(B) In case of shareholders receiving Postal Ballot Form by Post:

a. Initial password is provided below:

EVEN (E-Voting Event Number)	User ID	Password / PIN
106091	Your user ID has been printed on the Postal Ballot form / e-mail forwarding electronic notice.	Your unique password has been printed on the Postal Ballot form /e-mail forwarding electronic notice.

b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast your vote.

(C) The voting through Postal Ballot and remote e-voting period commences from 10:00 A.M. on 24th April, 2017 and ends at 5:00 P.M. on 23rd May, 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.

(D) If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.

In case shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).

In case shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

(E) In case of any queries, you may refer the “Frequently Asked Questions (FAQs)” for shareholders and e-voting user manual for Shareholders available at the “downloads” section of NSDL website at **www.evoting.nsdl.com**.

(F) Shareholders who forget the User details / password can use “Forget details / Password” “Physical User Reset Password” option available on **www.evoting.nsdl.com**.

5. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent to all those shareholders who have registered their e-mail ID’s with the Company/ Depositories in electronic mode i.e by e-mail through NSDL and to others by post/ courier along with the Postal Ballot Form. Shareholders have an option to vote either through remote e-voting or through Postal Ballot Form. Shareholders who have not received the Postal Ballot Form can download the Ballot form from the link **www.evoting.nsdl.com** or **www.eihltd.com** or write to the Company for obtaining duplicate Postal Ballot Form.
6. The shareholders desiring to exercise their votes by physical postal ballot are requested to carefully read the instructions printed in the attached Postal Ballot Form. Such shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before 23rd May, 2017. The consent or otherwise received after the said date will be treated as if reply from the shareholder has not been received. Incomplete, unsigned, improperly ticked Postal Ballot will be rejected.
7. The shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
8. If any member has voted in physical as well as remote e-voting, vote cast by way of remote e-voting would be considered valid.

9. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast through Postal Ballot Forms and remote e-voting.
10. The results of the Postal Ballot will be announced by the Company on 24th May, 2017 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.
11. 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.
12. The Board of Directors have appointed Mr. Vikram Oberoi, Managing Director & CEO and Mr. S. N. Sridhar, Sr. Vice President & Company Secretary as the persons responsible for the entire postal ballot process. For any query(ies)/grievance(s) relating to remote e-voting, please contact Investor Service Division on 011-2389 0505 or e-mail at isdho@oberoigroup.com.
13. All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. up to the date of the closure of the Postal Ballot.

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

Item No.1

The period of appointment of Mr. P.R.S. Oberoi ("Mr. Oberoi") as the "Executive Chairman" expires on 26th June, 2017 by efflux of time.

Section 196 (3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Mr. Oberoi is over 70 years of age on the date of re-appointment.

Keeping in view that Mr. Oberoi is a well known "Hotelier", has rich and varied experience in the Hotel Industry, guided the Company through six decades of diversification and growth to emerge as one of the World's leading luxury Hotel Brand, it would be in the interest of the Company to continue the employment of Mr. Oberoi as Executive Chairman of the Company.

Mr. Oberoi graduated with a degree in Hospitality from the University of Lausanne, Switzerland and has over 70 years of experience in the hospitality industry. Mr. Oberoi has been instrumental in pioneering the growth of the Company. 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. 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 CNBC TV 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.

The Board of Directors of the Company ("the Board") at its Meeting held on 28th March, 2017, on the recommendation of the Nomination & Remuneration Committee, have re-appointed Mr. Oberoi as "Executive Chairman" for a term of 5 (five) years, effective 27th June, 2017, subject to the approval of the shareholders, on the following terms:-

1. Remuneration

(a) Salary

Mr. Oberoi will not receive any Salary.

(b) Commission

Mr. Oberoi will receive a Commission @ 2% on the Net Profits of the Company computed in the manner laid down in Section 198 of the Act.

(c) Perquisites, allowances and benefits will consist of the following:

- (i) Company owned/leased accommodation or reasonable house rent for comparable accommodation and reimbursement of actual house maintenance expenses along with other expenses on gas, electricity, water, furnishings for the accommodation, including maintenance and repairing thereof, whether residing in own accommodation or Company owned/ leased accommodation.
- (ii) Reimbursement of all medical expenses for self and family, including premium for medical insurance;
- (iii) First Class Air fare or, First Class Air Conditioned Railway fare for self and family to and from any destination in India and abroad plus all other travel related expenses;
- (iv) Reimbursement of club fees including entrance fees, Personal Accident Insurance, car with chauffeur, telephone, facsimile, internet connection, servants, security etc;
- (v) Entitlement to one month's leave with the above benefits as per Rules of the Company for every eleven months of his service.

2. Minimum Remuneration: In the event of absence or inadequacy of profits of the Company in any Financial Year, Mr. Oberoi shall be entitled to such remuneration as specified above within the limits and in accordance with the provisions of Sections II, III and IV of Part II of Schedule V of the Act, as amended, modified or re-enacted from time to time;

3. Powers of Management: Mr. Oberoi shall exercise such powers and perform such duties as may, from time to time, be entrusted to and conferred upon him by the Board;

4. Termination: Mr. Oberoi may terminate the appointment upon giving the Company six months notice in writing. The Company may likewise terminate the appointment upon giving Mr. Oberoi six months notice in writing. A termination by the Company would, however, be subject to the provisions of Section 202 of the Companies Act, 2013, as amended, modified or re-enacted, from time to time;

5. **Other terms:** Other terms of the appointment with Mr. Oberoi are such as are customarily contained in appointments of a similar nature.

This explanatory statement may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Act.

Item No. 2

The period of appointment of Mr. S.S. Mukherji (“Mr. Mukherji”) as “Executive Vice Chairman” of the Company expires on 26th June, 2017 by efflux of time.

Section 196 (3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Mr. Mukherji will attain the age of 70 years during the tenure of re-appointment i.e from 27th June, 2017 to 26th June, 2022. Therefore, by way of abundant caution, Shareholders approval for re-appointment of Mr. Mukherji is being obtained by way of a Special Resolution.

Keeping in view that 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, it would be in the interest of the Company to continue the employment of Mr. Mukherji as Executive Vice Chairman of the Company.

Mr. Mukherji is a member of the Institute of Chartered Accountants of India and has completed an Advanced Management Program from Harvard University in the United States. Mr. Mukherji joined the Company in March, 1972 and has an experience of about 45 years in the hospitality industry overseeing Strategic Planning, Finance, Accounts, Secretarial, Legal, Human Resources and other functions.

The Board of Directors of the Company (“the Board”) at its Meeting held on 28th March, 2017, on the recommendation of the Nomination & Remuneration Committee, have re-appointed Mr. Mukherji as “Executive Vice Chairman” for a term of 5 (five) years, effective 27th June, 2017, subject to the approval of the shareholders, on the following terms:-

1. Remuneration:

(a) Salary

Mr. Mukherji will receive a Salary of Rs. 7,35,000 per month.

(b) Commission

Mr. Mukherji will receive a Commission @ 1.5% of the Net Profits of the Company computed in the manner laid down in Section 198 of the Act.

(c) Perquisites, allowances and benefits will consist of the following:

- (i) Company owned/leased accommodation or reasonable house rent for comparable accommodation and reimbursement of actual house maintenance expenses along with other expenses on gas, electricity, water, furnishings for the accommodation, including maintenance and repairing thereof, whether residing in own accommodation or Company owned/leased accommodation and such other facilities for living.
- (ii) Reimbursement of all medical expenses for self and family, including premium for medical insurance;
- (iii) First Class Air fare or, First Class Air Conditioned Railway fare for self and family to and from any destination in India and abroad plus all other travel related expenses;

- (iv) Reimbursement of club fees including entrance fees, Personal Accident Insurance, car with chauffeur, telephone, facsimile, internet connection, servants, security etc;
 - (v) Entitlement to one month's leave with the above benefits as per Rules of the Company for every eleven months of service.
2. **Minimum Remuneration:** In the event of absence or inadequacy of profits of the Company in any Financial Year, he shall be entitled to such remuneration as specified above within the limits and in accordance with the provisions of Sections II, III and IV of Part II of Schedule V of the Act, as amended, modified or re-enacted from time to time.
3. **Powers of Management:** Mr. Mukherji shall exercise such powers and perform such duties as may from time to time be entrusted to and conferred upon him by the Board.
4. **Termination:** Mr. Mukherji may terminate the appointment upon giving the Company six months notice in writing. The Company may likewise terminate the appointment upon giving Mr. Mukherji six months notice in writing. A termination by the Company would, however, be subject to the provisions of Section 202 of the Act as amended, modified or re-enacted.
5. **Other Terms:** Other terms of the appointment with Mr. Mukherji are such as are customarily contained in appointments of a similar nature.

This explanatory statement may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Act.

Nature of concern or Interest and other particulars

1. No Director, Key Managerial Personnel and their relatives other than Mr. Oberoi himself and Mr. Vikram Oberoi (as his relative), are concerned or interested in the proposed resolution for re-appointment of Mr. Oberoi for a period of 5 years.
2. No Director, Key Managerial Personnel and their relatives other than Mr. S.S. Mukherji himself, are concerned or interested in the proposed resolution for re-appointment of Mr. Mukherji for a period of 5 years.
3. In accordance with Regulation 36 of the Listing Regulations, the particulars of Mr. Oberoi and Mr. Mukherji as required under the said regulation are given in the **Annexure**.
4. In accordance with Section 190 of the Companies Act, 2013, Agreement entered into with Mr. P.R.S. Oberoi and Mr. S.S. Mukherji are open for inspection by any member without payment of fee at the Registered Office of the Company at 4, Mangoe Lane, Kolkata between 11.00 A.M and 1.00 P.M on all working days (except Saturday).
5. The Nomination and Remuneration Committee and the Board of Directors recommend the above resolutions for your approval.

By Order of the Board

**Registered Office:
4, Mangoe Lane,
Kolkata- 700001
28th March, 2017**

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



A member of *The Oberoi Group*

ANNEXURE TO THE POSTAL BALLOT NOTICE

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

Name of the Director	Date of Birth (Age)	Date of Original Appointment	Expertise in specific Functional areas	Qualification & Experience	Directorships in other Companies	Membership of committees in other Companies	Other Information
Mr. P.R.S. Oberoi	03.02.1929 (88)	30.03.1961	Hospitality	Graduate in Hotel Management (Lausanne, Switzerland) (70 years)	<ol style="list-style-type: none"> 1. EIH Associated Hotels Limited 2. Bombay Plaza Private Limited 3. Mumtaz Hotels Limited 4. Mercury Travels Private Limited 5. Oberoi Building & Investment Private Limited 6. Oberoi Holdings Private Limited 7. Oberoi Hotels Private Limited 8. Oberoi Investments Private Limited 9. Oberoi Leasing & Finance Co. Private Limited 10. Oberoi Plaza Private Limited 11. Oberoi Properties Private Limited 12. Mercury Himalayan Explorations Limited 13. Oberoi Kerela Hotels & Resorts Ltd 14. Mercury Car Rentals Private Limited 15. EIH Holdings Limited 16. EIH International Limited 17. Island Resorts Limited 18. Oberoi Holdings Hongkong Limited 19. Oberoi Investments (BVI) Limited 20. Oberoi Mauritius Limited 21. Oberoi Services International Limited 22. Oberoi Services Pte Limited 23. Saudi Oberoi Co Limited 24. EIH Flight Services Limited 25. J & W Hongkong Limited 26. La Roseraie De L'Atlas SA 	EIH Associated Hotels Limited <ul style="list-style-type: none"> • Chairperson - Stakeholders Relationship Committee Oberoi Hotels Private Limited <ul style="list-style-type: none"> • Member - Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> • Presently designated as Executive Chairman Related to Mr. Vikram Oberoi Managing Director & CEO • Shares held - 307610 • Remuneration for Financial Year 2015-16 Rs. 35.84 million • Board meeting held during Financial Year 2016-17 : 6 Attended : 6
Mr. S.S.Mukherji	18.07.1948 (68)	28.05.1999	General Management	F.C.A. AMP (Harvard) (45 years)	<ol style="list-style-type: none"> 1. EIH Associated Hotels Limited 2. Oberoi Kerala Hotels and Resorts Limited 3. Oberoi Building & Investment Private Limited 4. Oberoi Properties Private Limited 5. EIH Flight Services Limited 6. Oberoi Investments Private Limited 	EIH Associated Hotels Limited <ul style="list-style-type: none"> • Chairperson - Corporate Social Responsibility Committee • Member - Stakeholders Relationship Committee • Member - Audit Committee • Member - Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • Presently designated a Executive Vice Chairman • Shares held-9092363 • Remuneration for Financial Year 2015-16 Rs. 37.88 million • Board meeting held during Financial Year 2016-17 : 6 Attended : 6